

FILE COPY



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

Company No. 4178505

The Registrar of Companies for England and Wales hereby certifies that

THE ROALD DAHL MUSEUM AND LITERATURE CENTRE

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

Given at Companies House, London, the 13th March 2001



N04178505H

A handwritten signature in black ink, likely of the Registrar of Companies.

For The Registrar Of Companies



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

Declaration on application for registration

Please complete in typescript,
or in bold black capitals

CHFP055

4178805

Company Name in full The Roald Dahl Museum and Literature Centre

I, Martin Goodwin

of Carmelite, 50 Victoria Embankment, Blackfriars, London EC4Y 0DX

† 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

M. Goodwin

Declared at

Carmelite, 50 Victoria Embankment,
London, EC4Y 0DX

Day Month Year

On

1 2 0 3 2 0 0 1

① Please print name.

before me ①

M. Goodwin

Signed

M. Goodwin

Date

12/3/01

† 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

Taylor Joynson Garrett
Carmelite
50 Victoria Embankment
Blackfriars
London EC4Y 0DX
DX: 41 London
Tel: 020 7300 7000
Ref: MFG/MFE



LD1
COMPANIES HOUSE

0075
13/03/01

Form revised June 1998

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 Cardif
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

30(5)(a)

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

4178505

Company Name in full

THE ROALD DAHL MUSEUM AND
LITERATURE CENTRE

I,

MARTIN GOODWIN

of

CARMELITE, 50 VICTORIA EMBANKMENT, BLACKFRIARS, LONDON
EC4Y 0DX

† Please delete as appropriate.

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.

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

London, Carmelite, 50 Victoria Embankment, London, EC4Y 0DX

Day Month Year

on

12 03 2001

• Please print name.

before me •

M. Goodwin

Signed

[Signature]

Date

12/3/01

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.

Taylor Joynson Garrett
Carmelite
50 Victoria Embankment
Blackfriars
London Tel
DX number EC4Y 0DX DX exchange
Tel: 020 7300 7000

Ref:

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



LD1 0076
COMPANIES HOUSE 13/03/01

Form revised June 1998



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

4178505

Company Name in full

THE ROAD DATA MUSEUM AND
LITERATURE CENTRE

Proposed Registered Office

(PO Box numbers only, are not acceptable)

92 HIGH STREET

Post town

GREAT MISSENDEN

County / Region

BUCKINGHAMSHIRE

Postcode

HP16 0AN.

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

TAYLOR JOYNSON GARRETT.

Address

CARMELITE, 50 VICTORIA EMBANKMENT

BLACKFRIARS

Post town

LONDON

County / Region

Postcode

EC4Y 0DX.

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.

TAYLOR JOYNSON GARRETT

CARMELITE, 50 VICTORIA EMBANKMENT

LONDON

Tel 020 7300 7000

DX number

DX exchange

LL1 LONDON

LONDON



LD1
COMPANIES HOUSE

0077
13/03/01

Form revised July 1998

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

Company Secretary (see notes 1-5)

Company name

THE ROAD DAHL MUSEUM AND LITERATURE CENTRE

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

AMANDA

Surname

BROWN

Previous forename(s)

Previous surname(s)

CONQUY

Address

Usual residential address

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

DRAGON COTTAGE

67 CHURCH STREET

Post town

GREAT MISSENDEN

County / Region

Postcode

HP16 0AZ

Country

ENGLAND

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

Consent signature

Amanda L. Conquy

Date

12.3.2001

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MRS

*Honours etc

Forename(s)

ELIZABETH MARGARET

Surname

ATTENBOROUGH

Previous forename(s)

Previous surname(s)

TRAIN

Address

Usual residential address

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

53 CHRISTCHURCH ROAD

EAST SHEEN

Post town

LONDON

County / Region

Postcode

SW14 7AQ

Country

Day Month Year

Date of birth

21 07 1952

Nationality

BRITISH

Business occupation

READING + PUBLISHING CONSULTANT

Other directorships

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

Consent signature

Elizabeth Attenborough

Date


12.3.2001

Company Secretary (see notes 1-5)

* Voluntary details	NAME	*Style / Title		*Honours etc	
		Forename(s)			
		Surname			
		Previous forename(s)			
		Previous surname(s)			
Usual residential address For a corporation, give the registered or principal office address.	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	MRS	*Honours etc		
		Forename(s)	FELICITY ANN			
		Surname	DAHL			
		Previous forename(s)				
		Previous surname(s)	d'Alben			
Usual residential address For a corporation, give the registered or principal office address.	Address	GIPSY HOUSE				
		GREAT MISSENDEN				
		Post town				
		County / Region	BUCKS	Postcode	HP16 0BP	
		Country				
	Day Month Year					
	Date of birth	12	12	1938	Nationality	BRITISH
	Business occupation	KITCHEN EXCUTOR				
	Other directorships					
	I consent to act as director of the company named on page 1					
	Consent signature				Date	12.3.2001

CHFP000

Company name

NAME *Style / Title

*Honours

* 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

Nationality

Business occupation

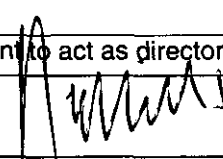
Other directorships

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

Consent signature

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR.		*Honours etc	
* Voluntary details	Forename(s)	ROGER ERNEST			
	Surname	HILLS			
	Previous forename(s)				
	Previous surname(s)				
Address	EQVINOX, BECKFORDS, UPPER BASILDON				
Usual residential address					
For a corporation, give the registered or principal office address.	Post town	READING			
	County / Region	BERKSHIRE	Postcode	RG8 8PE	
	Country				
	Date of birth	Day	Month	Year	Nationality
		1	8	0	9
		1	9	4	0
		BRITISH			
	Business occupation	RETIRED INVESTMENT BANKER			
	Other directorships				
	I consent to act as director of the company named on page 1				
Consent signature				Date	27.2.2001

This section must be signed by

Either

an agent on behalf of all subscribers

Signed  **Date** 12.3.2001

Or the subscribers

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

Signed	Taylor Joynson Garrett Carmelite	Date	
Signed	50 Victoria Embankment Blackfriars London	Date	
Signed	EC4Y 0DX Tel: 020 7300 7000 Ref:	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.

51 day £100
NINE
N.W 086114

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF CHARITABLE COMPANY**



**Companies Acts 1985 and 1989
Company limited by guarantee and not having a share capital**

**MEMORANDUM OF ASSOCIATION OF
THE ROALD DAHL MUSEUM AND LITERATURE CENTRE**

1. Name

The name of the Company is the THE ROALD DAHL MUSEUM AND LITERATURE CENTRE ('the Charity')

2. Registered Office

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

3. Objects

The objects of the Charity are ('the Objects') are to further the education of the public in the art of literature by the provision and maintenance of a museum and literature centre based on the works of Roald Dahl

4. Powers

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

- 4.1 To organise, preserve and provide suitable accommodation for the literary archives of Roald Dahl and related items and materials
- 4.2 To employ a writer and/or illustrator in residence
- 4.3 To promote or carry out research
- 4.4 To provide advice
- 4.5 To publish or distribute information
- 4.6 To co-operate with other bodies
- 4.7 To support, administer or set up other charities
- 4.8 To raise funds (but not by means of **taxable trading**)



- 4.9 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.10 To acquire or hire property of any kind
- 4.11 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.12 To make grants or loans of money and to give guarantees
- 4.13 To set aside funds for special purposes or as reserves against future expenditure
- 4.14 To deposit or invest in 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)
- 4.15 To delegate the management of investments to a financial expert, but only on terms that:
- (1) the investment policy is set down **in writing** for the financial expert by the **Trustees**
 - (2) every transaction is reported promptly to the Trustees
 - (3) the performance of the investments is reviewed regularly with the Trustees
 - (4) the Trustees are entitled to cancel the delegation arrangement at any time
 - (5) the investment policy and the delegation arrangement are reviewed at least once a **year**
 - (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
 - (7) the financial expert must not do anything outside the powers of the Trustees
- 4.16 To arrange for investments or other property of the Charity 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
- 4.17 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.18 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

- 4.19 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.20 To enter into contracts to provide services to or on behalf of other bodies
- 4.21 To establish subsidiary companies to assist or act as agents for the Charity
- 4.22 To pay the costs of forming the Charity
- 4.23 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 Charity must be used only for promoting the Objects and do not belong to the **members** of the Charity but
 - (1) members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
 - (2) members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity
 - (3) members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
 - (4) individual members who are not Trustees but who are also 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 Charity except
 - (1) as mentioned in clauses 4.18, 5.1(2), 5.1(3) or 5.3
 - (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
 - (3) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - (4) payment to any company in which a Trustee has no more than a 1 per cent shareholding

- (5) in exceptional cases, other payments or benefits (but only with the **written** approval of the **Commission** in advance)
- 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 Charity to supply goods or services in return for a payment or other material benefit but only if
- (1) the goods or services are actually required by the Charity
 - (2) the nature and level of 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
 - (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:
- (1) declare an interest at or before discussion begins on the matter
 - (2) withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - (3) not be counted in quorum for that part of the meeting
 - (4) withdraw during the vote and have no vote on the matter
- 5.5 This clause may not be amended without the prior written consent of the Commission

6. Limited Liability

The liability of members is limited

7. Guarantee

Every member promises, if the Charity 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 Charity while the contributor was a member

8. Dissolution

8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities are to be transferred to one or more charities and/or applied for one or more charitable purposes in such manner as the Trustees having regard to the expressed wishes of any donor think fit

8.2 A final report and statement of account must be sent to the Commission

9. Interpretation

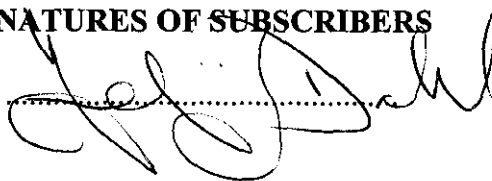
- 9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum
- 9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

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

NAMES AND ADDRESSES OF SUBSCRIBERS SIGNATURES OF SUBSCRIBERS

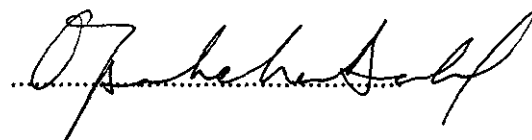
Name FELICITY ANN DAHL

Address Gipsy House.....
Great Missenden.....
Bucks HP16 OBP....



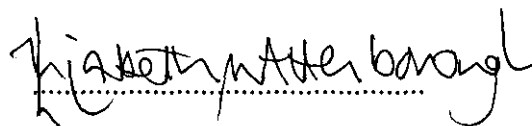
Name OPHELIA MAGDELENE DAHL

Address 173 Willow Avenue
Somerville.....
MA 02144 USA....



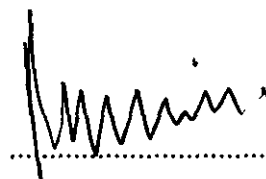
Name ELIZABETH ATTENBOROUGH

Address 53 Christchurch Road
East Sheen.....
London SW14 7AQ...



Name ROGER HILLS

Address Equinox.....
Beckfords.....
Upper Basildon RG8 8PE

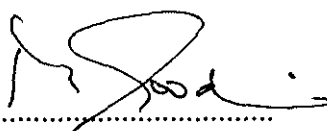


Witness to the above signatures

Name MARTIN GOODWIN

Address TAYLOR JOYNSON GARRETT
.....CARMELITE
50 VICTORIA EMBANKMENT
BLACKFRIARS
.....LONDON EC4Y 0DX

Occupation Solicitor.....

Signature 

1213101

Companies Act 1985 and 1989
Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION OF
THE ROALD DAHL MUSEUM AND LITERATURE CENTRE

1. Membership

- 1.1 The number of members with which the Company proposes to be registered is unlimited
- 1.2 The Charity must maintain a register of members
- 1.3 **Membership** of the Charity is open to any individual or organisation interested in promoting the Objects who
 - (1) applies to the Charity in the form required by the Trustees
 - (2) is approved by the Trustees and
 - (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) gives written notice of resignation to the Charity
 - (2) dies or (in the case of an organisation) ceases to exist
 - (3) is six **months** in arrear in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due) or
 - (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 Charity (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 Charity 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 two (or one fifth of the members if greater)
- 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 Charity 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 Charity's incorporation
- 2.8 At an AGM the members and authorised representatives:
 - (1) receive the accounts of the Charity for the previous financial year
 - (2) receive the Trustees' report on the Charity's activities since the previous AGM
 - (3) accept the retirement of those Trustees who wish to retire or who are retiring by rotation
 - (4) elect persons to be Trustees to fill the vacancies arising
 - (5) appoint auditors for the Charity
 - (6) may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice President of the Charity and
 - (7) 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 three members

3. The Trustees

- 3.1 The Trustees as **charity trustees** have control of the Charity and its property and funds
- 3.2 The Trustees when complete consists of at least three and not more than five individuals, all of whom must be members
- 3.3 The subscribers to the Memorandum are the first Trustees of the Charity
- 3.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees
- 3.5 One third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 3.6 A Trustee's term of office automatically terminates if he or she:
- (1) is disqualified under the Charities Act 1993 from acting as a charity trustee
 - (2) is incapable, whether mentally or physically, of managing his or her own affairs
 - (3) is absent from three consecutive meetings of the Trustees
 - (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 Charity before the next AGM)
 - (5) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
- 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

4. Proceedings of Trustees

- 4.1 The Trustees must hold at least three meetings each year
- 4.2 A quorum at a meeting of the Trustees is two Trustees
- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4.4 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
- 4.5 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)
- 4.6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4.7 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 Charity:

- 5.1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity 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 committee
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 5.7 to establish procedures to assist the resolution of disputes within the Charity

- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting

6. Records and Accounts

- 6.1 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 and the Commission of:
- (1) annual reports
 - (2) annual returns
 - (3) annual statements of account
- 6.2 The Trustees must keep proper records of:
- (1) all proceedings at general meetings
 - (2) all proceedings at meetings of the Trustees
 - (3) all reports of committees
 - (4) all professional advice obtained
- 6.3 Accounting records relating to the Charity 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
- 6.4 A copy of the Charity'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 Charity's reasonable costs, within two months

7. Notices

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Charity
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- (1) 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - (2) two clear days after being sent by first class post to that address
 - (3) three clear days after being sent by second class or overseas post to that address
 - (4) on the date of publication of a newspaper containing the notice
 - (5) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
 - (6) as soon as the member acknowledges actual receipt
- 7.4 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

8. Dissolution

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

9. Interpretation

In the Memorandum and in these Articles:

9.1 'the Act' means the Companies Act 1985

'AGM' means an annual general meeting of the Charity

'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 Charity and whose name is given to the Secretary

'Chairman' means the chairman of the Trustees

'the Charity' means the company governed by these Articles

'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993

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

'the Commission' means the Charity Commissioners for England and Wales

'EGM' means an extraordinary general meeting of the Charity

'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 Charity

'Memorandum' means the Charity's Memorandum of Association

'month' means calendar month

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

'Secretary' means the Secretary of the Charity

'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 and the profits of which are liable to tax

'Trustee' means a director of the Charity and 'Trustees' means all of the Directors

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

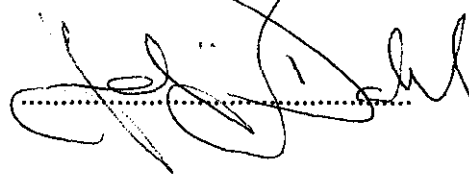
'year' means calendar year

9.2 Expressions defined in the Act have the same meaning

9.3 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

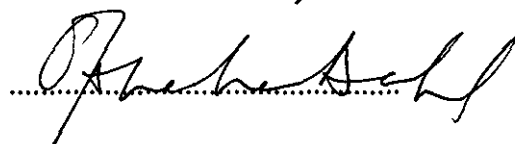
NAMES AND ADDRESSES OF SUBSCRIBERS SIGNATURES OF SUBSCRIBERS

Name FELICITY ANN DAHL



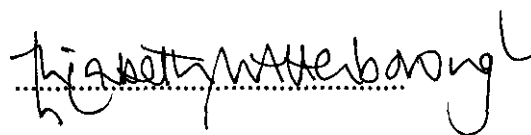
Address Gipsy House.....
Great Missenden.....
Bucks HP16 OBP....

Name OPHELIA MAGDELENE DAHL



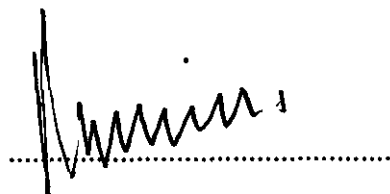
Address 173 Willow Avenue
Somerville.....
MA 02144 USA....

Name ELIZABETH ATTENBOROUGH



Address 53 Christchurch Road
East Sheen.....
London SW14 7AQ...

Name ROGER HILLS



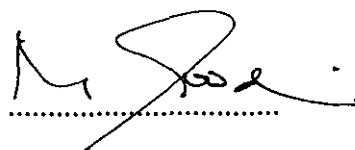
Address Equinox.....
Beckfords.....
Upper Basildon RG8 8PE

Witness to the above signatures

Name MARTIN GOODWIN

Address TAYLOR JOYNSON GARRETT
CARMELITE
50 VICTORIA EMBANKMENT
BLACKFRIARS
LONDON EC4A 3ODX

Occupation Solicitor

Signature 
1213101