

FILE COPY



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

Company No. 3908382

The Registrar of Companies for England and Wales hereby certifies that

THE NEW MONTESSORI PRE-SCHOOL (SHELLEY ROAD)

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 18th January 2000



\*N03908382K\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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



Companies House

— for the record —

12

Please complete in typescript,  
or in bold black capitals.

CHFP000

## Declaration on application for registration

Company Name in full

THE NEW MONTESSORI PRE-SCHOOL  
(SHELLEY ROAD)

I, Liana Turner

of 381 Kingsway, Hove, SUSSEX

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.

† 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 381 Kingsway, Hove, SUSSEX

Day Month Year

On 23/12/1999

❶ Please print name.

before me ❶ Dennis Webb

Signed

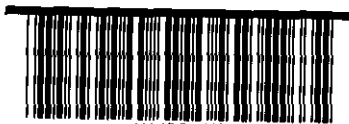
*[Signature]*

Date 23.12.99

† 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.

Tel	
DX number	DX exchange



A10  
COMPANIES HOUSE

0491  
11/01/00

Form revised June 1998

rg

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

Companies House, Crown Way, Cardiff, CF14 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



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\*

THE NEW MONTESSORI PRE-  
SCHOOL (SHELLEY ROAD)

I, LIANA TANNER

of 381 KINGSWAY HOVE

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

Declared at 381 KINGSWAY HOVE

the twentieth day of December

One thousand nine hundred and ninety Nine

① Please print name.

before me ① DENNIS WEBB

Signed

Date 23.12.99.

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.

Tel	
DX number	DX exchange

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

for companies registered in Scotland

DX 235 Edinburgh



\*AXJGTN1N\*

0490

A10

11/01/00

COMPANIES HOUSE

04/01/00

COMPANIES HOUSE

Revised March 1995



# 10

Please complete in typescript,  
or in bold black capitals.

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

Notes on completion appear on final page

Ref. No: CHFP005

Company Name in full

THE NEW MONTESSORI PRE-  
SCHOOL (SHELLEY ROAD)

Proposed Registered Office

381 KINGSWAY

(PO Box numbers only, are not acceptable)

Post town

HOVE

County / Region

EAST SUSSEX

Postcode

BN3 4QD

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

BRIGHTON FORMATIONS LIMITED

Address

381 KINGSWAY

Post town

HOVE

County / Region

EAST SUSSEX

Postcode

BN3 4QD

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.

DX number

Tel

DX exchange



A10  
COMPANIES HOUSE  
COMPANIES HOUSE

0492  
11/01/00  
04/01/00

Form revised July 1998

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

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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

THE NEW MONTESSORI PRE-SCHOOL

NAME \*Style / Title

\*Honours etc

(SHELLEY ROAD)

\* Voluntary details

Forename(s)

Surname

BRIGHTON SECRETARY LIMITED

Previous forename(s)

Previous surname(s)

Address

381 KINGSWAY

**Usual residential address**

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

Post town

HOVE

County / Region

EAST SUSSEX

Postcode

BN3 4QD

Country

ENGLAND

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

Consent signature

for and on behalf of  
Brighton Secretary Ltd

Date

23.12.99

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

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

BRIGHTON DIRECTOR LIMITED

Previous forename(s)

Previous surname(s)

Address

381 KINGSWAY

**Usual residential address**

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

Post town

HOVE

County / Region

EAST SUSSEX

Postcode

BN3 4QD

Country

ENGLAND

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

for and on behalf of  
Brighton Director Ltd

Date

23.12.99

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

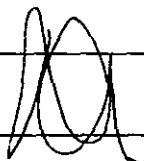
<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>						
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text"/>								
	<b>Surname</b>	<input type="text"/>								
	<b>Previous forename(s)</b>	<input type="text"/>								
	<b>Previous surname(s)</b>	<input type="text"/>								
	<b>Address</b>	<input type="text"/>								
<b>Usual residential address</b>		<input type="text"/>								
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"/>						
	<b>Country</b>	<input type="text"/>								
	<b>Date of birth</b>	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	<b>Nationality</b>	<input type="text"/>
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	<b>Other directorships</b>	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	<b>Consent signature</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>						

**This section must be signed by**

***Either***

**an agent on behalf  
of all subscribers**

**Signed**



**Date**

23.12.99.

**Or the subscribers**

**( i.e those who signed  
as members on the  
memorandum of  
association).**

**Signed**

**Date**

**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.

(INC 23 2000)

ACCOUNTS UNSTAMPED £ 20  
26313  
e new  
12.01.00

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

**Memorandum of Association of**  
**The New Montessori Pre-School (Shelley Road)**

The Company's name is The New Montessori Pre-School (Shelley Road)  
(and in this document it is called "the Charity")

The Charity registered office is to be situated in England and Wales.

The Charity's objects ("the objects") are within the District of Worthing.

- 3908382
- 3.1 to promote, teach, train learn and develop the methods of Montessori education to persons of all ages and other organisations to the whole of the community.
  - 3.2 To provide to assist in the provision of education for persons of all ages in Montessori method with the object of developing their physical and mental capacities;
  - 3.3 To provide or assist in the provision of training in the Montessori method to all different types of organisations.
  - 3.4 To provide or assist, in financial/economic terms, persons of all ages to benefit from the Montessori method of education.
  - 4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
    - 4.1 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.
    - 4.2 To raise funds, to invite and receive contributions and to borrow money on such provided terms and on such security as may be thought fit.
    - 4.3 To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property.
    - 4.4 Subject to Clause 5 below to employ such staff, who shall not be directors of the Charity ("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 super annuation to staff and their dependants.
    - 4.5 To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the performance of their duties as may be thought fit.
    - 4.6 To establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
    - 4.7 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.
    - 4.8 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.
    - 4.9 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.



- 5.1 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 if his or 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 his or her appointment or remuneration, or that of his or her partner is under discussion.
- 5.2 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.
- 5.3 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.
- 5.4 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 the company.
- 5.5 Of reasonable and proper rent for premises demised or let by any member of the Company or a trustee.
- 5.6 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 one pound) to Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be member, for payment of Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributions 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 Objects which prohibits and distribution of its or their income and property to an extent at least as great as it 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 some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names and Addresses of Subscribers.

Brighton Director Limited  
Formation House  
381 Kingsway  
HOVE  
East Sussex BN3 4QD



Brighton Secretary Limited  
Formation House  
381 Kingsway  
HOVE  
East Sussex BN3 4QD



Company Secretary

Dated: 23.12.99

Witness to the above Signatures:

Miss Liana B Tanner  
Formation House  
381 Kingsway  
HOVE  
East Sussex BN3 4QD



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

**Articles of Association of  
The New Montessori Pre-School (Shelley Road)**

**Interpretation**

1. In these articles:

- 1.1 "the Act" means the Companies Act 1985.
- 1.2 "the Articles" means these Articles of Association of the Charity.
- 1.3 "the Charity" means the company intended to be regulated by these articles.
- 1.4 "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
- 1.5 "executed" includes any mode of execution.
- 1.6 "the memorandum" means the memorandum of association of the Charity.
- 1.7 "office" means the registered office of the Charity.
- 1.8 "the seal" means the common seal of the Charity if it has one.
- 1.9 "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.
- 1.10 "the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning).
- 1.11 "the United Kingdom" means Great Britain and Northern Ireland.
- 1.12 Words importing the masculine gender only shall include the feminine gender.
- 1.13 Subject to the proceeding clauses, words or expressions contained in the Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.
- 1.14 A reference to a statute or subordinate legislation includes reference to any statutory modification or re-enactment for the time being in force.

**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 60 shall be members of the Charity. No person shall be admitted a member of the Charity unless his or her application for membership is approved by the trustees.
- 2.2 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.
- 2.3 No member or non-member i.e. personal, club, association or business shall, unless authorised in advance by the trustees.

Be permitted either directly or indirectly to speak on behalf of the Charity.

Use the name of the Charity either directly or indirectly for the promotion of either themselves, on behalf of a club, association or a business and especially when it is marketing exercise for financial gain.

The trustees may unanimously and for good reason terminate the membership of any individual or member organisation. Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Trustees, accompanied by a friend, before a final decision is made.

### **General Meetings**

3. 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 15 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 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 the 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 trustees or any member of the Charity may call a general meeting.

### **Notice of General Meetings**

5.1 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 21 clear days notice. All other extraordinary general meetings shall be called by at least 14 clear days notice but a general meeting may be called by shorter if it is so agreed.

5.1.1 in the case of an annual general meeting by all members entitled to attend and vote and

5.1.2 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% members of the total voting rights at the meeting of all the members.

5.2 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 meetings, shall specify the meeting as such.

5.3 The notice shall be given to all the 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 the meeting.

### **Proceedings at General Meetings**

7. No business shall be transacted at any meeting unless a quorum is present. Four 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 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 chairman, if any, of the trustees or his or her absence some other trustee nominated by the trustee shall preside as chairman of the meeting but if neither the chairman nor such other trustee (if any) be present within 15 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, he or she shall be chairman.

10. If no trustee is willing to act as chairman, or is no trustee is present within 15 minutes after the time appointed for holding the meeting the members present and entitled to vote shall choose one of their number to be chairman.

11. A trustee shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting.

12. The chairman may, with the consent of the 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 had not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days notice shall be given specifying the time and place of the adjournment 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 provisions of the Act a poll may be demanded.

13.1. 1 by the chairman; or

13.2. By at least two members having the right to vote at the meetings; or

13.3. Less than one tenth of the total voting rights of all the by a member or members representing not members having the right to vote at the meeting.

14. Unless a poll demanded a declaration by the chairman 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 chairman. 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 chairman directs and he or she may appoint scrutineers (who need to be members) and fix a time and a 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 equality in the votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he or she may have.

18. A poll demand on the election of a chairman 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 30 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.

#### **Votes 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 him or her to the charity have been paid.

22. No objection shall be raised to the qualification of any voter except at the 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 chairman 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 (in the case of a poll taken otherwise than on the same day as the meeting adjourned meeting) the time appointed for taking the poll.

24. Any organisation which the member of the Charity may be 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 he or 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 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 by given by this article shall not be limited y any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all 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;

28.1 to expand 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 expand the proceeds of any such sale in furtherance of the objects of the Charity.

28.2 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 number 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, he or she 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 reappoint, but as between persons who became or were last re-appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) 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 re-appointed 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 re-appointed a trustee at any general meeting unless:

32.1 he or she is recommended by the trustee; or

32.2 not less than 14 nor more than 35 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 he or she were so appointed or re-appointed, be required to be included in the Charity's register of trustees together with a notice executed by that person or his or his willingness to be appointed or re-appointed.

33. No person may be appointed as a trustee:

33.1 Unless he or she has attained the age of 18 years: or

33.2 In circumstances such that, had he or she already been a trustee, he or she would have been disqualified from acting under the provisions of Article 38.

34. Not less than seven or more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all the 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 from appointment or reappointment trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him or her at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of trustees.

35. Subject to these articles, 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 re-appointed at such annual general meeting, he or she vacate office at the conclusion thereof.

37. Subject to these articles, a trustee who retires at an annual general meeting may, if willing to act, be re-appointed.

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

38. A trustee shall cease to hold office if he or she

38.1 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 72 of the Charities Act 1993

38.2 Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.

38.3 Resigns his or 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

38.4 Is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be 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'**

##### **Minutes**

5.1. The trustees shall keep minutes in books kept for the purpose.

5.1.1 Of all appointments of officers made by the trustees; and

5.1.2 Of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the name 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 provisions of Part V11 of the Act.



### **Annual Report**

54. The trustees shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

### **Annual Return**

55. The trustees shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Charity 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 prepaid envelope addressed to the member or his or her registered address or by leaving it at the address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address but otherwise no such member shall be entitled to receive any notice from Charity.

58. A member present in person at any meeting 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 him or her in the capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

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 appointment of a trustee to an executive office shall terminate if he or 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 trustee may regulate their proceedings as they think fit. A trustee 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 chairman 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 two thirds of their number or three trustees, whichever is 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 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 chairman of their meetings and may at any time remove him or her from that office. Unless he or she is willing to do so, the trustee so appointed shall preside at every meeting of trustees at which he or she is present. But if there is no trustee holding that office, or if the trustee holding it is willing to present within five minutes after the time appointed for the meeting the trustees present may appoint one of their number to be chairman of the meeting.

46. The trustees may appoint one or more 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 committee; provided that all acts and proceedings of any such 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 trustee and had been entitled to vote.

48. A resolution in writing, signed by all trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be 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 payments 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.

## **Rules**

6.1.1. The trustees may from time to time make such rules or bylaws 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 bylaws regulate;

6.1.1.1 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.

6.1.1.2. The conduct of members of the Charity in relation to one another and to the Charity's servants.

6.1.1.3. 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.

6.1.1.4. 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.

6.1.1.5. Generally, all such matters as are commonly then subject matter of company rules.

6.1.2. The Charity in general meeting shall have the power to alter, add to or repeal the rules or bylaws 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 bylaws, which shall be binding on all members of the Charity. Provided that no rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

6.2. The trustees shall have the power to set up sub-committees to further the objects of the charity.

Signatures, Name and Addresses of Subscribers

Brighton Director Limited  
Formation House  
381 Kingsway  
HOVE  
East Sussex BN3 4QD



Company Director

Brighton Secretary Limited  
Formation House  
381 Kingsway  
HOVE  
East Sussex BN3 4QD



Company Secretary

Dated: 23.12.99

Witness to the above Signatures:

Miss Liana B Tanner  
Formation House  
381 Kingsway  
HOVE  
East Sussex BN3 4QD

