

**FILE COPY**



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

Company No. 3897282

The Registrar of Companies for England and Wales hereby certifies that  
THE ANGLO-SPANISH SOCIETY

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 20th December 1999



\*N03897282Q\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

HC007B

Package: 'Laserform'  
by Laserform International Ltd.

# 12

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

### Company Name in full



\* F 0 1 2 0 F 1 0 \*

THE ANGLO-SPANISH SOCIETY

I, PRUDENCE TURNER

of 25 WOODSYRE, SYDENHAM HILL, LONDON, SE26 6SS

† 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

Declared at 93 Sydenham Road, Sydenham, SE26

the 8<sup>th</sup> day of December

One thousand nine hundred and ninety NINE

① Please print name.

before me ① S. D. WILBOURN

### Signed

Date 8/12/99

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.

Eversheds  
Holland Court, The Close, Norwich, Norfolk, NR1 4DX

CHC.MZP Tel 01603 272727  
DX number DX 5206 DX exchange Norwich

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



AD1  
COMPANIES HOUSE

0372  
14/12/99

Package: 'Laserform'  
by Laserform International Ltd.

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



\* F 0 3 0 A F 1 0 \*

THE ANGLO-SPANISH SOCIETY

I, PRUDENCE TURNER

of 25 WOODSYRE, SYDENHAM HILL, LONDON, SE26 6SS

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† do solemnly and sincerely declare  
that the company complies with the requirements of section 30(3) of the  
Companies Act 1985.

† 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

*Prudence Turner*

Declared at 93 Sydenham Road, Sydenham, SE26

the 8<sup>th</sup> day of December

One thousand nine hundred and ninety NINE

① Please print name.

before me ① S. D. WILBOURN

Signed

*S. D. Wilbourn*

Date 8/12/99

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.

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

Eversheds  
Holland Court, The Close, Norwich, Norfolk, NR1 4DX

CHC.MZP Tel 01603 272727  
DX number DX 5206 DX exchange Norwich



A01 \*AK47QM9Q\* 0375  
COMPANIES HOUSE 14/12/99

Laserform International 1/96

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**

Package: 'Laserform'  
by Laserform International Ltd.

10

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

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

**Company Name in full**



\* F 0 1 0 0 F 1 0 \*

THE ANGLO-SPANISH SOCIETY

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

c/of JAMES WORLEY & SONS

9 BRIDLE CLOSE, SURBITON ROAD

Post town KINGSTON ON THAMES

County / Region SURREY

Postcode KT1 2JW

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.

Agent's Name

Address

Post town

County / Region

Postcode

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.

Eversheds

Holland Court, The Close, Norwich, Norfolk, NR1 4DX

CHC.MZP

Tel 01603 272727

DX number DX 5206

DX exchange Norwich

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



A01

COMPANIES HOUSE

\*AK47RM9R\*

0374

14/12/99

Laserform International 1/97

**Company Secretary** (see notes 1-5)

Company name THE ANGLO-SPANISH SOCIETY

NAME \*Style / Title

ME. MRS

\*Honours etc

Forename(s)

PRUDENCE

Surname

TURNER

Previous forename(s)

Previous surname(s)

STEWART-SANDEMAN

Address

25 WOODSYRE

*Usual residential address*

For a corporation, give the registered or principal office address.

SYDENHAM HILL

Post town

LONDON

County / Region

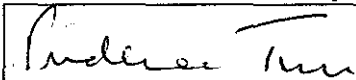
Postcode

SE26 6SS

Country

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

Consent signature



Date

25-11-99

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

Please list directors in alphabetical order

NAME \*Style / Title

MR.

\*Honours etc

CMG, CVO

Forename(s)

ANTHONY DAVID

Surname

BRIGHTY

Previous forename(s)

Previous surname(s)

Address

15 PROVOST ROAD

*Usual residential address*

For a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

Postcode

NW3 4ST

Country

ENGLAND

Date of birth

Day Month Year

07

02

39

Nationality

BRITISH

Business occupation

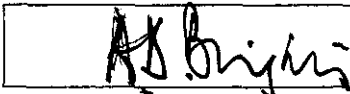
COMPANY DIRECTOR

Other directorships

EFG PRIVATE BANK LIMITED

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

Consent signature



Date

27 Nov. 1999

Company number

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

## Address

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

## Address

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

25

10

35

Nationality

BRITISH

Business occupation

Other directorships

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

Consent signature

Date

27.11.1999

**Company Secretary** (see notes 1-5)**NAME** \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address***Usual residential address*

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

**Consent signature****Date****Directors** (see notes 1-5)*Please list directors in alphabetical order***NAME** \*Style / Title

MR.

\*Honours etc

Forename(s)

ALAN JOSEPH

Surname

SLATER

Previous forename(s)

Previous surname(s)

**Address***Usual residential address*

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

44 CRANLEIGH HOUSE

CRANLEIGH STREET

LONDON

NW1 1NT

ENGLAND

Day Month Year

**Date of birth**

29

06

51

**Nationality**

BRITISH

**Business occupation**

ARTIST/CIVIL SERVANT

**Other directorships**

None

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

**Consent signature****Date**25<sup>th</sup> November 1999

Company number

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

## Address

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

## Address

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

17

11

46

Nationality

BRITISH

Business occupation

Other directorships

CHARITY WORKER

NONE

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

Consent signature

Date

25/11/1999



## Company Secretary (see notes 1-5)

**NAME** \*Style / Title

\*Honours etc

Forename(s)

\* Voluntary details

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

**Consent signature**

**Date**

## Directors (see notes 1-5)

*Please list directors in alphabetical order*

**NAME** \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

**Date of birth**

**Nationality**

**Business occupation**

**Other directorships**

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

**Consent signature**

**Date**

1999

**Directors**

(continued)

(see notes 1-5)

* Voluntary details	<b>NAME</b>	*Style / Title	SIR		*Honours etc	KCMG	
		Forename(s)	PATRICK ROBIN				
		Surname	FEARN				
		Previous forename(s)					
		Previous surname(s)					
	<b>Address</b>	GOAT HOUSE					
	<b>Usual residential address</b>	24 GASTARD					
	For a corporation, give the registered or principal office address.	Post town	NR. CORSHAM				
		County / Region	WILTSHIRE		Postcode	SN13 9QP	
		Country	ENGLAND				
	<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>		
		05	09	34	BRITISH		
	<b>Business occupation</b>	Consultant					
	<b>Other directorships</b>	NONE					
	I consent to act as director of the company named on page 1						
	<b>Consent signature</b>	P. Fearn				<b>Date</b>	25-11-1999

<b>This section must be signed by</b>		
<i>Either</i>		
<b>an agent on behalf of all subscribers</b>	<b>Signed</b>	<b>Date</b>
<b>Or the subscribers</b>	<b>Signed</b>	<b>Date</b>
<i>(i.e. those who signed as members on the memorandum of association).</i>	DDK Bright	29 Nov. 1999
	P. Fearn	25-11-1999
	JS	25 Nov. 1999
	AS	25 Nov. 1999
	Theresa	25 Nov. 1999

## 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:

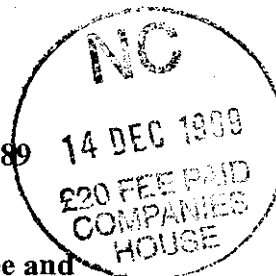
- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
- dormant,
- a parent company which wholly owned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

071496

Companies Acts 1985 & 1989



0014331

Company limited by guarantee and  
not having a share capital

Memorandum of Association of

THE ANGLO-SPANISH SOCIETY



3897282

1. NAME

The name of the Company is THE ANGLO-SPANISH SOCIETY ('the Society')

2. REGISTERED OFFICE

The registered office of the Society is to be in England and Wales

3. OBJECTS

3.1. The objects of the Society are:-

3.1.1. for the benefit of the people of The United Kingdom to advance their education about Spain, its people and cultures, its histories and literature, the language, their institutions and folklore, and its economy, in order to promote understanding, knowledge and harmonious relations

3.1.2. to educate similarly the people of Spain about The United Kingdom  
(the Objects')

3.2. The Objects may be furthered by:-

3.2.1. the establishment and maintenance of a library of books, magazines, newspapers and other printed materials

3.2.2. the printing, publishing and distribution of relevant works

3.2.3. the organisation and presentation of exhibitions and shows, conferences and lectures, classes and meetings and other educational activities

3.2.4. the establishment of relations between educational, public and government institutions

3.2.5. the provision of support by scholarships, prizes or other assistance to students or others wishing to benefit from the Objects

3.2.6. the provision of advice and assistance in all matters relating to the Objects

- 3.3. In the course of pursuing the Objects members of the Society shall not enter into any political activities or seek to promote political views

#### 4. POWERS

The Society has the following powers, which may be exercised only in promoting the Objects:

- 4.1. To promote or carry out research
- 4.2. To provide advice
- 4.3. To publish or distribute information
- 4.4. To co-operate with other bodies
- 4.5. To support, administer or set up other charities
- 4.6. To raise funds (but not by means of taxable trading)
- 4.7. To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.8. To acquire or hire property of any kind
- 4.9. To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.10. To make grants or loans of money and to give guarantees
- 4.11. To set aside funds for special purposes or as reserves against future expenditure
- 4.12. To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.13. To delegate the management of investments to a financial expert, but only on terms that:
  - 4.13.1. the investment policy is set down in writing for the financial expert by the Trustees
  - 4.13.2. every transaction is reported promptly to the Trustees
  - 4.13.3. the performance of the investments is reviewed regularly with the Trustees
  - 4.13.4. the Trustees are entitled to cancel the delegation arrangement at any time
  - 4.13.5. the investment policy and the delegation arrangement are reviewed at least once a year
  - 4.13.6. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt

- 4.13.7. the financial expert must not do anything outside the powers of the Trustees
- 4.14. To arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.15. To insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required
- 4.16. To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4.17. Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.18. To enter into contracts to provide services to or on behalf of other bodies
- 4.19. To establish subsidiary companies to assist or act as agents for the Society
- 4.20. To pay the costs of forming the Society
- 4.21. To do anything else within the law which promotes or helps to promote the Objects

## 5. BENEFITS TO MEMBERS AND TRUSTEES

- 5.1. The property and funds of the Society must be used only for promoting the Objects and do not belong to the members of the Society but
- 5.1.1. members who are not Trustees may be employed by or enter into contracts with the Society and receive reasonable payment for goods or services supplied
- 5.1.2. members (including Trustees) may be paid interest at a reasonable rate on money lent to the Society
- 5.1.3. members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Society
- 5.1.4. individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity
- 5.2. A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except
- 5.2.1. as mentioned in clauses 4.16, 5.1.2, 5.1.3 or 5.3.
- 5.2.2. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society

- 5.2.3. an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings)
- 5.2.4. payment to any company in which a Trustee has no more than a 1 per cent share holding
- 5.2.5. in exceptional cases, other payments or benefits
- 5.3. Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Society to supply goods or services in return for a payment or other material benefit but only if
  - 5.3.1. the goods or services are actually required by the Society
  - 5.3.2. the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
  - 5.3.3. no more than one half of the Trustees are subject to such a contract in any financial year
- 5.4. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
  - 5.4.1. declare an interest at or before discussion begins on the matter
  - 5.4.2. withdraw from the meeting for that item unless expressly invited to remain in order to provide information
  - 5.4.3. not be counted in the quorum for that part of the meeting
  - 5.4.4. withdraw during the vote and have no vote on the matter

## 6. LIMITED LIABILITY

The liability of members is limited

## 7. GUARANTEE

Every member promises, if the Society is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Society while the contributor was a member

## 8. DISSOLUTION

- 8.1. If the Society is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
  - 8.1.1. by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
  - 8.1.2. directly for the Objects or charitable purposes within or similar to the Objects

- 8.1.3. in such other manner consistent with charitable status as the Commission approve in writing in advance

## 9. INTERPRETATION

- 9.1. Words and expressions defined in the Articles have the same meanings in this Memorandum.
- 9.2. References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it



**MEMORANDUM & ARTICLES OF ASSOCIATION  
FOR A CHARITABLE COMPANY**

We wish to be formed into a company under this Memorandum of Association

NAMES & ADDRESSES OF SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

Mr Anthony David Brighty CMG, CVO  
15 Provost Road  
London NW3 4ST

*Ant Brighty*

Sir Patrick Robin Fearn KCMG  
Goat House  
24 Gastard  
Nr Corsham  
Wiltshire SN13 9QP

*Patrick Fearn*

Lady Maria-Belen Dolores Clara Parker  
The Grange  
Radwinter  
Nr. Saffron Walden  
Essex CB10 2TF

*Maria-Belen Parker*

John Ernest Bryan Scanlan KCSG, Order of Isobella Catolica  
1 Headfort Place  
Belgravia  
London SW1 7DE

*John Scanlan*

Mr Alan Joseph Slater  
44 Cranleigh House  
Cranleigh Street  
London NW1 1NT

*Alan Slater*

Date 25 - 11 - 99

Witness to the above signatures:

Name *Prudence Turner* (PRUDENCE TURNER)

Address 25 WOODSYRE

SYDENHAM HILL, LONDON SE26 6SS

Occupation *Retired*

**Companies Acts 1985 & 1989**

**Company limited by guarantee and  
not having a share capital**

**Articles Memorandum of Association of**

**THE ANGLO-SPANISH SOCIETY**

**1. MEMBERSHIP**

- 1.1 The number of members with which the Society proposes to be registered is unlimited
- 1.2 The Society must maintain a register of members
- 1.3 Membership of the Society is open to any individual or organisation interested in promoting the Objects who
  - 1.3.1 applies to the Society in the form required by the Trustees
  - 1.3.2 is approved by the Trustees and
  - 1.3.3 signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative
- 1.4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1.5 Membership is terminated if the member concerned
  - 1.5.1 gives written notice of resignation to the Society
  - 1.5.2 dies or (in the case of an organisation) ceases to exist
  - 1.5.3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due) or
  - 1.5.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Society (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
- 1.6 Membership of the Society is not transferable

## 2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least 21 clear days written notice specifying the business to be discussed
- 2.2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least ten
- 2.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 2.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person or through an authorised representative) has one vote on each issue
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- 2.7 The Society must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Society's incorporation
- 2.8 At an AGM the members:
  - 2.8.1 receive the accounts of the Society for the previous financial year
  - 2.8.2 receive the Trustees' report on the Society's activities since the previous AGM
  - 2.8.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation
  - 2.8.4 elect persons to be Trustees to fill the vacancies arising
  - 2.8.5 elect persons to be members of the Executive Council
  - 2.8.6 appoint auditors for the Society
  - 2.8.7 may confer on any individual (with his or her consent) the honorary title of Patron or Vice-President of the Society
  - 2.8.8 discuss and determine any issues of policy or deal with any other business put before them
- 2.9 Any general meeting which is not an AGM is an EGM

- 2.10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least 50 members
- 2.11 Any member wishing to raise an issue or ask a question at a general meeting not comprised in or arising out of the Agenda must give details of such matters or questions to the Secretary of the Society within 7 days of such meeting
3. THE TRUSTEES
  - 3.1 The Trustees have control of the Society and its property and funds
  - 3.2 The Trustees when complete consist of at least five and not more than ten individuals, all of whom must be members
  - 3.3 The subscribers to the Memorandum are the first Trustees of the Society.
  - 3.4 Every Trustee must sign a declaration of willingness to act as a trustee of the Society before he or she is eligible to vote at any meeting of the Trustees
  - 3.5 One third (or the number nearest one third) rounding down wherever necessary of the Trustees must offer themselves for retirement at each AGM, those longest in office offering to retire first and the choice between any of equal service being made by drawing lots but any Trustee may stand for re-election at any time
  - 3.6 A Trustee's term of office automatically terminates if he or she:
    - 3.6.1 is disqualified under the provisions of the Charities Act 1993 from acting as a trustee
    - 3.6.2 is incapable, whether mentally or physically, of managing his or her own affairs
    - 3.6.3 is absent from three consecutive meetings of the Trustees
    - 3.6.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Society before the next AGM)
    - 3.6.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
    - 3.6.6 is removed by resolution passed by at least 51% of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views
  - 3.7 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM
  - 3.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

- 3.9 The Trustees may at any time confer the honorary title of President of the Society on the accredited Spanish Ambassador for the time being

#### 4. PROCEEDINGS OF TRUSTEES

- 4.1 The Trustees must hold at least two meetings each year
- 4.2 A quorum at a meeting of the Trustees is three Trustees
- 4.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4.4 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4.5 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4.6 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### 5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Society:

- 5.1 appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Society in accordance with the Act
- 5.2 to appoint a Chairman, Treasurer and other honorary officers from among their number
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees and the Executive Council
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Society and the use of its seal (if any)
- 5.7 to establish procedures to assist the resolution of disputes within the Society
- 5.8 to exercise any powers of the Society which are not reserved to a general meeting

6. EXECUTIVE COUNCIL

- 6.1 The Trustees will be assisted in the management of the day to day affairs of the Society by an Executive Council which shall consist of not less than 10 nor more than 20 members being:
- 6.1.1 the Trustees
  - 6.1.2 other members of the Society elected by members at the AGM of the Society who shall hold office from the conclusion of that meeting
- 6.2 the Executive Council may appoint additional members up to the maximum permitted in order to fill a casual vacancy
- 6.3 all members of the Executive Council shall retire from office together at the end of the AGM next after the date on which they came into office but they may be re-elected or re-appointed
- 6.4 proceedings of the Executive Council shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member
- 6.5 a member of the Executive Council shall cease to hold office if any of the matters referred to in Clause 3.6 of these Articles occurs or affects them
- 6.6 rules for meetings and proceedings of the Executive Council shall be set by the Trustees from time to time

7. RECORDS & ACCOUNTS

- 7.1. The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies, the Commission and others of:
- 7.1.1. annual reports
  - 7.1.2. annual returns
  - 7.1.3. annual statements of account
- 7.2. The Trustees must keep proper records of
- 7.2.1. all proceedings at general meetings
  - 7.2.2. all proceedings at meetings of the Trustees
  - 7.2.3. all reports of committees and
  - 7.2.4. all professional advice obtained

7.3. Accounting records relating to the Society must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

7.4. A copy of the Society's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Society's reasonable costs, within two months

## 8. NOTICES

8.1 Notices under these Articles must be sent by hand, or by post or by suitable electronic means and in addition (where applicable to members generally) may be published in any suitable journal or national newspaper circulating in area of benefit or any newsletter distributed by the Society

8.2 The only address at which a member is entitled to receive notices is the address shown in the register of members

8.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

8.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address

8.3.2 two clear days after being sent by first class post to that address

8.3.3 three clear days after being sent by second class or overseas post to that address

8.3.4 on the date of publication of a newspaper containing the notice

8.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,

8.3.6 as soon as the member acknowledges actual receipt

8.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

## 9. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Society take effect as though repeated here

## 10. INTERPRETATION

In the Memorandum and in these Articles:

10.1 'The Act' means the Companies Act 1985

'AGM' means an annual general meeting of the Society

'these Articles' means these Articles of Association

'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Society and whose name is given to the Secretary

'Chairman' means the chairman of the Trustees

'the Society' means the company governed by these Articles

'clear day' means 24 hours from midnight following the relevant event

'EGM' means an extraordinary general meeting of the Society

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

'material benefit' means a benefit which may not be financial but has a monetary value

'member' and 'membership' refer to membership of the Society

'Memorandum' means the Society's Memorandum of Association

'month' means calendar month

'the Objects' means the Objects of the Society as defined in clause 3 of the Memorandum

'Secretary' means the Secretary of the Society

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

'Trustee' means a director of the Society and 'Trustees' means all of the directors

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year

10.2 Expressions defined in the Act have the same meaning

10.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it



**MEMORANDUM & ARTICLES OF ASSOCIATION  
FOR A CHARITABLE COMPANY**

We wish to be formed into a company under this Memorandum of Association

**NAMES & ADDRESSES OF SUBSCRIBERS**

**SIGNATURES OF SUBSCRIBERS**

Mr Anthony David Brighty CMG, CVO  
15 Provost Road  
London NW3 4ST

*David Brighty*

Sir Patrick Robin Fearn KCMG  
Goat House  
24 Gastard  
Nr Corsham  
Wiltshire SN13 9QP

*Robin Fearn*

Lady Maria-Belen Dolores Clara Parker  
The Grange  
Radwinter  
Nr. Saffron Walden  
Essex CB10 2TF

*Maria-Belen Parker*

John Ernest Bryan Scanlan KCSG, Order of Isobella Catolica  
1 Headfort Place  
Belgravia  
London SW1 7DE

*John Scanlan*

Mr Alan Joseph Slater  
44 Cranleigh House  
Crangleigh Street  
London NW1 1NT

Date

*25-11-99*

Witness to the above signatures:

Name..... *Prudence Turner* (PRUDENCE TURNER)  
Address..... *25 WOODSYRE*  
..... *LYDENHAM HILL, LONDON SE26 6SS*  
Occupation..... *Retired*