

Written Special Resolution
Legal Action ("the Company")
(Company no 04287782)

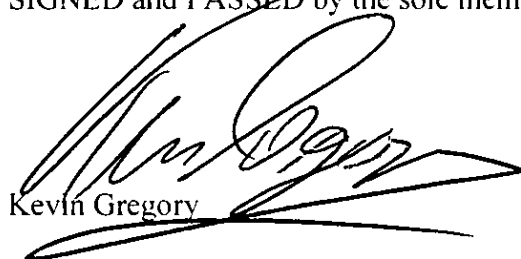
Passed on the 28 day of February 2016

I being the sole member entitled to attend and vote at a general meeting of the Company unanimously resolve as a written resolution in accordance with Chapter 2 of the Companies Act 2006 and as a special resolution in accordance with s283 of the Companies Act 2006 as follows -

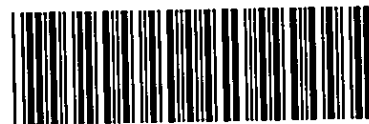
1 That the entire articles of association of the Company shall be and are hereby replaced in their stead by the form of the twenty-two clause, eight page Articles of Association attached to this written resolution

SIGNED and PASSED by the sole member of the Company on the date above first written

Kevin Gregory



WEDNESDAY



A14 *A51VNU19* 02/03/2016 #263
COMPANIES HOUSE

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

Articles of Association of
LEGAL ACTION
as adopted by written resolution on 28 February 2016

Interpretation.

1 In these articles

"the Charity" means the company intended to be regulated by these articles,

"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 if the Charity has a secretary then 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

Members.

2(1) The members of the Charity at the date of the adoption of these articles and such other persons or organisations as are admitted to membership in accordance with these articles shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the members of the Charity for time being

2(2) A member of the Charity may retire at any time by notice in writing addressed to the Charity at its registered office provided that after such retirement the number of members is not less than one

General meetings and written resolutions.

3(1) The Charity shall not hold an annual general meeting each year

3(2) Any failure to hold an annual general meeting of the Charity under the provisions of the articles of association of the Charity as applicable prior to the adoption of these articles is hereby retrospectively ratified and approved by the members

3(3) All general meetings shall be called general meetings

3(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 a 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

3(5) A decision of the members of the Charity may take the form of a resolution in writing, copies of which have been signed by each eligible member or to which each eligible member has otherwise indicated agreement in writing. References in this article to eligible members are to members who would have been entitled to vote on the matter had it been proposed as a resolution at a members' meeting

Notice of general meetings.

4(1) A general meeting called for the passing of special resolution shall be called by at least twenty-one clear days' notice. All other 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 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

4(2) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted

4(3) The notice shall be given to all the members and to the trustees

4(4) 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 Meetings

5(1) No business shall be transacted at any meeting unless a quorum is present. One tenth of the persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or not less than two of such persons which ever is the greater shall constitute a quorum unless the number of members shall be one in which case the quorum shall be one

5(2) 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

5(3) The members present shall elect one of their number who is also a trustee to be chairman and, if there is only one such member trustee present and willing to act, he shall be chairman

5(4) If no member trustee is willing to act as chairman, or if no such member trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose any one of their number to be chairman

5(5) A trustee shall, notwithstanding that he is not a member, is entitled to attend and speak at any general meeting

5(6) 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 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 the 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

5(7) 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 may be demanded

(a) the chairman, or

(b) by at least two members having the right to vote at the meeting, or

(c) 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

5(8) 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 the resolution

5(9) 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

5(10) 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

5(11) 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

5(12) 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 the continuation of the 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

5(13) 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.

5(14) A member may participate in a general meeting of the Charity by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

Votes of Members.

6(1) Subject to these Articles, every member shall have one vote.

6(2) No member shall be entitled to vote at any general meeting unless all moneys then payable by him as a member to the Charity have been paid.

6(3) 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.

6(4) 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 of 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 adjournment meeting) the time appointed for taking the poll.

6(5) 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.

7(1) The trustees of the Charity are such persons who have consented to act as directors of the Charity for the purposes of the Companies Act 2006 and are registered as such with the Registrar of Companies.

7(2) For the purposes of the Charities Act 2011 the trustees of the Charity are the directors of the Charity.

7(3) The number of trustees shall be not less than three while the Charity is operating by the undertaking of charitable activities but shall not be less than one during any time the Charity has ceased to so operate or during any time the trustees do not have the general control and management of the administration of the Charity pursuant to any provisions of the Charities Act 2011 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

Powers of trustees.

8(1) Subject to the provisions of the Act, the memorandum and these articles, to any directions given by special resolution, or the operation of any provision of the Charities Act 2011 the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity

8(2) 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

8(3) The powers given by these articles to the trustees 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

8(4) 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

(a) 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 anal to expend the proceeds of any such sale in furtherance of the objects of the charity,

(b) to enter into contracts on behalf of the Charity

Limitations on powers of trustees

9(1) Notwithstanding the proceedings provisions of article 8 the trustees shall not without the prior consent of the members acting by ordinary resolution have the power to commence, conduct or terminate in any manner any litigation being conducted or to be conducted in the name of the Charity nor unless previously authorised to do so by the members acting by ordinary resolution shall any one of the trustees have the power to act as the representative of the Charity in any legal proceedings before any tribunal or court nor unless previously authorised to do so by the members acting by ordinary resolution shall the trustees have the power to appoint any person to act as the legal or other representative of the Charity in any legal proceedings before any tribunal or court

9(2) Unless any such special resolution referred to in article 9(1) shall have been passed by the members the power to commence, conduct or termination in any manner any litigation in the name of the Charity shall vest to the exclusion of all others in the members of the Charity for the time being and who may by ordinary resolution appoint any one of their number to act as the representative of the Charity in any such litigation with the power if such representative see fit to appoint any legal practitioner to act as the legal representative of the Charity in such litigation

Appointment and retirement of trustees

10(1) The trustees shall not be subject to retirement by rotation

10(2) No person shall be appointed trustee of the Charity unless appointed by the members of the Charity acting by ordinary resolution

10(3) No person may be appointed as a trustee

(a) if they are under the age of 18 years.

(b) in circumstances such that, had he already been a trustee he would have been or is disqualified from acting under or pursuant to the provisions of any statute

Disqualification and removal of trustees.

11 A trustee shall cease to hold office if he

(a) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue any section of the Charities Act 2011 (or any statutory re-enactment or modification of that Act),

(b) resigns his office by notice to the Charity (but only if at least one trustee will remain in office when the notice of resignation is to take effects, or

(c) is absent without the permission of the trustees from all their meetings held within a period of six months and the members resolve that his office be vacated

(d) is removed by the members of the Charity acting by special resolution

Trustees' expenses.

12 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 as trustees

Trustees' appointments.

13(1) 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 trustee 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

13(2) Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party

Proceedings of trustees

14(1) Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit A trustee may 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

14(2) 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 unless there shall be only one trustee pursuant to any article 7(3) of these articles the number of trustees shall be one in which case the quorum shall be one

14(3) The trustees may act notwithstanding any vacancies in their number but, if the number of

trustee is less than the number fixed as the quorum the continuing trustees or trustee may act only for the purpose of calling a general meeting

14(4) The trustees may appoint one of their number who is also a member to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwitting 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 or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting

14(5) A trustee may participate in a meeting of the trustees by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting

Unanimous decisions

15(1) A decision of the trustees is taken in accordance with this article 15 when all eligible trustees indicate to each other by any means that they share a common view on a matter

15(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible trustees or to which each eligible trustees has otherwise indicated agreement in writing

15(3) References in this article to eligible trustees are to trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a trustees' meeting

15(4) A decision may not be taken in accordance with this article if the eligible trustees would not have formed a quorum at such a meeting

Secretary.

16 The Charity shall have no secretary

Minute Books

17(1) The trustees shall keep minutes in books kept for the purpose

- (a) of all appointments of officers made by the trustees, and
- (b) 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

The Seal.

18 The Charity shall have no seal

Accounts

19 Accounts shall be prepared in accordance with the provisions of Companies Act 2006 and the Charities Act 2011

Notices.

20(1) Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

20(2) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

20(3) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity.

21 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 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 Charity.

Right to inspect accounts and other records

22 Except as provided by law or authorised by the trustees or an ordinary resolution of the members of the Charity, no person is entitled to inspect any of the Charity's accounting or other records or documents unless such person shall be a member of the Charity who shall be so entitled.