

FILE COPY



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

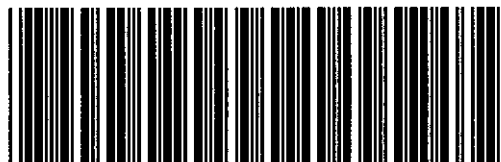
Company No. 4584694

The Registrar of Companies for England and Wales hereby certifies that

THE ALNWICK GARDEN TRUST

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

Given at Companies House, Cardiff, the 7th November 2002



N04584694R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

CHFP025

Company Name in full

The Alnwick Garden Trust

I, Nicholas Charlton Dudley Craig

of 20 Collingwood Street, Newcastle upon Tyne

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ † and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Day Month Year

On

06/11/2002

● Please print name.

before me ●

ANGELA CLAIRE SIMPSON
20 COLLINGWOOD STREET NEWCASTLE

Signed

Date

6.11.02

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Watson Burton ACE/ALNWICK4
20 Collingwood Street
Newcastle upon Tyne
NE99 1YQ
Tel 0191 2444 444
DX number DX: 61009 DX exchange NEWCASTLE



A24 WAIW4AFP6W 0591
COMPANIES HOUSE 07/11/02

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



OYEZ

Please complete in
typescript, or in
bold black capitals.



F030AC10

Company
Name in full

THE ALNWICK GARDEN TRUST

I, **NICHOLAS CHARLTON DUDLEY CRAIG**
of **20 COLLINGWOOD STREET, NEWCASTLE UPON TYNE**

†Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985~~† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

the

29th

day of

October

Two One thousand nine hundred and ninety two

*Please print name.

before me*

ANGELA CLAIRE SIMPSON

Signed

Date

29.10.02

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number, and if available, a DX number and Exchange of the person Companies House should contact if there is any query



A24
COMPANIES HOUSE 0590
07/11/02
A68
COMPANIES HOUSE 0223
31/10/02

WATSON BURTON 20 COLLINGWOOD STREET

NEWCASTLE UPON TYNE NE99 1YQ

Tel 0191 244 4444

DX number 61009 DX exchange NEWCASTLE

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ
for companies registered in England and Wales DX 33050 Cardiff
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Package: 'Laserform'
by Laserform International Ltd.

10

First directors and secretary and intended situation of registered office

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

Company Name in full

The Alnwick Garden Trust

Proposed Registered Office

20 Collingwood Street

PO Box numbers only, are not acceptable)

Post town Newcastle upon Tyne

County / Region

Postcode NE99 1YQ

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

x

Agent's Name Watson Burton

Address 20 Collingwood Street

Post town Newcastle upon Tyne

County / Region

Postcode NE99 1YQ

Number of continuation sheets attached

4

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers for
public records.

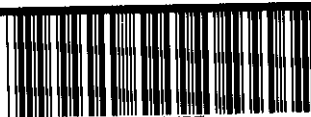
Watson Burton ACE/ALNWICK1
20 Collingwood Street
Newcastle upon Tyne
NE99 1YQ

Tel 0191 2444 444

number DX: 61009 DX exchange NEWCASTLE

you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



A24 0592
COMPANIES HOUSE 07/11/02
A1W49FP3
A68 0224
COMPANIES HOUSE 31/10/02
AL8GJFIR

Company Secretary (see notes 1-5)

Company name The Alnwick Garden Trust

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

WB Company Secretaries Limited

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

20 Collingwood Street

Post town

Newcastle upon Tyne

County / Region

Postcode

NE99 1YQ

Country

UK

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

Consent

W.B. COMPANY SECRETARIES LIMITED

29/10/02

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Jane

Surname

Northumberland

Previous forename(s)

Previous surname(s)

Address ††

Alnwick Castle

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

Alnwick

County / Region

Northumberland

Postcode

NE66 1NG

Country

UK

Day Month Year

Date of birth

1

1

0

5

1

9

5

8

Nationality

British

Business occupation

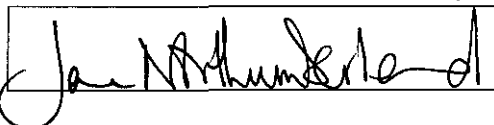
Mother

Other directorships

NONE

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

Consent signature



Date

15th Oct 2002

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Dr	*Honours etc						
Forename(s)	John Neville								
Surname	Bridge								
Previous forename(s)									
Previous surname(s)									
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	The Granary							
		Fenwick Shield							
	Post town	Matfen, NEWCASTLE UPON TYNE							
	County / Region	Northumberland	TYNE + WEAR	Postcode NE18 0QS					
	Country	UK							
Date of birth	Day	Month	Year	Nationality					
	1	8	0	9	1	9	4	2	British
Business occupation	Company Chairman								
Other directorships	Please see attached sheet								
I consent to act as director of the company named on page 1									
Consent signature	P. S. Smith		Date	21/10/02					

This section must be signed by			
Either			
an agent on behalf of all subscribers	Signed	NCD Haig	Date 29/10/02
Or the subscribers	Signed		Date
(i.e those who signed as members on the memorandum of association).	Signed		Date
	Signed		Date
	Signed		Date
	Signed		Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

CHFP025

Company name The Alnwick Garden Trust

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Sir

*Honours etc

Forename(s)

John Charles Buchanan

Surname

Riddell

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

Post town

County / Region

Postcode

Country

Hepple

Morpeth

Northumberland

NE65 7LN

UK

Day Month Year

Date of birth

0 3 0 1 1 9 3 4

Nationality British

Business occupation

Banker

Other directorships

Please see attached sheet

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

Consent signature

Date

16/10/02

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ☐

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ☐

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

0

2

0

2

1

9

4

8

Nationality

British

Business occupation

Accountant

Other directorships

Please see attached sheet

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

Consent signature

Date

22 October 202

CHFP025

Company nameThe Alnwick Garden Trust

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

Post town

County / Region

Postcode

N

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

Mr

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

Post town

County / Region

Postcode

NE66 1UY

Country

UK

Day

Month

Year

1

6

1

0

1

9

3

7

Nationality

British

Business occupation

Director of Engineering Consultancy (Retired)

Other directorships

CHIMNINGHAM WILD CATTLE ASSOCIATION

NORTHEAST CIVIC TRUST

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

Consent signature

Philip Deakin

Date

14th Oct. 2002

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

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

Consent signature**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Dr

*Honours etc

Forename(s)

Matthew White

Surname

Ridley

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Blagdon

Seaton Burn

Newcastle upon Tyne

NE13 6DD

UK

Day Month Year

Date of birth

0 7 0 2 1 9 5 8

Nationality

British

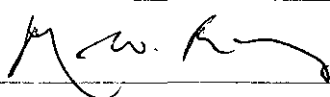
Business occupation

Author

Other directorships

Please see attached sheet

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

Consent signature**Date**

22/10/02

THE ALNWICK GARDEN TRUST

SIR JOHN CHARLES BUCHANAN RIDDELL

Schedule of Directorships held in the last five years

The Swaziland Settlement Limited

Howick Trustees Limited

National Tenants Resource Centre Limited

Govett Strategic Investment Trust Plc

Alpha Bank London Limited

Border & Southern Investments Limited

Northern Rock Plc

SANE Charitable Company Limited

Poplar Housing & Regeneration Community Association Limited

The Guinness Trust Group Limited

THE ALNWICK GARDEN TRUST

DR MATTHEW WHITE RIDLEY

Schedule of Directorships held in the last five years

Seven Mile House Company Limited

Trading Enterprises, Albury Limited

Detail Properties Limited

Lycett, Browne-Swinburn & Douglass Limited

Lycetts Financial Services Limited

Northern Investors Company Plc

Northern Rock Plc

International Centre for Life Trust

International Centre for Life (Property) Limited

International Centre for Life (Trading) Limited

Blagdon Farming Limited

Stanhope Stores Limited

Lovaine Trust Company

Howick Trustees Limited

Northern 2 VCT Plc

PA Holdings Limited

THE ALNWICK GARDEN TRUST

RICHARD MIDDLETON

Schedule of Directorships held in the last five years

Blagdon Farming Limited

Stanhope Stores Limited

Linebush II Limited

Linebush III Limited

Linebush IV Limited

Linebush V Limited

THE ALNWICK GARDEN TRUST

JOHN NEVILLE BRIDGE

Schedule of Directorships held in the last five years

English Partnerships Limited

Northern Sights

Kenmore UK Limited

E-Comeleon Limited

229592

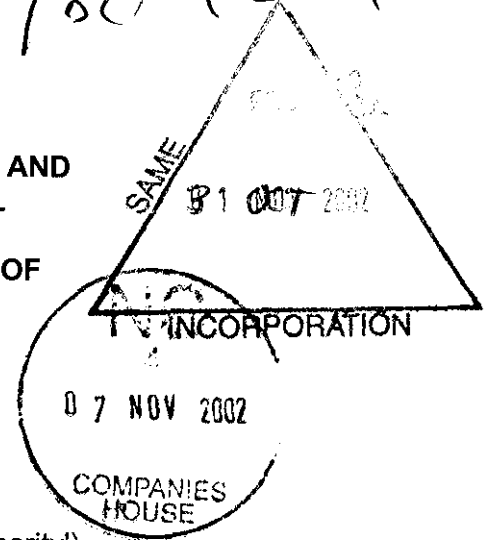
202916/80 4584694

COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

THE ALNWICK GARDEN TRUST

**1. NAME**

The name of the Company is The Alnwick Garden Trust ('the Charity')

2. REGISTERED OFFICE

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

3. OBJECTS

The objects of the Charity ('the Objects') are the acquisition and preservation and improvement for the benefit of the public of places of historical or archaeological interest or of natural or cultivated beauty in the County of Northumberland and the provision of ready access to them by the public

4. POWERS

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

- 4.1 To establish and maintain for the public benefit land, lakes and watercourses whether natural or artificial buildings, conservatories, gardens plants and tree libraries and collections of books films sound and video recordings, exhibits, replicas and other material and afford facilities for the use of the same
- 4.2 To allow any land, lakes, watercourses, buildings or other real or personal property for the time being owned leased occupied or held by the Charity to be used for such charitable purpose as the Charity shall determine either gratuitously or upon payment by any person or persons corporation society or other body to whom the use thereof shall be so granted or permitted of such sums or sum of money in the nature of an entrance fee or rent or other periodical payment or otherwise howsoever as the Charity shall think fit
- 4.3 To make such arrangements as are necessary to enable the public to view and enjoy any land buildings or other real or personal property for the time being owned occupied or held by the Charity with or without charge as the Charity shall determine
- 4.4 To promote or carry out research
- 4.5 To provide advice
- 4.6 To publish or distribute information
- 4.7 To co-operate with other bodies
- 4.8 To support, administer or set up other charities



- 4.9 To raise funds (but not by means of taxable trading)
- 4.10 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.11 To acquire or hire property of any kind
- 4.12 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.13 To make grants or loans of money and to give guarantees
- 4.14 To set aside funds for special purposes or as reserves against future expenditure
- 4.15 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.16 To delegate the management of investments to a financial expert, but only on terms that:
 - 4.16.1 the investment policy is set down in writing for the financial expert by the Trustees
 - 4.16.2 every transaction is reported promptly to the Trustees
 - 4.16.3 the performance of the investments is reviewed regularly with the Trustees
 - 4.16.4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 4.16.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.16.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
 - 4.16.7 the financial expert must not do anything outside the powers of the Trustees
- 4.17 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.18 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.19 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty

- 4.20 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.21 To enter into contracts to provide services to or on behalf of other bodies
- 4.22 To enter at any time or times at the absolute and unfettered discretion of the Charity into an arrangement or arrangements with any other trust or corporation established for charitable purposes only whereby any land, buildings or other assets of the Charity or part thereof may be transferred to such other trust or corporation for its charitable purposes
- 4.23 To establish subsidiary companies
- 4.24 To pay the costs of forming the Charity
- 4.25 To do anything else within the law which promotes or helps to promote the Objects

5. BENEFITS TO MEMBERS AND TRUSTEES

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members of the Charity but
 - 5.1.1 Members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - 5.1.2 Members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - 5.1.3 Members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity;
 - 5.1.4 individual Members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity.
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
 - 5.2.1 as mentioned in clauses 4.16, 5.1.2, 5.1.3 or 5.3;
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding;
 - 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance);
- 5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if

- 5.3.1 the goods or services are actually required by the Charity;
- 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4;
- 5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year.
- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
 - 5.4.1 declare an interest at or before discussion begins on the matter;
 - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 5.4.3 not be counted in the quorum for that part of the meeting;
 - 5.4.4 withdraw during the vote and have no vote on the matter.
- 5.5 This clause may not be amended without the prior written consent of the Commission

6. LIMITED LIABILITY

The liability of Members is limited

7. GUARANTEE

Every Member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

8. DISSOLUTION

- 8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
 - 8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
 - 8.1.2 directly for the Objects or charitable purposes within or similar to the Objects;
 - 8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.
- 8.2 A final report and statement of account must be sent to the Commission

9. INTERPRETATION

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

**Name and Address
of Subscriber**

**Signatory's Signature
Name and Occupation**

**Witness Signature
Name Address and
Occupation**

The Most Noble Ralph George Algernon
12th Duke of Northumberland
Alnwick Castle
Alnwick
Northumberland
NE66 1NG

Ralph George Algernon
W Lott

W LOTT 25/10/02

BUTLER
2 HOPE HOUSE FARM COTTAGE
ALNWICK.

Her Grace The Duchess of Northumberland
Alnwick Castle
Alnwick
Northumberland
NE66 1NG

JANE NORTHUMBERLAND
J Northumberland
Duchess

JOHN LOVETT
John
HETTON HOUSE
WOOLSEN

Dr John Neville Bridge
The Granary
Fenwick Shield
Maffin
Northumberland
NE18 0QS

John Neville Bridge

Company Chairman

COMPANY DIRECTOR
NCD
20 Colingwood St
Newcastle City
Solicitor
28/10/02

Mr Philip Thomas Deakin
Grove House
6 Howick Street
Alnwick
Northumberland
NE66 1UY

PHILIP THOMAS DEAKIN
Philip Thomas Deakin

Engineer.

28 Middleton
Arms

JOHN LOVETT
John
HETTON HOUSE
WOOLSEN

Mr Richard Stephenson Middleton
High Close House
Wylam
Northumberland
NE41 8BL

Richard Stephenson Middleton

COMPANY DIRECTOR
NCD
20 Colingwood St
Newcastle City
Solicitor
28/10/02

Sir John Charles Buchanan Riddell
Hepple
Morpeth
Northumberland
NE65 7LN

RIDDELL

D SIMPSON
Simpson

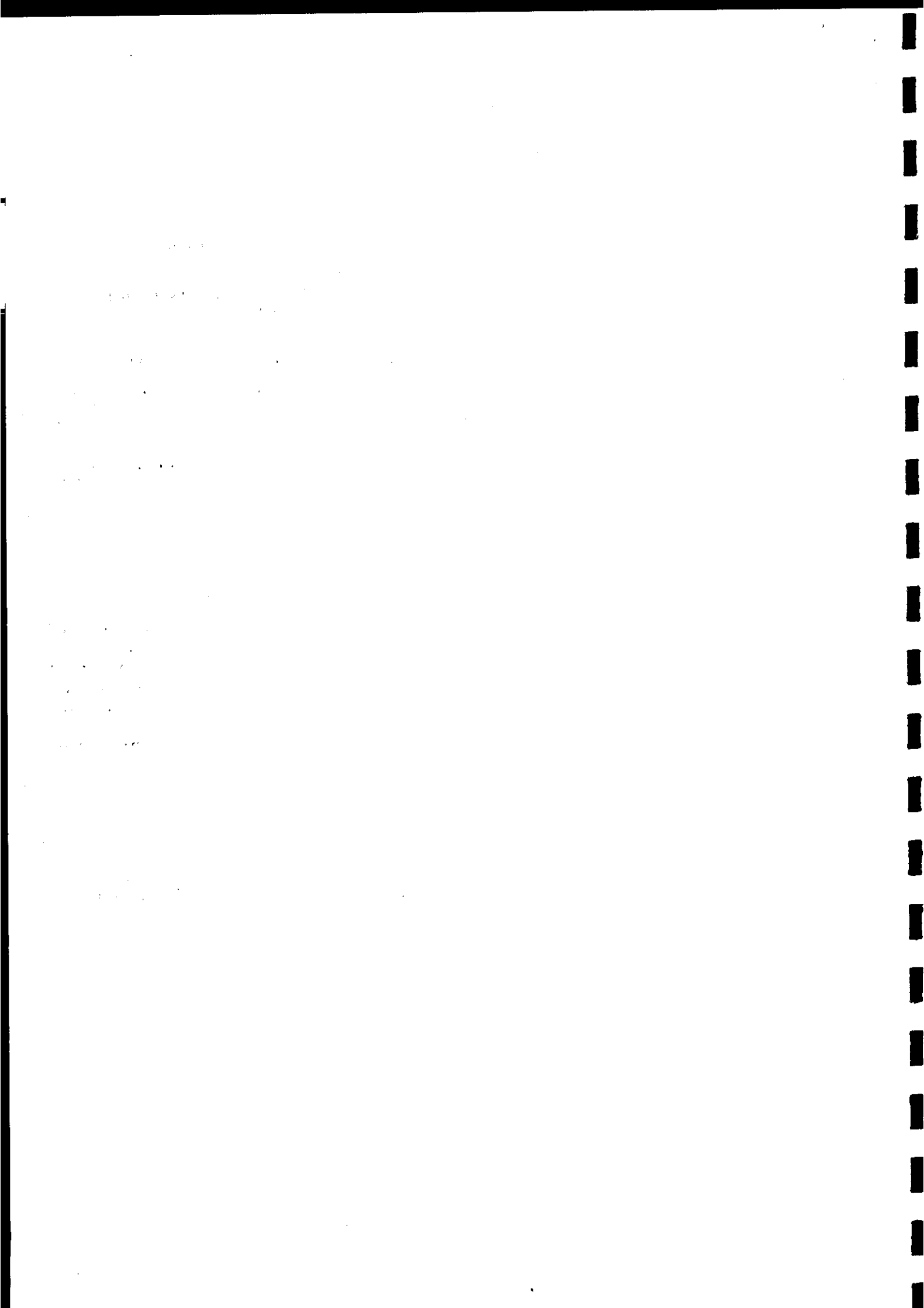
Northern Receipt

Secretary 28/10/02

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COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
THE ALNWICK GARDEN TRUST

1. MEMBERSHIP

- 1.1 The number of Members with which the company proposes to be registered shall be limited to fifty.
- 1.2 The Charity must maintain a register of Members.
- 1.3 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who
 - 1.3.1 applies to the Charity in the form required by the Trustees;
 - 1.3.2 is approved by the Trustees; and
 - 1.3.3 signs the Register of Members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative.
- 1.4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions provided always that such other classes of membership shall not be Members for the purposes of the Act.
- 1.5 Membership is terminated if the person concerned
 - 1.5.1 gives written notice of resignation to the Charity;
 - 1.5.2 dies or (in the case of an organisation) ceases to exist;
 - 1.5.3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the person may be reinstated on payment of the amount due); or
 - 1.5.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion a majority of at least three quarters of continued membership is harmful to the Charity (but only after notification has been given in writing and considering the matter in the light of any written representations put forward within 14 clear days after receiving notice);
- 1.6 Membership of the Charity is not transferable.

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least 21 clear days written notice specifying the business to be discussed.
- 2.2 There is a quorum at a general meeting if the number of Members or authorised representatives personally present is at least three (or one third of the Members if greater).
- 2.3 No business shall be transacted at any general meeting unless a quorum of Members is present. If within half an hour from the time appointed for a general meeting a quorum is not present that general meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Trustees may determine. If at the adjourned general meeting a quorum is not present within half an hour from the time appointed the Member or Members present in person or by authorised representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 2.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.5 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 2.6 Except for the chairman of the meeting who has a second or casting vote every member present in person or through an authorised representative) has one vote on each issue.
- 2.7 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by that 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 the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 2.8 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 2.9 The Charity must hold an AGM in every year which all Members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation
- 2.10 At an AGM the Members:
 - 2.10.1 receive the accounts of the Charity for the previous financial year;

- 2.10.2 receive the Trustees' report on the Charity's activities since the previous AGM;
- 2.10.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
- 2.10.4 elect persons to be Trustees to fill the vacancies arising;
- 2.10.5 appoint auditors for the Charity;
- 2.10.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity; and
- 2.10.7 discuss and determine any issues of policy or deal with any other business put before them.
- 2.11 Any general meeting which is not an AGM is an EGM.
- 2.12 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least ten Members or one fifth of the Members if greater.

3. THE TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.2 The Trustees when complete consist of Her Grace The Duchess of Northumberland (or her successor for the time being in accordance with Article 3.6) and at least three and not more than nine other individuals, all of whom must be Members.
- 3.3 The subscribers to the Memorandum save for The Most Noble Ralph George Algernon 12th Duke of Northumberland are the first Trustees of the Charity.
- 3.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees.
- 3.5 Subject to Article 3.6 one third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
- 3.6 Article 3.5, 3.7.4 and 3.7.6 shall not apply to Her Grace the Duchess of Northumberland or any of her successors for the time being who shall have the right at any time by notice in writing to the Secretary to nominate an individual (who may but need not be a Member) who shall (subject to Article 3.4) succeed to his or her office on his or her ceasing for any reason to be a Trustee. Any such nomination unless expressed to be irrevocable may be revoked by the person who made it by notice in writing to the Secretary at any time prior to its taking effect.
- 3.7 A Trustee's term of office automatically terminates if he or she:
 - 3.7.1 is disqualified under the Charities Act 1993 from acting as a charity trustee;
 - 3.7.2 is incapable, whether mentally or physically, of managing his or her own affairs;

- 3.7.3 is absent from four consecutive meetings of the Trustees;
 - 3.7.4 ceases to be a Member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM);
 - 3.7.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or
 - 3.7.6 is removed by resolution passed by at least three quarters of the Members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.
- 3.8 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.
- 3.9 A Trustee shall not be entitled to appoint an alternate Trustee.
- 3.10 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

4. PROCEEDINGS OF TRUSTEES

- 4.1 The Trustees must hold at least four meetings each year or such number as they shall otherwise decide from time to time. Meetings of Trustees are called on at least ten clear days written notice specifying the business to be discussed unless a resolution dispensing with this notice requirement is passed by the Trustees.
- 4.2 A quorum at a meeting of the Trustees is three Trustees.
- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature) .
- 4.6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue .
- 4.7 If there shall be a procedural defect of which the Trustees are unaware at the time or if it is afterwards discovered that there was some defect in the appointment of a Trustee or that a Trustee was disqualified from holding office or was not entitled to vote this will not invalidate decisions taken at a meeting of the Trustees or of a committee appointed pursuant to article 5.3.

5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity:

- 5.1 to appoint (and remove) any Member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act;
- 5.2 to appoint a Chairman, Treasurer and other honorary officers from among their number;
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees);
- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings;
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees;
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any);
- 5.7 to establish procedures to assist the resolution of disputes within the Charity;
- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting.

6. RECORDS & ACCOUNTS

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 6.1.1 annual reports;
 - 6.1.2 annual returns ;
 - 6.1.3 annual statements of account.
- 6.2 The Trustees must keep proper records of
 - 6.2.1 all proceedings at general meetings;
 - 6.2.2 all proceedings at meetings of the Trustees;
 - 6.2.3 all reports of committees; and
 - 6.2.4 all professional advice obtained.
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

7. NOTICES

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or newspaper circulating in the area of benefit or any newsletter distributed by the Charity.
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of Members;
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- 7.3.2 two clear days after being sent by first class post to that address;
- 7.3.3 three clear days after being sent by second class or overseas post to that address;
- 7.3.4 on the date of publication of a newspaper containing the notice;
- 7.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
- 7.3.6 as soon as the member acknowledges actual receipt.
- 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

8. DISSOLUTION

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

9. INDEMNITY

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 judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

10. INTERPRETATION

In the Memorandum in and in these Articles:

10.1 **'The Act'** means the Companies Act 1985

'AGM' means an annual general meeting of the Charity

'area of benefit' means the County of Northumberland

'these Articles' means these articles of association

'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary

'Chairman' means the chairman of the Trustees

'the Charity' means the company governed by these Articles

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

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

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

'EGM' means an extraordinary general meeting of the Charity

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

'material benefit' means a benefit which may not be financial but has a monetary value

'Member' means membership of the Charity for the purposes of the Act

'Memorandum' means the Charity's Memorandum of Association

'month' means calendar month

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

'Secretary' means the Secretary of the Charity

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

'Trustee' means a director of the Charity and **'Trustees'** means all of the directors.

'written' or **'in writing'** refers to a legible document on paper [not] including a fax message

'year' means calendar year

10.2 Expressions defined in the Act have the same meaning.

10.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

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**Name and Address
of Subscriber**

**Signatory's Signature
Name and Occupation**

**Witness Signature
Name Address and
Occupation**

The Most Noble Ralph George Algernon
12th Duke of Northumberland
Alnwick Castle
Alnwick
Northumberland
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Ralph George Algernon

W Lott WLOTT 25/10/02

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ALN WICK

Her Grace The Duchess of Northumberland
Alnwick Castle
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Northumberland
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Jane Northumberland

JANE NORTHUMBERLAND

Wife

John Lovett
John
HERMAN HOUSE
WOOLER

Dr John Neville Bridge
The Granary
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John Neville Bridge

company chairman

Company Director
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PHILIP THOMAS DEAKIN

Philip Thomas Deakin

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John
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Richard Middleton

DAWN SIMPSON 28/10/02

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Dawn Simpson
SECRETARY

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ROCK AC
GUSFORTH

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29/10/02

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