

Company Number: 4376323

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE**

**WRITTEN RESOLUTION OF  
CHRIST CHURCH OF HEALING AND COUNSEL LIMITED**

passed on

2003

10th June

**RESOLUTION**

We the undersigned being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company **hereby resolve** as follows:-

1. **THAT** the Memorandum of Association be amended by its deletion in its entirety and by the substitution therefor of the following:-

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**THE COMPANIES ACTS 1985 TO 1989**  
  
**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**  
  
**MEMORANDUM OF ASSOCIATION OF  
CHRIST CHURCH OF HEALING AND COUNSEL**

1. The Company's name is Christ Church of Healing and Counsel (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
- 3.1 The Charity's objects which may be pursued in any part or parts of the world ("the Objects") are:-
  - 3.1.1 to advance the Christian Faith by such means as the Charity shall determine from time to time;
  - 3.1.2 to relieve persons who are in conditions of need hardship or distress as a result of local national or international emergency or disaster or by reason of their social medical or economic circumstances



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COMPANIES HOUSE

3.1.3 to educate and assist young persons through their leisure time activities so as to develop their physical mental and spiritual capacity that they may grow to full maturity as individuals and members of society and that their conditions of life may be improved

3.1.4 to advance education in family life in marriage and family relationships, in particular but not exclusively by the organisation of courses for the teaching of the skills of parenthood

3.1.5 to advance Christian religious education and training

3.2. In furtherance of the Objects but not further or otherwise the Charity may:-

(i) maintain develop and establish and improve land and buildings for anyone or more of the Objects

(ii) provide hold and organise facilities for seminars  
conferences lectures concerts the showing of films videos and the presentation of drama

(iii) provide facilities for sports and leisure activities

(iv) publish and distribute literature in all forms and films videos and cassette tapes or other mechanical or electronic means of communication

(v) provide or assist in the provision of facilities for divine worship, prayer, fellowship and teaching

(vi) provide or assist in the provision of premises for use by the community

(vii) provide or assist in the provision of facilities and training for those who are at present or intend to be engaged in the advancement of the Christian Faith or in the relief of persons in need whether through the Charity or otherwise.

(iix) provide catering facilities incidental to the Objects or any of them

4. In furtherance of the Objects but not further or otherwise the Charity may exercise the following powers:

(1) to receive donations, subscriptions, gifts, legacies and other bequests for the promotion of the Objects;

(2) to make charitable grants, donations or other payments as the Charity shall think fit whether to individuals, organisations, societies or institutions;

(3) to make loans (i) to other charitable organisations societies or institutions and (ii) to individuals for charitable purposes on such terms as to repayment security and interest as the Charity may in its discretion think fit

- (4) to require that directors, officers and employees of the Charity shall subscribe to the Statement of Faith set out as an appendix to this Memorandum of Association;
- (5) to purchase or otherwise acquire real or personal property whether freehold or leasehold for the purposes of the Charity and to improve the same, and to alter, reconstruct, maintain and manage buildings and to deal with and dispose of its property whether by way of sale letting housing or in whatsoever manner as the Charity may determine;
- (6) to undertake and execute and act as trustee of any Trust which may lawfully be undertaken by the Charity and to invite and receive contributions whether by way of subscriptions, donations, legacies or otherwise;
- (7) to take such steps by personal or written appeal public meetings or otherwise for raising money for the purposes of the Charity or any of them for any charitable purpose having similar objects provided that the Charity shall not undertake any permanent trading activities (save in pursuance of the Objects) in raising funds for the promotion of the Objects;
- (8) to borrow money and charge the Charity's property in such manner as the Charity shall deem expedient;
- (9) to invest any money belonging to the Charity or held by the Charity as director in or upon such investments (including land and buildings) securities loans with or without interest or security or other forms of real or personal property as the Charity may think fit and in all respects as if the Charity was the owner beneficially;
- (10) to accumulate so far as permitted by law, all or any part of the income of the Charity by investing the same and the resulting income thereof (with power to vary such investments) but so that all or any part of the capital of the Charity or such accumulations of income may at any time or times be used or applied for the charitable purposes aforesaid;
- (11) to vest any assets belonging to the Charity in a custodian director or in a nominee or nominees for the Charity resident in the United Kingdom;
- (12) to insure (i) any property belonging to the Charity in the full reinstatement value thereof together with professional fees and loss of rent in respect of all such risks as may be thought prudent and (ii) the Charity in respect of all such risks and in such manner as may be thought prudent (iii) against sickness of or injury to any employees of the Charity and (iv) the trustees, the employees and agents of the Charity against breach of duty errors and omissions for the purpose of indemnifying the trustees, employees and agents of the Charity against personal liability arising from acts and omissions other than an act or omission which the trustees or trustee concerned knew to be a breach of trust or breach of

duty or as to which the trustee or trustees concerned was reckless whether it was or was not a breach of trust or breach of duty;

- (13) to employ and pay such officers, servants and professional or other advisers as the Charity may think fit not being a Director of the Charity for the carrying on of its objects at such reasonable and proper remuneration as the Charity shall from time to time determine;
- (14) to make all reasonable and necessary provisions for the payment of pensions and superannuation annuities and death in service benefits to or on behalf of employees or former employees and their widows and other dependants;
- (15) to establish and support or aid in the establishment and support of any charitable institution or institutions having objects similar to the objects of the Charity and to give money or other property to any such Charity;
- (16) to cause the Charity to be registered in any part of the World in which it may for the time being be operative or in which it shall have an interest;
- (17) to amalgamate with, acquire the undertaking or property of or part with the undertaking or property of the Charity or to affiliate with any other charitable institution or institutions having objects similar to the objects of the Charity;
- (18) 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 Charity;
- (19) to co-operate with other charities voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (20) to pay out of the funds of the Charity the costs charges and expenses of and incidental to the formation and registration of the Charity;
- (21) to do all the above things in any part of the world and to do all other lawful things as shall further the attainment of the Objects.

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 by 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 money's 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 paragraph (3) below 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 reasonable and proper remuneration for any services rendered to the Charity by any trustee who is employed by the Charity as a pastor minister or elder Provided That (a) no more than one third of the number of the Trustees shall be paid remuneration by the Charity (b) no trustee shall be present at any time in any meeting when his remuneration or the terms of his employment by the Charity is discussed or voted upon and (c) he shall have no vote in relation to such matters
  - (4) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
  - (5) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
  - (6) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
  - (7) to any trustee of reasonable out-of-pocket expenses.
  - (8) of income of the Charity in paying premiums on a policy or policies of insurance to indemnify the trustees (or any of them) against personal liability arising from acts and omissions other than an act or omission which the trustees or trustee concerned knew to be a breach of trust or breach of duty or as to which the trustee or trustees concerned was reckless whether it was or was not a breach of trust or breach of duty.
6. The liability of the members is limited.
  7. Every member of the Charity undertakes to contribute such amount as may be 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 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.

## APPENDIX

## Statement of Faith

The revelation of the triune <sup>God</sup>~~God~~ given in the Scriptures of the Old and New Testaments and the historic faith of the Gospel therein set forth including the following doctrines:-

- (a) The sovereignty and grace of God the Father, God the Son and God the Holy Spirit in creation, providence, revelation, redemption and final judgement;
- (b) The divine inspiration of the Holy Scripture and its consequent entire trustworthiness and supreme authority in all matters of faith and conduct;
- (c) The universal sinfulness and guilt of fallen man making him subject to God's wrath and condemnation;
- (d) The one substitutionary sacrifice of the incarnate son of God as the sole and all-sufficient ground of redemption from the guilt and power of sin, and from its eternal consequences;
- (e) The justification of the sinner solely by the grace of God through faith in Christ crucified and risen from the dead;
- (f) The illuminating, regenerating, indwelling and sanctifying work of God the Holy Spirit;
- (g) The priesthood of all believers who form the universal Church, the Body of which Christ is the Head and which is committed by His command to the proclamation of the Gospel throughout the world;
- (h) The expectation of the personal visible return of the Lord Jesus Christ in power and glory; and
- (i) To be obedient to the will of God in all things.

2. **THAT** the Articles of Association be amended by their deletion and the substitution therefor of the following:-

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**THE COMPANIES ACTS 1985 and 1989**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF  
CHRIST CHURCH OF HEALING AND COUNSEL**

**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 the Articles of Association of the Charity;

"Church of the Way" means the fellowship of people from time to time who worship in the area of Willingdon and Wannock Eastbourne under the name of "Church of the Way" or such other name or names as they may adopt

"clear days" in relation to the period of 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;

"Statement of Faith" means the statement of Faith set out in the memorandum;

"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) Subject to paragraphs (2) of this Article the subscribers to the memorandum and such other individuals as are admitted to membership in accordance with the rules made under Article 59 shall be members of the Charity. No individual shall be admitted a member of the Charity unless:-
  - (i) his application for membership is approved by the trustees and the members
  - (ii) he acknowledges to the satisfaction of the trustees his acceptance of and belief in the Statement of Faith and
  - (iii) he is a member of the Church of the Way
- (2) Unless the trustees or the charity in general meeting shall make other provision under Article 59, 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 three.

### **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 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 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 meetings**

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, whichever 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 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 not 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 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 may be demanded:
  - (1) by the chairman; or
  - (2) by at least two 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 the 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. 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.
18. 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**

19. Every member shall have one vote.
20. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

21. 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.
22. 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 termination 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.
23. 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**

24. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

#### **Powers of Trustees**

25. 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.
26. 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**

27. 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.
28. 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.
29. 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.
30. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
- (1) he is recommended by the 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 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.

31. No person may be appointed as a trustee:

- To be amended as indicated.*
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- Jerry J. Zellmann*
- (1) unless he has attained the age of 18 years ~~is a member of the Church of the Way~~ and acknowledges to the satisfaction of the trustees his acceptance of and belief in the Statement of Faith; or
- (2) in circumstances such that, had he already been a trustee he would have been disqualified from acting under the provisions of Article 36.

*32.*

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.

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33. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who 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.
34. 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.
35. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

#### **Disqualification and removal of trustees**

36. 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 72 of the Charities Act 1993 (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, or
  - (5) if the members in general meeting resolve that he be removed from office, or
  - (6) ceases to accept the truth of and hold a belief in the Statement of Faith

#### **Trustees' expenses**

37. 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**

38. 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.

39. 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**

40. 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.
41. 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 three trustees, whichever is the greater.
42. 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.
43. 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 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.
44. The trustees may appoint one or more sub-committees consisting of two or more trustees with or without other who are not 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.
45. All acts done by a meeting of trustees, or of a 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.

46. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
47. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees who may give authority to other individuals to operate such bank account under the supervision of the trustees

#### **Secretary**

48. 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**

49. The trustees shall keep minutes in books kept for the purpose:
- (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.

#### **The Seal**

50. 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**

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

#### **Annual Report**

52. The 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 Commissioners.

#### **Annual Return**

53. The 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 return and its transmission to the Commissioners.

## **Notices**

54. 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.
55. 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 company 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.
56. 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.
57. 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**

58. 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.

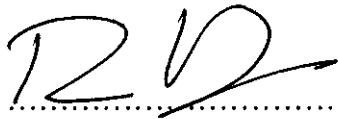
## **Rules**

59. (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 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 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 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;



- (iii) 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 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 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. “


3. THAT the name of the Company be amended by the deletion of the word “Limited”.



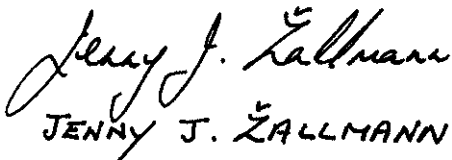
ROSS HARDY



NEIL OAKMAN



Kevin Bedwell



JENNY J. ZALLMANN



PATRICIA H. BEDWELL