

COMPANY LIMITED BY GUARANTEE

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

A ROCHA UK

DATE OF INCORPORATION

3rd May 2001

Amended by Special Resolution dated 29.12.10,
(See paragraph 5 (6))

Further amended by Special Resolution dated 31.07.22

(See the following paragraphs of the articles- 1, 2(3), 32(1), 48, 50, 52, 57-61

COMPANY NO.

4210929

Registered Charity no. 1089276 (England and Wales) and SC042147 (Scotland)

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

A ROCHA UK

1. The name of the company (hereinafter called 'the Charity') is "**A ROCHA UK**".
2. The registered office of the company will be situate in England or Wales.
3. The Charity's objects ('the Objects') are the advancement of the Christian faith, and,
 - A the advancement of the education of the public by promotion of conservation and ornithological, botanical and ecological studies.
 - B the advancement of education and involvement in the conservation of flora and fauna and ecological management.
4. IN FURTHERANCE of the objects but not otherwise the Charity may exercise the following powers:-
 - a. work in partnership with official bodies, specialist organisations and educational institutions to provide training and to seek improvements in training practice;
 - b. provide education, training and consultancy and all organisational levels;
 - c. integrate equal opportunities perspectives and good practice into the planning and provision of services;
 - d. provide educational programmes, produce learning materials and other publications, offer consultancy and undertake related development activities;
 - e. to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes or electronic media;
 - f. to hold exhibitions, meetings, lectures, classes. seminars and courses either alone or with others;
 - g. to foster and undertake research into any aspect of the objects o! the Company and its work and to disseminate the useful results of any such research;
 - h. to co-operate and enter into arrangements with any authorities, national, local or otherwise;
 - i. to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate maintain and alter

any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;

- j. to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise,
 - k. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
 - l. to borrow or raise money for the objects of the Company on such terms (with such consents as are required bylaw) on such security as may be thought fit;
 - m. to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company,
 - n. to invest the moneys of the Company not immediately required for its objects 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 may for the time being be imposed or required by law and subject also as hereinafter provided,
 - o. to make any donation either in cash or assets for the furtherance of the objects of the Company,
 - p. to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company,
 - q. to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company,
 - r. 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 course of the performance of their duties as may be thought fit;
 - s. subjects to the provisions of Clause 5 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company and their dependants;
 - t. to amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by their Memorandum of Association;
 - u. to pay out of the funds of the Company the cost, charges and expenses of and any incidental to the formation and registration of the Company,
 - v. to establish where necessary local branches (whether autonomous or not);
 - w. to do all such other lawful things as shall further the above objects or all of them.
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 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

moneys worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity

- (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of 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,
- (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
- (3) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the trustees;
- (4) of fees, remuneration or other benefit in money or moneys worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued share capital of that company,
- (5) of reasonable and proper rent for premises demised or let by any member of the Charity or trustee
- (6) amendment dated 29-12-10;
"Nothing in this memorandum and articles of association shall authorise an application of the property of the charity for purposes whichmem are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005."

6. The liability of the members is limited.
7. Every Member of the Charity undertakes to contribute such amount as maybe required (not exceeding £1 to the 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 a member, for payment of the 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 contributories among themselves.
8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

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

Signatures, Names and Addresses of Subscribers
JPCORS LIMITED, Suite 17, City Business Centre, Lower Road, London. SE16 2XB Signed on behalf of

JPCORS LIMITED

JPCORD LIMITED,

Suite 17, City Business Centre,
Lower Road, London. SE16 2XB

Signed on behalf of

JPCORD LIMITED

Dated this third day of March 2001

WITNESS TO THE ABOVE SIGNATURES:

JOHN RICHARD WILCOX

Suite 17, City Business Centre,
Lower Road, London. SE16 2XB

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

A ROCHA UK

INTERPRETATION

1. In these articles:-

"the Charity means "**A ROCHA UK**";

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

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

"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;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Charity,

"office" means the registered office of the Charity,

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

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

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

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

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

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

Added by Special Resolution 31st July 2022:

'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all participants.

MEMBERS.

2. (1). The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be admitted a member of the Charity unless his application for membership is not approved by the trustees.
- (2). Unless the trustees or the Charity in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.
- (3). [Added by Special Resolution 31st July 2022] Any person appointed as a trustee under the procedures set out below who is not a member shall be admitted a member of the charity.

GENERAL MEETINGS

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

NOTICE OF GENERAL MEETINGS

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

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

The notice shall be given to all 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 that meeting.

PROCEEDINGS AT GENERAL MEETING

7. No business shall be transacted at any meeting unless a quorum is present. Three 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, which ever is the greater, shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
9. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other appointed trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
10. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
11. A trustee shall, notwithstanding that he is a member, be entitled to attend and speak at any general meeting.
12. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll maybe demanded:
 - (1) by the chairman; or
 - (2) by at least members having the right to vote at the meeting; or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll is duly 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 that 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 may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
18. A poll demanded 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 thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

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 to the Charity have been paid.
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the 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 or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
24. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

TRUSTEES.

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

POWERS OF TRUSTEES.

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

APPOINTMENT AND RETIREMENT OF TRUSTEES.

29. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their 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 shall retire.
30. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
31. If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
32. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
- (1) Amended by special resolution dated 31st July 2022
he is recommended by a selection panel made up of two or more trustees; or
 - (2) not less than, fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for the appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
33. No person may be appointed as a trustee:
- (1) unless he has attained the age of 18 years; or
 - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.

34. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.
35. Subject as aforesaid, the Charity may by ordinary resolution appoint a person is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
36. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
37. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

DISQUALIFICATION AND REMOVAL OF TRUSTEES.

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

40. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he 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.
42. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the 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 one third of their number or two trustees, whichever is the greater.
44. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
45. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside 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 sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee : provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
47. All acts done by a meeting of trustees, or of any committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
48. As amended by special resolution dated 31st July 2022
 - (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
 - (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
 - (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

49. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed in accordance with the bank mandate.
50. Added by special Resolution 31st July 2022
A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

SECRETARY.

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

MINUTES.

52. As amended by Special Resolution 31st July 2022.
The trustees shall keep minutes:
- (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.
53. 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

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

ANNUAL REPORT.

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

ANNUAL RETURN.

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

NOTICES

[As amended by Special Resolution dated 31st July 2022]

- 57 (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents

or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

58 Any notice to be given to or by any person pursuant to the articles:

(1) must be in writing; or

(2) must be given in electronic form.

59 (1) The charity may give any notice to a member either:

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

(c) by leaving it at the address of the member; or

(d) by giving it in electronic form to the member's address.

(e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

(2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

60 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

61 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

(a) 48 hours after the envelope containing it was posted; or

(b) in the case of an electronic form of communication, 48 hours after it was sent.

INDEMNITY.

62. 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 in that capacity in defending the proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

RULES.

- 63 (1). The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - (ii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2). The Charity in general meeting shall have the power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures, Names and Addresses

JPCORD LIMITED
Suite 17
City Business Centre
Lower Road
London. SE16 2XB

Signed on behalf of
JPCORD LIMITED

JPCORS LIMITED
Suite 17
City Business Centre
Lower Road
London. SE16 2XB

Signed on behalf of
JPCORS LIMITED

Dated this third day of March 2001.

WITNESS TO THE ABOVE SIGNATURES:-

JOHN RICHARD WILCOX
Suite 17
City Business Centre
Lower Road
London. SE16 2XB.