As approved at the Annual General Meeting 24th November 2021

The Companies Acts 2006

COMPANY LIMITED BY GUARANTEE No. 4089288

Memorandum of Association of

Halifax Opportunities Trust

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1. The name of the Company is Halifax Opportunities Trust.

2. The registered office of the Company will be situated in England and Wales.

3. The objects for which the Company is established are to promote any charitable purpose for the benefit of the inhabitants of the metropolitan district of Calderdale in the county of West Yorkshire and surrounding areas within a radius of 30 miles from Halifax Town Hall, including but not exclusively the area known as Park Ward in the Metropolitan Borough of Calderdale to ensure the regeneration of those areas for the public benefit of the community, by all or any of the following means:

   a) the relief of poverty in such ways as may be thought fit;
   b) the relief of unemployment;
   c) the advancement of education, training, or retraining, particularly among unemployed people and providing work experience for the unemployed;
   d) the provision of financial assistance, technical assistance, business advice or consultancy in order to provide training and employment opportunities for unemployed people in cases of financial or other charitable need through help in setting up their own business or to existing businesses;
   e) the creation of training and employment opportunities by the provision of workspace, buildings and/or land for use on favourable terms;
   f) the provision of recreational facilities for the public at large or those who by reason of their youth, age, infirmity or disablement , poverty or social and economic circumstances, have need of such facilities;
   g) the protection or conservation of the environment;
   h) the provision of childcare;
   i) the promotion of public safety and prevention of crime;
   j) the provision of public health and well-being activities; and
   k) such other means as may from time to time be determined subject to the prior consent of the charity commission.

4. In furtherance of the above objects, but not otherwise, the Company shall have the following powers:

   a) To initiate any other activities which the Board of Trustees may, from time to time, deem to be within the spirit and charitable purposes of the Company;

b) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other rights or privileges which the Company may think necessary for the promotion of its objects;

c) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects;

d) To obtain, collect and receive money and funds by way of contributions, donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Company's objects or any of them and to hold funds in trust for same;

e) Subject to such consents, if any, as may be required by law, to borrow or raise money for the Company on such terms and on such security as may be thought fit;

f) To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects;

g) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be necessary to its objects;

h) To invest the monies of the Company not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also as hereinafter provided;

i) To sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of property and assets for the time being of the Company subject to the provisions of this Memorandum of Association;

j) To engage or employ such personnel (not being members of its Board of Trustees), whether as employees, consultants, advisers or volunteers, as may be required for the promotion of the objects of the Company;

k) To open and operate bank accounts and other facilities for banking in the name of the Company;

l) To enter into any contracts with statutory, voluntary or other bodies as are considered necessary or convenient for the achievement of the Company's objects;

m) To raise funds and invite and receive contributions from any person and persons whatsoever by way of subscription and otherwise provided that the Company shall not undertake any substantial permanent trading activities in raising funds for the said objects;

n) To provide indemnity insurance to cover the liability of the members of the Board of Trustees, (i) which by virtue of any rule of law would otherwise attaché to them in respect of any negligence, default, breach of Trust or breach of duty of which they may be guilty in relation to the Company; (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986: Provided that any such insurance in the case of (i) above shall not extend to any claim arising from any act or omission which the members of the Board of Trustees knew to be a breach of trust or breach of duty or which was committed by the members of the Board of Trustees in reckless disregard of whether it was a breach of

trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board of Trustees in their capacity as directors of the Company and in the case of (ii) shall not extend to any liability to make such a contribution, where the basis of the Board member's liability in her/his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation

o) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

PROVIDED THAT

p) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

q) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property that may come into their hands the Board of Trustees (being the Board of Trustees of directors of the Company) shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Board of Trustees would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Trustees but they shall, as regards such property, be subject jointly and separately to such control and authority as if the Company were not incorporated;

r) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

5. In carrying out its objects the Company shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in access to facilities provided by the Company

6. The income and property of the Company shall be applied solely towards the promotion of its objects set out in this Memorandum of Association, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever by way of profit to the members of the Company; PROVIDED THAT nothing shall prevent any payment in good faith by the Company:

a) Of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Trustees except as specifically provided for in the Company's Articles of Association) for any services rendered to the Company;

b) Of interest on money lent by any member of the Company (or its Board of Trustees) at a rate per annum not exceeding 2 per cent below the base lending rate of the Company's bankers from time to time;

c) Of reasonable and proper rent for premises demised or let by any member of the Company (or its Board of Trustees);

d) Of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board of Trustees may be a member holding not more that 1/100th part of the capital of the company;

e) Of grants, loans, donations or any other kind of financial assistance to any individual, organisation, firm, company society or statutory authority which is a member of the Company or of its Board of Trustees or is represented on the Board of Trustees provided that nay such assistance is in respect of charitable activities in furtherance of the objects of the Company;

f) Of payment of any premium in respect of any insurance as permitted by clause 4(n);

g) To any member of the Board of Trustees in respect of reasonable out-of-pocket expenses;

h) In addition, any Board of Trustees 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 Company by her/his firm when so instructed by the Board of Trustees, provided that at no time shall a majority of the Board of Trustees members be in receipt of remuneration from the Company and that a Board of Trustees member shall leave the room when any question of her/his remuneration is under discussion, and provided also that nothing shall authorise a Board of Trustees member or her/his firm to act as auditor to the Company.

7. The liability of the members is limited.

8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time he/she is a member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which he/she ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding one pound.

9. In the event of the winding up or dissolution of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed amongst the members of the Company, but shall be transferred in the furtherance of its objects to some other charitable institution or institutions active in the Company's are of benefit and having objects similar to or compatible with any of the objects of the Company as may be determined by a General Meeting at the time of or prior to the winding up or dissolution of the Company.

10. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall cause the Company to cease to be a charity in law or to be a company to which section 30 of the Companies act 1985 does not apply.

The Companies Acts 2006

COMPANY LIMITED BY GUARANTEE No. 4089288

Articles of Association of

Halifax Opportunities Trust

Interpretations

1. In these Articles:
"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and the Companies Act 2006 and any other amendments from time to time in force.
"The Company" means the above-named company.
"Secretary" means any person appointed to perform the duties of the Secretary of the Company.
"The Board of Trustees" means all those persons for the time being appointed to perform duties of directors of the Company.
"Employee" means anyone holding a contract of employment with the Company.
"The Seal" means the common seal of the Company.
"In Writing" shall still be taken to include references to printing, photocopying, email and other modes of representing or reproducing words in a visible form.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.
Any statutory instruments or regulations from time to time in force shall be deemed to apply to this Company, whether or not these Articles have been amended to comply with such instrument or regulation.

Members

2. The Board of Trustees may at its discretion admit into membership the following:

   a) any organisation working in Calderdale and its immediate neighbourhood which supports the objects of the Company.
   b) any individual person living or working in Calderdale and its immediate neighbourhood, who supports the objects of the company.

3. Each Member organisation shall appoint a representative who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the Member would exercise if it were

an individual person. Each Member organisation shall send to the Secretary of the Company written notification of its choice of representative.

Register of Members

4. The Company shall maintain a Register of Members in which shall be recorded the name and address of every member, and the dates on which they became a member and on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. A member shall notify the Secretary in writing within seven days of a change to his/her name or address.

Cessation of Membership

5. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.

6. A member shall cease to be a member immediately that he/she or it:

   a) resigns in writing to the Secretary; or
   b) ceases to meet any of the criteria for Membership specified in article 2 or regulations laid down in accordance with article 61; or
   c) fails to pay the annual subscription when due; or
   d) is wound up or goes into liquidation; or
   e) dies; or
   f) becomes bankrupt or, in the opinion of the Board of Trustees, incapable on medical or psychological grounds of carrying out the duties of a member; or
   g) has been convicted of a criminal offence which is unspent; or
   h) is expelled by the Board for conduct prejudicial to the Company, provided that any Member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

General Meetings

7. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting; the first Annual General Meeting shall be held within eighteen months of incorporation. This meeting can take place in person, online only or as a hybrid event (i.e. combined in person and online).

8. The business of and Annual General Meeting shall comprise:

   a) the consideration of the Report and Accounts presented by the Board of Trustees;
   b) election of individual members to the Board of Trustees;
   c) ratifying of annual subscriptions;

d) the appointment and the fixing of the remuneration of the auditor or auditors (if any);
e) such other business as may have been specified in the notices calling the meeting.

9. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. These meeting can take place in person, online only or as a hybrid event (i.e. combined in person and online).

10. The Board of Trustees may whenever they think it fit convene a General Meeting, or a General Meeting may be convened by ten per cent of the members of the Company, as provided by section 305 of the Act.

11. Decisions at General Meetings shall be made by passing resolutions:

a) Decisions involving an alteration to the Memorandum and Articles of Association of the Company and other decisions so required from time to time by statute, shall be made by a Special Resolution. A Special Resolution may only be passed by a majority of not less than three-quarters of votes cast at a General Meeting.
b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a General Meeting.

Notices

12. All General Meetings shall be called by at least twenty-one clear days notice unless all persons entitled to attend and vote at a General Meeting agree to the calling of a General Meeting with shorter notice.

13. Notice of every General Meeting shall be given in writing to every member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office.

14. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or any resolution to remove the auditor, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified.

15. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.

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

Proceedings at General Meetings

17. No member shall have more than one vote on any question to be decided at a General Meeting.

18. Votes may only be cast personally. Proxy voting is not permitted.

19. No business shall be transacted at a General Meeting unless a quorum of members is present. Three members or ten per cent of the members shall be a quorum. A member shall declare an interest in, and shall not debate or vote in respect of any matter which she or he has a personal material or financial interest and shall withdraw from any meeting where such a matter is discussed.

20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned until the same day the next week at the same time and same place or otherwise as the Board of Trustees may direct. All members shall be given such notice as is practicable of such an adjourned meeting. The members present at a meeting so adjourned shall be a quorum subject to an absolute minimum of two.

21. At every General Meeting the Chairperson shall preside, if the Chairperson is not present within ten minutes of the appointed time for the meeting, the Vice Chairperson shall preside, if they are also absent the members present shall choose one of their number to act as Chairperson whose function shall be to conduct the business of the meeting in an orderly manner.

22. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall not have a casting vote and the resolution shall be deemed to be lost.

23. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several similar documents each signed by one or more members.

24. The chairperson may exercise his or her rights to manage the meeting, to pause, interrupt or adjourn in the event of the electronic or technical facilities failing. The chairperson may exercise this right without having to seek the consent of the meeting if seeking consent is not practicable in the circumstances.

Board of Trustees

25. The Company shall have a Board of Trustees of not less than six drawn from its membership.

26. For the avoidance of doubt Board members are the Directors and Trustees of this Charitable Company.

27. (a) Organisations having the right to appoint a Board member under article 24 shall be asked every year to confirm or replace their chosen representative to be so appointed.
(b) No Board member may serve as such for longer than fifteen consecutive years (the "Maximum Term") save where the Board (acting by a majority of not less than 75%) agrees that circumstances exist where it would be in the best interest of the Company for a Board member to serve for a longer period.
(c) Once a Board member has reached their Maximum Term (including any period of extension as above), they will cease to be a Board member and cannot be re-appointed as such for a period of one calendar year thereafter.

28. At the first and every Annual General Meeting, one-third of the elected members of the Board of Trustees (those elected under article 24), or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The members to retire shall be those longest in office since the last election. Regarding members of the Board of Trustees who have been office for the same length of time, the members to retire shall be selected by lot. A retiring Board member shall be eligible for re-election, subject reaching their Maximum Term (as extended in accordance with Article 26), such Individuals may re-stand for re-election after a period of one year has lapsed.

29. The Board of Trustees may at their discretion co-opt up to six additional persons by virtue of their specialist skills or experience to serve as Board members, co-opted Board members shall retire at the annual general meeting following their co-option, and they shall be eligible for further co-option.

30. Under no circumstances shall any employee of the Company or any person aged less than eighteen years or anyone who is disqualified by law from being a trustee of a charity be a member of the Board of Trustees.

31. A Board of Trustees member shall declare an interest in and shall not vote in respect of any contract in which s/he has a personal financial or material interest, either directly or indirectly, and shall withdraw from any meeting where such a matter is discussed.

32. Board members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Board of Trustees or General Meetings of the Company or in connection with the business of the Company.

33. The office of a Board member shall be immediately vacated if:

a) in the opinion of a majority of the Board of Trustees, fails to declare her/his interest in any contract as referred to in Article 30; or
b) is absent from three successive meetings of the Board of Trustees without special leave of absence from the Board of Trustees and they pass a resolution that s/he 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 Board of Trustees; or

c) becomes bankrupt or, in the opinion of the Board of Trustees, incapable on medical or psychological grounds of carrying out the duties of a Board member, or is otherwise prevented by law from continuing as a company director; or

d) has been convicted of a criminal offence which is unspent; or

e) is the appointee of an Organisation and has their appointment revoked; or

f) is removed from office by Ordinary Resolution of the Company in General Meeting in accordance with Section 303 of the Act; or

g) is prohibited by law from serving as a trustee of a charity; or

h) fails to abide by any of the criteria laid down in regulations drawn up in accordance with article 61; or

i) is expelled by the Board for conduct prejudicial to the Company, provided that any Board Member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made; or

j) ceases to be a member of the Company.

Powers and Duties of the Board of Trustees

34. The Board of Trustees may suspend a Trustee for the duration of his/her investigation under the Company's Trustee Misconduct Process.

35. The affairs of the Company shall be managed by the Board of Trustees who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.

36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such a manner as the Board of Trustees shall from time to time decide, provided that all instruments of expenditure above a certain limit set from time to time by the Board of Trustees must be signed by at least two Board of Trustee members.

37. Without prejudice to its general powers, the Board of Trustees may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company subject to such consents as may be required by law.

Proceedings for the Board of Trustees

38. Members of the Board of Trustees may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. These meeting can take place in person, online only or as a hybrid event (i.e. combined in person and online).

39. At every meeting of the Board of Trustees the Chairperson shall preside, if the Chairperson is not present within ten minutes of the time appointed for the meeting, the Vice Chairperson shall preside, in the event of their absence, the members present shall appoint one of their number to act as Chairperson, whose function it shall be to conduct the business of the meeting in an orderly manner.

40. Questions arising at any meetings shall be decided by a majority of votes, each member of the Board of Trustees present having one vote. In the case of an equality of votes, the Chairperson of the meeting shall not have a casting vote and the resolutions shall be deemed to be not carried.

41. The Secretary on the requisition of any two Board members shall summon a meeting of the Board of Trustees by giving reasonable notice to all Board of Trustees members. It shall not be necessary to give notice of a meeting of the Board of trustees to any of its members for the time being absent from the United Kingdom.

42. The quorum for Board of Trustees meetings shall be four members of the Board and either the Chairperson or a Vice Chairperson shall be present.

43. The Board of Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than the quorum, the Board of Trustees may act for the purposes of increasing the number of Board of Trustees members to that number, or of summoning a General Meeting of the Company, but for no other purpose.

44. The Board of Trustees shall cause accurate records to be made, in books provided for that purpose, of:

a) the name, details, and date of appointment of all persons appointed to office;
b) the names of the Board of Trustees members, officers, members and other persons present at all General, Board of Trustees and Sub-Committee meetings of the Company;
c) minutes of all proceedings and resolutions at all General, Board of Trustees and Sub-Committee meeting of the Company;
d) all applications of the Seal to any document.

45. All such records and minutes shall be open to inspection during normal working hours by any member of the Board of Trustees.

46. The Board of Trustees may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board of Trustees which regulations shall always include provision for regular and prompt reports to the Board of Trustees. These meeting can take place in person, online only or as a hybrid event (i.e. combined in person and online)

47. All acts done by any meeting of the Board of Trustees or by any person acting as a member of the Board of Trustees shall, even if it be afterwards discovered that there was some defect in the appointment of any Board of Trustees member or person acting as such, 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 Board of Trustees member.

48. A resolution in writing, signed by all the Board of Trustees 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 Board of Trustees, and may consist of several similar documents signed by one or more Board of Trustees members.

49. The Board of Trustees may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Officers

50. At their first meeting following the annual general meeting the members of the Board of Trustees shall elect from their own number a Chairperson, Vice Chairperson, Treasurer and any other such officers as they consider fit. Officers shall serve for one year, after which they may be re-elected. Any officer elected by the Board of Trustees may be removed by a majority vote of the Board of Trustees, subject to a right of appeal.

Secretary

51. The Board of Trustees shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them.

52. No remuneration may be paid to a Secretary who is also a member of the Board of Trustees.

53. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board of Trustees member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

54. If the Company has a Seal, it shall only be used by the authority of the Board of Trustees and every instrument to which the Seal shall be applied shall be signed by a Board of Trustees member and shall be countersigned by the Secretary or by a second Board of Trustees member. Every such application of the Seal shall be minuted.

Accounts

55. The Board of Trustees shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:

a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
b) all sales and purchases of goods by the Company;
c) the assets and the liabilities of the Company.
d) Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

56. The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Board of Trustees thinks fit, and shall be open to the inspection of all members during office hours.

57. The Board of Trustees shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.

58. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Board of Trustee's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to every member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.

Audit

59. Subject to such statutory regulations or exemptions as may be in force, and unless the Company is eligible for and has decided to apply the small company audit exemptions, once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

60. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Not for Profit Status

61. Clause 6 of the Memorandum of Association relating to the not-for-profit nature of the Company shall have effect as if its provisions were repeated in these Articles.

Indemnity

62. Subject to the provisions of the Act every Trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by her/him in that capacity in defending any proceedings, whether

civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application in which relief is granted to her/him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Regulations

63. The Company in General Meeting or the Board of Trustees may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise provided that such regulations are not inconsistent with the Memorandum of Articles of Association, or amounting to such an addition or alteration which could only legally be made by Special Resolution, as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Board of Trustees and sub-committees. All members of the Company and the Board of Trustees shall be bound by such regulations whether or not they have received a copy of them.

Dissolution

64. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.