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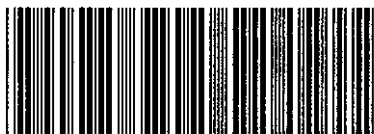
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3753032

The Registrar of Companies for England and Wales hereby certifies that  
ARACHNE GREEK CYPRIOT WOMEN'S GROUP

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 15th April 1999



\*N03753032A\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B



COMPANIES HOUSE

12

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

Company Name in full



\*F012001J\*

ARACHNE GREEK CYPRIOT WOMEN'S GROUP

I, KIRIAKOULA SOPHIE PAPAMICHAEL  
of 45 WOODLANDS GARDENS, N.10  
3UE

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~][person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*x Stephanie deel*

Declared at

Kofteros + Yerolemos Solicitors

the

23rd

day of

March

One thousand nine hundred and ninety

1999

① Please print name.

before me ①

Soulla Kokkinos, Solicitor

Signed

*[Signature]*

Date

23.3.99

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

KOFTEROS & YEROLEMOU

SOLICITORS

77 STROUD GREEN ROAD

LONDON N4 3EG

TEL: 0171 281 8055

DX number 57470 DX exchange  
finbury Pk



A35 \*AI34QFBF\* 559  
COMPANIES HOUSE 08/04/99

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh



COMPANIES HOUSE

Please complete in typescript,  
or in bold black capitals.

# 30(5)(a)

**Declaration on application for registration of a company  
exempt from the requirement to use the word "limited" or  
"cyfyngedig"**

**Company Name in full**



\*F030A01T\*

ARACHNE GREEK CYPRLOT WOMEN'S GROUP

I, KIRIAKOULA SOPHIE PAPAMICHAEL

of 45 WOODLAND GARDENS, N10 3UE

a [~~Solicitor engaged in the formation of the company~~][person named as  
director or secretary of the company in the statement delivered under  
section 10 of the Companies Act 1985]<sup>†</sup> do solemnly and sincerely declare  
that the company complies with the requirements of section 30(3) of the  
Companies Act 1985.

<sup>†</sup> Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to  
be true and by virtue of the Statutory Declarations Act 1835.

**Declarant's signature**

*[Signature]*

Declared at

Kofteros + Yerolemas Solicitors

the

23rd

day of

March

One thousand nine hundred and ninety

1999

● Please print name.

before me ●

Joula Kokkinos, Solicitor

**Signed**

*[Signature]*

**Date**

23.3.99

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor  
KOFTEROS & YEROLEMOU

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

SOLICITORS	
77 STROUD GREEN ROAD	
LONDON N4 3EG	
TEL: 0171 281 8055	
Tel	
DX number 57470	DX exchange
franklyn Ph	

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for companies registered in Scotland

DX 235 Edinburgh



A35 \*A1345FBH\* 561  
COMPANIES HOUSE 08/04/99



COMPANIES HOUSE

Please complete in typescript,  
or in bold black capitals.

10

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

Company Name in full



\*F010001H\*

ARACHNE GREEK CYPRIOT WOMEN'S GROUP

Proposed Registered Office

(PO Box numbers only, are not acceptable)

BRIDGE HOUSE

648 - 652 HIGH ROAD.

Post town

LONDON

County / Region

Postcode

E10 6RN.

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

X

Agent's Name

QUICK ACCESS FORMATION PLC

Address

THE STUDIO

ST NICHOLAS CLOSE

Post town

ELSTREE

County / Region

HERTS

Postcode

WD6 3EW

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.



A35 \*A1340FBD\* 557  
COMPANIES HOUSE 08/04/99

Tel  
DX number DX exchange

When you have completed and signed the form please send it to the  
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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

## Company Secretary (see notes 1-5)

Company name	ARACHNE GREEK CYPRIOT WOMEN'S GROUP		
NAME	*Style / Title	*Honours etc	
	Ms	-	
* Voluntary details	Forename(s)	CHRISTELLA	
	Surname	SAYVA	
	Previous forename(s)	-	
	Previous surname(s)	-	
Address	40 FRAMFIELD ROAD		
Usual residential address	LONDON		
For a corporation, give the registered or principal office address.	Post town		
	County / Region	Postcode	NS 100
	Country	-	

I consent to act as secretary of the company named on page 1

Consent signature

Date

23. 3. 99

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
	Ms	-	
	Forename(s)	CHRISTELLA	
	Surname	SAYVA	
	Previous forename(s)	-	
	Previous surname(s)	-	
Address	40 FRAMFIELD ROAD		
Usual residential address	LONDON		
For a corporation, give the registered or principal office address.	Post town		
	County / Region	Postcode	NS 100
	Country	-	

Day Month Year

Date of birth

13 09 60

Nationality

BRITISH

Business occupation

HOUSEWIFE

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature

Date

23. 3. 99

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	<input type="text" value="Ms"/>		<b>*Honours etc</b>	<input type="text" value="-"/>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text" value="KIRIAKOULA ... SOPHIE"/>				
	<b>Surname</b>	<input type="text" value="PAPA MICHAEL"/>				
	<b>Previous forename(s)</b>	<input type="text" value="-"/>				
	<b>Previous surname(s)</b>	<input type="text" value="-"/>				
<b>Address</b>	<input type="text" value="45 WOODLAND GARDENS"/>					
<b>Usual residential address</b>	<input type="text" value="LONDON"/>					
For a corporation, give the registered or principal office address.	<b>Post town</b>	<input type="text"/>				
	<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text" value="N10 3UE"/>		
	<b>Country</b>	<input type="text"/>				
	<b>Date of birth</b>	<input type="text" value="03"/>	<input type="text" value="09"/>	<input type="text" value="54"/>	<b>Nationality</b>	<input type="text" value="BRITISH"/>
	<b>Business occupation</b>	<input type="text" value="SOCIAL WORKER"/>				
	<b>Other directorships</b>	<input type="text" value="NONE"/>				
	<input type="text"/>					
	I consent to act as director of the company named on page 1					
	<b>Consent signature</b>	<input type="text" value="Sopamidoel"/>			<b>Date</b>	<input type="text" value="23.3.99"/>

**This section must be signed by****Either****an agent on behalf of all subscribers****Signed****Date****Or the subscribers****Signed****Date****( i.e those who signed as members on the memorandum of association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

# Directors (continued) (see notes 1-5)

<b>NAME</b>	*Style / Title	Ms		*Honours etc	—	
* Voluntary details	Forename(s)	HELEN				
	Surname	CYLWIK				
	Previous forename(s)	—				
	Previous surname(s)	—				
<b>Address</b>	120 HANOVER ROAD					
<b>Usual residential address</b>	LONDON					
For a corporation, give the registered or principal office address.	Post town					
	County / Region		Postcode	NW10 3DP		
	Country					
	Day	Month	Year	Nationality		
	Date of birth	17	10	55	BRITISH	
	Business occupation	VOLUNTARY ?SECTOR WORKER				
	Other directorships	NONE 2				
I consent to act as director of the company named on page 1						
	Consent signature	X H.C. Hgimuh			Date	23.3.99

<b>This section must be signed by</b>			
<i>Either</i>			
an agent on behalf of all subscribers	Signed		Date
Or the subscribers	Signed		Date
( i.e those who signed as members on the memorandum of association).	Signed		Date
	Signed		Date
	Signed		Date
	Signed		Date
	Signed		Date

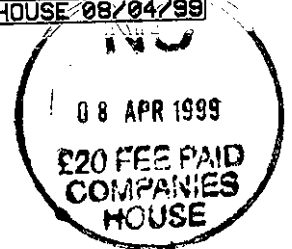


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The Companies Acts 1985 and 1989  
Company Limited by Guarantee and not having a Share Capital



**Memorandum of Association of  
Arachne Greek Cypriot Women's Group**

INC 11089 229

1. The Company's name is Arachne Greek Cypriot Women's Group (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are
  - (1) To promote the benefit of the inhabitants of the London Borough of Islington and the surrounding areas and in particular Greek and Greek Cypriot women and children (hereinafter referred to as "the area of benefit") by associating together the said inhabitants and the local authority, voluntary and other organisations in a common effort to advance education, provide facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the said inhabitants;
  - (2) To establish or secure the establishment of a Community Centre (hereinafter referred to as "the Centre") and to maintain and manage the same (whether alone or in co-operation with any local authority or other person or body) in furtherance of these objects;
  - (3) The relief of poverty or sickness and the distress arising therefrom and the protection and preservation of good health.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
  - (1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
  - (2) to raise funds and to invite and receive contributions:  
provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - (3) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
  - (4) subject to Clause 5 below to employ such staff, who shall not be directors of the Charity hereinafter referred to as "the trustees", as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
  - (5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
  - (6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

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- (7) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
  - (8) power to appoint and constitute such advisory committees as the trustees may think fit;
  - (9) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing in this document shall prevent any payment in good faith by the Charity.
  - (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of hers, when instructed by the Charity to act in a professional capacity on its behalf: provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which her appointment or remuneration, or that of her partner, is under discussion;
  - (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
  - (3) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
  - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of that company;
  - (5) of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
  - (6) to any trustee of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while she is a member or within one year after she ceases to be a member, for payment of the Charity's debts and liabilities contracted before she ceases to be a member, and of the costs, charges and expenses winding up, and for the adjustment of the rights of the contributories among themselves;
8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this MEMORANDUM OF ASSOCIATION.

---

Names and Addresses of Subscribers

---

1. Ms CHRISTELLA SAVVA, 40 FRAMFIELD ROAD, LONDON N5 1UV  
*Christella Savva*
2. Ms KIRIAKOULA SOPHIE PAPAMICHAEL, 45 WOODLAND GARDENS, LONDON N10 3UE  
*Sophie Papamichael*
3. Ms HELEN CYLWIK, 120 HANOVER ROAD, LONDON NW10 3DP.  
*Helen Cylwik*

---

DATED The 23rd day of March 1999

WITNESS to the above signatures:-

*Janet Karkinos Solicitor*  
*at*

KOFTEROS & YEROLEMOU  
SOLICITORS  
77 STROUD GREEN ROAD  
LONDON N4 3EG  
TEL: 0171 281 8055

**The Companies Acts 1985 and 1989  
Company Limited by Guarantee and not having a Share Capital**

**Articles of Association of  
Arachne Greek Cypriot Women's Group**

**Interpretation.**

1. In these articles:

"the Charity" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Charity;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

**Members.**

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees.

- (2) Unless the trustees or the Charity in general meeting shall make other provision under

Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

#### **General meetings.**

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

#### **Notice of general meetings.**

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
  - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all members and to the trustees and auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **Proceedings at general meetings.**

7. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
9. The Chairwoman, if any, of the trustees or in her absence some other trustee nominated by the trustees shall preside as Chairwoman of the meeting, but if neither the Chairwoman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, she shall be Chairwoman.
10. If no trustee is willing to act as Chairwoman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be the chairperson.
11. A trustee shall, notwithstanding that she is not a member, be entitled to attend and speak at any general meeting.
12. The Chairwoman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (1) by the Chairwoman; or
  - (2) by at least two members having the right to vote at the meeting; or
  - (3) by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the Chairwoman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairwoman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
16. A poll shall be taken as the Chairwoman directs and she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairwoman shall be entitled to a casting vote in addition to any other vote she may have.
18. A poll demanded on the election of a Chairwoman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### **Vote of members.**

20. Subject to Article 17, every member shall have one vote.
21. No member shall be entitled to vote at any general meeting unless all moneys then payable by her to the Charity have been paid.
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairwoman whose decision shall be final and conclusive.
23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for take the poll.
24. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which she represents as the organisation could exercise if it were an individual member of the Charity.

#### **Trustees.**

25. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
26. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

### **Powers of trustees.**

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
  - (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;
  - (2) to enter into contracts on behalf of the Charity.

### **Appointment and retirement of trustees.**

29. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their numbers is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, she shall retire.
30. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) to be determined by lot.
31. If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
32. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
  - (1) she is recommended by the trustees; or
  - (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if she were so appointed or



reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of her willingness to be appointed or reappointed.

33. No person may be appointed as a trustee:

- (1) unless she has attained the age of 18 years; or
- (2) in circumstances such that, had she already been a trustee, she would have been disqualified from acting under the provisions of Article 38.

34. Not less than seven or more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.

35. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.

36. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, she shall vacate office at the conclusion thereof.

37. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

#### **Disqualification and removal of trustees.**

38. A trustee shall cease to hold office if she

- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering her own affairs;
- (3) resigns her office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees' resolve that her office is vacated.

#### Trustees' expenses.

39. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

#### Trustees' appointments.

40. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if she ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
41. Except to the extent permitted by Clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

#### Proceedings of trustees.

42. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairwoman shall have a second or casting vote.
43. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
44. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
45. The trustees may appoint one of their number to be the Chairwoman of their meeting and may at any time remove her from that office. Unless she is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which she is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be Chairwoman of the meeting.
46. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out

by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.

47. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
48. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
49. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

#### **Secretary.**

50. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

#### **Minutes.**

51. The trustees shall keep minutes in books kept for the purpose:
  - (1) of all appointments of officers made by the trustees; and
  - (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

#### **The Seal.**

52. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

#### **Accounts.**

53. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

#### **Annual Report.**

54. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

#### **Annual Return.**

55. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

#### **Notices.**

56. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
57. The Charity may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to her shall be entitled to have notices given to her at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
58. A member present in person at any meetings of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
59. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

#### **Indemnity.**

60. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her favour or in which she is acquitted or in connection with any application in which relief is granted to her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

#### **Rules.**

61. (1) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of

membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or by laws regulate:

- (i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
- (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
- (v) generally, all such matters as are commonly the subject matter of company rules.

(2) The Charity in general meetings shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or articles.

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation:

**Arachne Greek Cypriot Women's Group  
Registered Charity**

61 (cont.)

**Rules of the Charity:**

**1. Membership**

- (1) Full membership is open to all women of Greek Cypriot and Greek origin who agree and support the objects of the Charity.
- (2) Individuals shall be admitted to membership by a majority vote at a quorate meeting of the trustees of the Charity.
- (3) Full members have a right to vote at the Charity's annual general meeting or extraordinary general meetings. They also have a right to be appointed as trustees.
- (4) Each member shall receive a copy of the Rules of the Charity and a Membership Card.
- (5) Membership shall be renewed annually.
- (6) The trustees shall have the right to refuse an application for membership from any such persons as the trustees have good and sufficient reason to believe that their membership would be detrimental to the objects of the Charity.

**2. Associate Membership**

- (1) Associate membership is open to any woman who has a connection with Greek Cypriots or Greeks, i.e. marriage, blood ties, etc. who is interested in the activities of the Charity and agrees and supports the objects of the Charity.
- (2) Associate members do not have a vote and cannot serve as trustees.
- (3) Associate members shall be admitted to membership by a majority vote at a quorate meeting of the trustees of the Charity.
- (4) Associate members will receive a copy of the Rules of the Charity and an Associate Membership Card.
- (5) Membership shall be renewed annually.
- (6) The trustees shall have the right to refuse an application for membership from any such persons as the trustees have good and sufficient reason to believe that their membership would be detrimental to the objects of the Charity.

**3. Membership of organisations**

- (1) Membership shall be open to one representative of any local, national or international women's organisation who are interested in furthering the objects of the Charity.
- (2) The trustees shall have the right to refuse an application for membership from any such organisation as the trustees have good and sufficient reason to believe that their membership would be detrimental to the objects of the Charity.
- (3) Representatives of such organisations do not have a vote and cannot serve as trustees.

**4. Expulsion of Members**

- (1) Members shall conduct themselves in a reasonable manner and abide by the terms of these rules and the Memorandum & Articles of Association of the Charity, in all meetings and activities held by the Charity. A breach of this clause may result in the termination of membership of such a person.
- (2) The trustees shall have the right to terminate the membership of any member for good and sufficient reason subject to the following provisions:
  - (i) Notice of the proposed resolution of expulsion shall be given in writing to all trustees at least 21 days before the special meeting at which it is to be considered.
  - (ii) A special meeting of the trustees constituting a quorum shall have power to consider the expulsion of a member. The proposed expulsion shall be by a resolution passed by a majority of 2/3rds of those present.
  - (iii) The member it is proposed to expel shall be given notice of the proposed resolution and reasons for the proposed expulsion in writing, at least 21 days before the date of the meeting of the trustees at which such resolution is to be considered.
  - (iv) The member concerned shall be entitled to attend the above-mentioned meeting and speak in her defence on the matters raised by the resolution, before such resolution is put to the vote.
  - (v) The full reason for expulsion of any member of the Charity must be recorded in the minutes of the trustees.

## **5. Management Committee**

- (1) The initial Management Committee of the Charity from incorporation until the first Annual General Meeting shall be appointed by the Subscribers of the Memorandum of Association.
- (2) At the first and every subsequent Annual General Meeting, the Charity shall have a Management Committee comprising not less than 7 and not more than 11. Only Full members of the Charity will be eligible for election to the Management Committee.
- (3) The nomination and election of Management Committee members shall be conducted in accordance with such regulations as may be specified from time to time by the Management Committee, all members being informed prior to the Annual General Meeting of the procedures to be followed.
- (4) In addition to the members of the Management Committee elected at the Annual General Meeting, the Management Committee may at any time co-opt up to one person to serve on the Management Committee, who need not be members of the Charity but are considered able to make a contribution to its activities, provided that at no time shall there be more than one such o-optee serving on the Management Committee.
- (5) Under no circumstances shall any employee of the Charity or any person aged less than eighteen years be a member of the Management Committee.
- (6) A Management Committee member shall, subject to Article (10) below, hold office until the next Annual General Meeting following her election. On expiration of the period of office for which she was appointed, a Management Committee member shall be eligible for re-election.
- (7) A Management Committee member shall not vote in respect of any contract in which she is directly or indirectly interested or any matter arising therefrom.
- (8) Management Committee members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Management Committee or General Meetings of the Charity or in connection with the business of the Charity.
- (9) Any Management Committee member, being a solicitor or other person engaged in any profession, shall be entitled to charge and be paid all usual professional or other charges for work done on behalf of the Charity by her or her firm when so instructed by the Management

Committee; provided that nothing contained herein shall authorise a Management Committee member or her firm to act as Auditors to the Charity.

- (10) The office of Management Committee member shall be immediately vacated if she:
- (a) resigns her office in writing to the Charity; or
  - (b) ceases to be a member of the Charity or is the deputy of an organisation which ceases to be a member; or
  - (c) fails to declare her interest in any contract as referred to in Article (7) above; or
  - (d) is absent from three successive meetings of the Management Committee during a continuous period of twelve months without special leave of absence from the Management Committee and they pass a resolution that she has by reason of such absence vacated office, provided that any member to be so expelled shall be first given the opportunity to make representation to the Management Committee; or
  - (e) becomes bankrupt or, in the opinion of the Management Committee, becomes unable on medical grounds to fulfil the role of Management Committee member; or
  - (f) is removed from office by resolution of the Charity in a General Meeting in accordance with section 303 of the Act.

#### **6. Powers and Duties of the Management Committee**

- (1) The business of the Charity shall be managed by the Management Committee who may pay all expenses of the formation of the Charity as they think fit and may exercise all such powers of the Charity as may be exercised and done by the Charity and as are not by statute or by these Articles required to be exercised or done by the Charity in a General Meeting.
- (2) No regulation made by the Charity in a General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made.
- (3) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Charity shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Management Committee shall from time to time decide, provided that all instruments of expenditure must be signed by at least two Management Committee members.
- (4) Without prior prejudice to its general powers, the Management Committee may exercise all the powers of the Charity to borrow money and to mortgage or charge its undertaking and property or any part of it and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Charity or of any third party subject to such consents as may be required by law.

#### **7. Proceedings of the Management Committee**

- (1) Members of the Management Committee shall meet together for the despatch of business and may adjourn and otherwise regulate their meetings, as they think fit. Questions arising at meetings shall be decided by a majority of votes.
- (2) In the case of an equality of votes, the Chairwoman of the meeting shall have a second or casting vote.
- (3) A Management Committee member may, and the Secretary on the requisition of a Management Committee member shall summon a meeting of the Management Committee. It shall not be necessary to give notice of a meeting of the Management Committee to any of its members for the time being absent from the United Kingdom.
- (4) The quorum necessary for the transaction of the business of the Management Committee shall be two thirds of its members.
- (5) The Management Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is less than the minimum prescribed in these Articles, the Management Committee may act for the purposes of increasing the number of Management



Committee members to that number, or of summoning a General Meeting of the Charity, but for no other purpose.

- (6) At the Management Committee meeting where the Chairwoman is not present within twenty minutes of the time appointed for the meeting, the Management Committee members present shall choose one of their number to be the Chairwoman of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- (7) The Management Committee shall cause accurate records to be made, in books provided for that purpose, of:
  - (a) the names and addresses of all members;
  - (b) the name and date of appointment of all persons appointed to office;
  - (c) the names of the Management Committee members, officers, members and other persons present at all General, Management Committee and Sub-committees of the Charity;
  - (d) minutes of all proceedings and resolutions at all General, Management Committee and Sub-committee meetings of the Charity;
  - (e) all applications of the Seal (if any) to any document.All such records and minutes shall be open to inspection during normal working hours by any member of the Charity and by any person authorised by the Charity in a General Meeting.
- (8) The Management Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Charity as they think fit; any Sub-Committee so formed shall be made up in such a way that members of the Management Committee shall be in the majority and shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Management Committee which regulations shall always include provision for regular and prompt reports to the Management Committee.
- (9) All acts done by any meeting of the Management Committee or by any person acting as a member of the Management Committee shall, notwithstanding that it was afterwards discovered that there was some defect in the appointment of any such Management Committee member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Management Committee member. ?????
- (10) A resolution in writing, signed by all the Management Committee members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Management Committee, and may consist of several identical documents signed by or more Management Committee members.
- (11) The Management Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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1. Ms CHRISTELLA SAWA, 40 FRAMFIELD ROAD, LONDON N5 1UN  
~~same~~
2. Ms BIRIAKOULA SOPHIE PARAMICHAEL, 45 WOODLAND GARDENS, LONDON N10 3UE  
provided.
3. Ms HELEN CYLWIK, 120 HANOVER ROAD, LONDON NW10 3DP.  
Hlynh

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DATED The 23rd day of March 1999

WITNESS to the above signatures:-

Janella Kokkinos Solicitor  
at

KOFTEROS & YEROLEMOU  
SOLICITORS  
77 STROUD GREEN ROAD  
LONDON N4 3EG  
TEL: 0171 281 8055