

4255992

**THE COMPANIES ACTS 1985 to 1989**

Company Limited by Guarantee

**MEMORANDUM OF ASSOCIATION**

- of -

**OASIS INTERNATIONAL ASSOCIATION**

Incorporated the 20<sup>th</sup> day of July 2001  
Certificate number: 425592

**COOKE MATHESON**  
*SOLICITORS*

8 GRAY'S INN SQUARE  
GRAY'S INN  
LONDON WC1R 5JQ

Telephone: 0207-242-7265



**THE COMPANIES ACTS 1985 AND 1989**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CERTIFICATE**

**MEMORANDUM OF ASSOCIATION**  
**of**  
**OASIS INTERNATIONAL ASSOCIATION**

1. The name of this Company (hereinafter called "the Association") is "**OASIS INTERNATIONAL ASSOCIATION**"
2. The registered office of the Association will be situated in England and Wales.
3. The objects for which the Association is established are :-
  - i) the advancement of religion in accordance with the doctrines and principles of the protestant and evangelical Christian faith
  - ii) the relief of poverty throughout England and Wales and elsewhere
  - iii) the advancement of education throughout England and Wales and elsewhere
4. Without prejudice to the generality of the foregoing in furtherance of the objects of the Association but not further or otherwise the Association shall have the following powers:-
  - 4.1 (a) To promote, co-ordinate and advance the work of the group of registered organisations known as the Oasis Group which means the Oasis Charitable Trust incorporated in England and Wales, Oasis India incorporated in India and Oasis Brazil incorporated in Sao Paulo Brazil (hereinafter referred to as "the Oasis Group").
  - (b) To oversee, approve, form and participate such other additional national bodies who desire to bear the name Oasis and the criteria governing such participation as decided by the council referred to hereinafter.
  - (c) To promote the work of the Association by writing making commissioning printing publishing or distributing written materials or other materials recorded in or on any format, and to hold conferences, seminars, workshops, meetings, lectures, exhibitions and discussions.

- (d) To disseminate information and advice and to promote education in such manner as the Association shall think fit in furtherance of its objects.
- (e) To conduct any research which may seem necessary or desirable for the furtherance of the purposes of the Association.
- (f) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Association, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Association.
- (g) To make loans either interest free or at a rate of interest less than a commercial rate and/or to make grants and/or donations or other payments of money and/or of any other kind of property to any individual partnership body corporate local authority or unincorporated association practising or promoting in any manner any charitable object similar to that of the Association or in the furtherance thereof and to provide such person or bodies with any other kind of financial assistance and so that any such grant or gift or provision of financial assistance may be made unconditionally or subject to such trusts or conditions as the Association may think fit to impose or accept.
- (h) To purchase, take on lease or in exchange hire, accept as a gift or otherwise acquire any real or personal property and any rights or privileges which shall further the objects of the Association and in particular any land buildings easements machinery plant and stock-in-trade and to construct repair, renovate, equip, maintain and alter any buildings or erections necessary for the work of the Association.
- (i) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association with a view to the promotion of its objects.
- (j) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (k) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and shall further the attainment of its objects.
- (l) To borrow or raise money for the objects of the Association on such terms and on such security as may be thought fit.
- (m) To invest the moneys of the Association not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such covenants (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (n) To employ and pay such officers, staff and professional or other advisers not being members of the Council of Management as the Association may think fit for carrying on of its objects and make such reasonable and proper provisions for them as the Association shall determine.
- (o) To establish and support any charitable trust association or institution formed for the objects or any of them.
- (p) To amalgamate, affiliate or co-operate with and subscribe to any charitable association, society or corporation having objects wholly or partly the same as the Association and to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any such association, society or corporation: Provided that the Association shall not amalgamate, affiliate with or subscribe to any association, society or corporation which shall not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 6 hereof.
- (r) To provide and to pay in good faith any premium in respect of any Indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach 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 Association. Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the Association; and
- (s) To draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts in the name of the Association.

4.2 To do all such other things as shall further the objects of the Association or any of them

PROVIDED THAT

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

- (iii) In case the Association shall take or hold any property subject to the jurisdiction of The Charity Commissioners for England and Wales, the Association 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 the Council of Management of the Association shall be chargeable for any such property that may come into their hands and 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 they would as such Council of Management have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the Charity Commissioners over such Council of Management but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

- 5. Directors not to have an interest. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association and no member of its Council of Management shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

PROVIDED THAT nothing herein shall prevent any such payment in good faith by the Association:-

- (A) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association;
- (B) of interest on money lent by any member of the Association or of its Council of Management or Governing Body at a rate, per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by The Bank of England, or 3% whichever is the greater;
- (C) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body;
- (D) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management may be a member holding not more than one hundredth part of the capital of that company;
- (E) to any member of its Council of Management or Governing Body of out of pocket expenses;

- (F) of reasonable and proper professional charges to any member of its Council of Management or to any firm or company in which such persons may be beneficially interested for his their or its professional services in connection with the trusts hereof when instructed by the other members of the Council of Management so to act in that capacity on behalf of the Association;
  - (G) of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach 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; provided that any such insurance shall not extend to any claim arising from any act or omission in which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.
6. No 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, unless the same shall have been previously submitted to and approved by The Charity Commission; provided also that no addition, alteration or amendment shall be made which would cause the Association to cease to be a charity at law.
  7. The liability of members is limited.
  8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceased to be a member for payment of the debts and liabilities of the Association contracted before he ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1.
  9. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Association but if and so far as effect can be given to the next provision shall be given or transferred to such other charitable Protestant Evangelical Institution or Institutions having objects wholly or partially similar to the objects of the Association as shall be determined by the Members of the Association at or before the time of dissolution or in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable other object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of  
Subscribers

WILLIAM TESTER  
16 St John Street  
London  
EC1M 4AY

HOWARD THOMAS  
16 St John Street  
London  
EC1M 4AY

Dated this 22<sup>nd</sup> day of June 2001

Witness to the above signatures:-

DAVID JOHN WOOTTON  
16 St John Street  
London  
EC1M 4AY

On the 10<sup>th</sup> day of January 2003 the name of the company was changed from Oasis International Association Limited to Oasis International Association.

THE COMPANIES ACTS, 1985 TO 1989

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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**Articles of Association**

- OF -

**OASIS INTERNATIONAL ASSOCIATION**

(adopted by Special Resolution passed on the 5<sup>th</sup> November 2002)

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**GENERAL**

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

**WORDS**

**MEANING**

The Act

The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

These presents

These Articles of Association and the regulations of the Association from time to time in force.

The Association

The above-named Association.

Trustees

The board of directors of the Association.

The Chair

The trustee appointed by the Trustees to preside at meetings of the Trustees or the person presiding at a meeting where the context so requires.

The Office

The Registered Office of the Association.

The Seal

The Common Seal of the Association.

The United Kingdom

Great Britain and Northern Ireland.



Month

Calendar month.

In writing

Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa where the context so requires.

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The provisions of Sections 352 and 353 of the Act shall be observed by the Association and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
3. The Association is established for the purposes expressed in the Memorandum of Association.
4. The persons whose names have been entered in the register of members at the date of adoption of these Articles and such other persons as the Trustees shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
5. No person shall be admitted to membership unless he is first approved by the Trustees and the Trustees may in their absolute discretion and without assigning any reason decline to admit any person to membership.
6. Subject to the provisions of Article 5, any person shall be eligible to become a member of the Association who shall testify in writing or otherwise to the satisfaction of the Trustees his unqualified adherence to the doctrinal principles of the Association set forth in clause 4 of the Memorandum.
7. A member shall cease to be such :
  - (a) upon his death;
  - (b) if by notice lodged at or sent to the Office he resigns from membership;
  - (c) if he is removed from membership by a resolution of the Trustees passed at a meeting specially convened for the purpose of which he shall have been given reasonable notice and at which he shall have been given a reasonable opportunity of attending and being heard; or
  - (d) if at any time upon written request by the Trustees he shall refuse or fail within 14 days of the date of such request to testify his unqualified adherence to the

doctrinal principles of the Association.

### **GENERAL MEETINGS**

8. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees and shall specify the meeting as such in the notices calling it, provided that 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.
9. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
10. The Trustees may whenever the Trustees think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by Section 368 of the Act.
11. Twenty one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
12. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

13. All business shall be deemed Special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed Special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the Auditors, and the appointment of, and the fixing of the remuneration of the Auditors.
14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be not less than one-third of the number of members or two, whichever is the greater.
15. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time

appointed for holding the meeting the members present shall be a quorum.

16. The Chair (if any) of the Trustees shall preside at every General Meeting, but if there is no such Chair, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some other Trustee, or if no such Trustee be present, or if all those present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
17. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of any adjournment, or of the business to be transacted at any adjourned meeting.
18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair of the meeting 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 minute book of the Association 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. The demand for a poll may be withdrawn.
19. Subject to the provisions of Article 20 if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.
22. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
23. Subject to the provisions of the Statutes a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as

valid and effective as if the same has been passed at a General Meeting of the Association duly convened and held.

#### **VOTES OF MEMBERS**

24. Subject as hereinafter provided, every member shall have one vote.
25. Save as herein expressly provided, no member other than a member duly registered who shall have paid every sum which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
26. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by Section 375 of the Act. A proxy must be a member.
27. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
30. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I  
of  
hereby appoint  
of  
and failing him  
of  
to vote for me and on my behalf at the (Annual or Extraordinary or Adjourned (as the  
case may be)) General Meeting of the Association to be held on                      the      day of  
2003  
and at every adjournment thereof.

As witness my hand this              day of                      2003."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. Any organisation which is a member of the Association 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 Association, 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 Association.

### **TRUSTEES**

32. The individual Trustees shall be those presently so at the time of the adoption of these revised articles and subject thereto the persons appointed or elected in accordance with the provisions hereinafter contained and until otherwise determined by a General Meeting the Trustees shall be not less than three nor more than fifteen members.
33. The Trustees may from time to time and at any time appoint any member of the Association as a Trustee, either to fill a casual vacancy or by way of addition to the Trustees, provided that the prescribed maximum be not thereby exceeded. Any so appointed shall retain his office only until the next annual general meeting and he shall then be eligible for re-election.
34. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a Trustee.
35. No person shall be incapable of being appointed a Trustee by reason of his having attained the age of seventy years or any other age, nor shall any Trustee vacate his office by reason of his having attained the age of seventy years or any other age, nor shall any special notice or other formalities be required in connection with the election of any Trustee over the age of seventy years.

### **BORROWING POWERS**

36. The Trustees may exercise all the powers of the Association to borrow money, and subject always to Sections 38 and 39 of the Charities Act 1993 to mortgage or charge its undertaking and property, or any part thereof and to issue other securities, whether outright or as security for any debt, liability or obligation of the Association or of any charitable body where such action will directly further the objects of the Association.

### **POWERS OF THE TRUSTEES**

37. The business of the Association shall be managed by the Trustees, who may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by the Statutes or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents to the provisions of the Statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting but no regulation made by the Association in General Meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made.

38. The Trustees for the time being may act notwithstanding any vacancy in their body provided always that in case the number shall at any time be or be reduced to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for such number to act as the Trustees for the purpose of admitting persons to membership of the Association, filling up vacancies of their body, or of summoning a General Meeting, but not for any other purpose.

#### **SECRETARY**

39. Subject to Section 10 of the Act, the Secretary shall be appointed by the Trustees for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Trustees may from time to time by resolution appoint an assistant or deputy Secretary at such remuneration and upon such conditions as they may think fit and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### **THE SEAL**

40. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Trustees or of a committee authorised by the Trustees in that behalf, and in the presence of two Trustees or a Trustee and of the Secretary, and the said Trustees and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### **DISQUALIFICATION OF TRUSTEES**

41. The office of a Trustee shall be vacated:-
- (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - (b) If he becomes of unsound mind.
  - (c) If he ceases to be a member of the Association.
  - (d) If by notice in writing to the Association he resigns his office.
  - (e) If he ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
  - (f) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.
  - (g) If without the prior approval of the Trustees he shall absent himself from more than six consecutive meetings of the Trustees.
42. In addition and without prejudice to the provisions of Section 303 of the Act the Association may by Extraordinary Resolution remove any Trustee, and may by an Ordinary Resolution appoint another qualified member in his stead.

### **ROTATION OF TRUSTEES**

43. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year one third of the individual Trustees for the time being or if their number is not a multiple of three then the number nearest to one third shall retire from office.
44. The Trustees to retire shall be those who have been longest in office since their last election or appointment as between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring Trustee shall be eligible for re-election.
45. Subject to the provisions of Article 33 the Association may, at the meeting at which a Trustee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Trustee shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Trustee shall have been put to the meeting and lost.
46. No person not being a Trustee retiring at the meeting shall, unless recommended by the Trustees for election, be eligible for election as a trustee at any general meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and a day appointed for the meeting there shall be not less than 7 nor more than 28 intervening days.
47. Every Trustee before acting as such shall confirm his adherence to the doctrinal principles of the Association set forth in clause 5 of the Memorandum.
48. The Association may from time to time in general meeting increase or reduce the number of individual Trustees, and determine in what rotation such increased or reduced numbers shall go out of office, and may make the appointments necessary for effecting any such increase.
49. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act the Association may by extraordinary resolution remove any Trustee before the expiration of his period of office and may by an ordinary resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

### **PROCEEDINGS OF THE TRUSTEES**

50. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the

transaction of business. Unless otherwise determined two of the membership or one third thereof whichever shall be the greater shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chair shall have a second or casting vote.

51. A Trustee may, and on the request of a Trustee the Secretary shall, at any time summon a meeting of the Trustees by notice served upon the other Trustees. A Trustee who is absent from the United Kingdom shall be entitled to notice of a meeting in accordance with Articles 69 and 70.
52. The Trustees shall from time to time elect a Chair who shall hold office for two years and on retirement therefrom shall be eligible for re-election. The Chair shall be entitled to preside at all meetings of the Trustees at which he shall be present. If no such Chair be elected, or if at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be Chair of the meeting.
53. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Trustees generally.
54. The Trustees may delegate any of their powers to committees consisting of such of their number as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees. All acts and proceedings of such committees shall be reported as soon as possible to the Trustees. Provided that no such committee shall expend funds of the Association otherwise than in a budget previously agreed by the Trustees.
55. All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees, or by any person acting as a Trustee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.
56. The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Association and of the Trustees and of committees of the Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
57. A resolution in writing signed by all the Trustees for the time being or of any committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.

#### **PARTICIPATION IN TRUSTEES MEETINGS BY TELEPHONE AND FAX**

58. All or any of the Trustees or any committee of the Trustees may participate in a meeting



of the Trustees or that committee by means of:-

- (1) a conference telephone; or
- (2) any communication equipment which allows all persons participating in the meeting to hear each other; or
- (3) a facsimile transmission or transmissions or (provided an electronic mail address has been duly notified pursuant to Article 68 by the relevant member and by the Chairman) electronic mail addressed to the Chair.

A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Where appropriate the views expressed shall be treated as votes in favour of or against a particular resolution. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chair of the meeting then is. A resolution passed at any meeting held in compliance with this article, and recorded in writing signed by the Chair shall be as valid and effective as if it had been passed at a meeting of the Trustees or a committee of the Trustees as the case may be.

### **INSURANCE**

59. The Trustees shall have power to authorise and make the payment of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any individual Trustee) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association; provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any of them) knew was a breach of duty or breach of trust or which was committed by the Trustees or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.

### **INDEMNITY**

60. Subject to the provisions of the Act every trustee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment 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 Association.

### **ACCOUNTS**

61. The Trustees shall cause accounting records to be kept in accordance with the provisions of the Act and the Charities Act 1993.
62. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit and shall always be open to the inspection of the Trustees and Secretary of the Association.
63. The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members not being officers of the Association, of the accounts and books of the Association, or any of them, and subject to such restrictions the accounts and books of the Association shall be open to the inspection of such members at all reasonable times during business hours.

64. At the Annual General Meeting in every year the Trustees shall lay before the Association a proper income and expenditure account or such other statement of financial activities as may take its place for the period since the last preceding account made up to a date not more than eight months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Trustees and the Auditors, (if any are required by law) and copies of such account balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240(4) of the Act, be sent to the Auditors (if any) and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report (if any is required by law) shall be open to inspection and be read before the meeting as required by Section 241 of the Act.

#### **AUDIT**

65. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act or the Charities Act 1993 as the case may be.

#### **ANNUAL REPORT**

66. The individual Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

#### **ANNUAL RETURN**

67. The individual Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification thereof) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

#### **NOTICES**

68. A notice or other document may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members or (in case of notice by electronic mail) the electronic mail address notified to the Association in writing for the purpose.
69. Any notice or other document required to be given hereunder shall be given in writing and if not served personally sent by first class post or facsimile transmission or electronic mail (provided an electronic mail address has been duly notified pursuant to Article 68). A notice shall be deemed to have been served as follows:-
- (a) if personally delivered (whether by courier or otherwise) upon receipt by the relevant person for whose attention it should be addressed or upon receipt by any other person then upon the premises at the relevant address who reasonably appears to be authorised to receive post or other messages on behalf of the relevant party;
  - (b) if posted at the expiration of 48 hours after the envelope containing the same was

delivered into the custody of the postal authorities;

- (c) if sent by facsimile transmission (confirmed by pre-paid first class letter sent by post on the same day) at the time of completion of the transmission.
- (d) if sent by electronic mail at the time of sending the transmission.

In proving such service it shall be sufficient to prove that personal delivery was made or that the envelope containing such notice was properly addressed as a pre-paid first class recorded delivery letter or that the facsimile transmission (and letter of confirmation) was properly addressed and despatched, as the case may be.

#### **DISSOLUTION**

- 70. Clause 10 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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WILLIAM TESTER  
16 St John Street  
London  
EC1M 4AY

HOWARD THOMAS  
16 St John Street  
London  
EC1M 4AY

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DATED this 22<sup>nd</sup> day of June 2001

WITNESS to the above signatures:-

DAVID JOHN WOOTTON  
16 St John Street  
London  
EC1M 4AY