

Extract from the Minutes of an Extraordinary Meeting of ReachOut Youth held on 16th September 2010

David Shakespeare, Ashley Stratford and Michael Lower

It is resolved that;

- 1 clauses 1 to 8 inclusive of the Memorandum of Association of the Company be DELETED
- 2 the Articles of Association of the Company be AMENDED in accordance with the copy attached hereto.

Dated this 16th day of September 2010

Certified as a true copy



Xavier Bosch
Company Secretary.

THURSDAY



A50 *A4ZGMNPN* 344
23/09/2010
COMPANIES HOUSE

Amended pursuant to Extraordinary Meeting of the Company dated 16th September 2010

Articles of Association of ReachOut Youth

Preamble

- A The Company's name is ReachOut Youth (and in this document it is called "the Charty")
- B The Charty's registered office is to be situated in England and Wales
- C The Charty's principal objects ("the Objects") are to promote educational opportunity, social responsibility and multicultural awareness among children and young people, primarily in inner city areas and to provide facilities in the interests of social welfare for recreation and leisure time occupation with the object of improving the conditions of life for the said children and young people
- D In furtherance of the Objects but not otherwise the Charty may exercise the following powers
- i) To give or make provision for the giving of classes, tutorials on academic, cultural, sporting and other matters in the form of individual tutorials or educational courses to children and young adults from socially or economically deprived backgrounds for the purposes of augmenting their formal education,
 - ii) To promote, provide, maintain schools, lecture theatres, sports facilities, libraries, and other places or facilities conducive to the pursuit of the objects of the Charty,
 - iii) To provide educational support in the form of counselling, advice or financial assistance to children and young adults from economic or socially disadvantaged backgrounds to assist them in attending third level education, and
 - iv) To associate for educational, scientific, cultural or sporting related purposes with persons and organisations connected with or interested in the educational scientific cultural or sporting interests of the Charty in pursuit of the Objects, and
 - v) To educate third-level students to a sufficient degree to enable them to carry out the principal and subsidiary objects for and on behalf of the Charty on a paid or voluntary basis,
 - vi) To acquire, establish, maintain and operate libraries, facilities, services or amenities as may be useful or expedient in the furtherance of the Objects,
 - vii) To publish any periodicals journals, reports, circulars and leaflets the publication of which is conducive to the furtherance of the Objects,
 - viii) To disseminate information by way of the holding of lectures, seminars and courses of lectures and by way of the provision of facilities to persons engaged in the

dissemination of information,

ix) To raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant Statutory Regulations,

x) To purchase, take on lease or in exchange, hire or otherwise acquire any other real and personal property and any rights or privileges which the Charity may think necessary or convenient for the purposes of its activities and to alter, improve and (subject to such consents as maybe required by law) to sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with all or any of the property and rights of the Charity,

xi) To construct, maintain and alter any buildings or works necessary for any of the purposes of the Charity or for the benefit of its employees,

xii) 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,

xiii) To borrow or raise or secure the payment of money in such manner as the Charity shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Charity's property, both present and future, and to purchase, redeem and payoff such securities provided that such borrowings or security are effected for the purpose of advancing the Objects and to invest the moneys of the Charity not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, and the doing of all such other things as are incidental or conducive to the attainment of the Objects,

xiv) To guarantee the performance of contracts or obligations and the repayment of, moneys borrowed by any other person or body of persons having objects similar to those of the Charity,

xv) Subject to clause E below, to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants,

xvi) To establish, undertake, administer or support any charitable trusts, associations or institutions formed for all or any of the Objects,

xvii) To co-operate and liaise with other charities, voluntary bodies, social support groups, schools, third level educational institutions, Government, and Statutory Authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them,

xviii) To payout of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity,

xix) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees,

agents or otherwise and either alone or in conjunction with others,

xx) To do all such other lawful things and to exercise all other powers as are incidental to or are considered by the Charity to be desirable or conducive or necessary for the achievement of the Objects or any of them insofar as they may be done by a person or persons established for charitable purposes and not otherwise,

E 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 appointed to any office of the Charity shall be paid any salary (in respect of employment, but without prejudice to the right of any Trustee to receive payment under any contract for services agreed in accordance with clause 39 hereof), provided that nothing in this document shall prevent any payment in good faith by the Charity

(i) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion,

(ii) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer, employee or servant of the Charity who is not a trustee,

(iii) 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,

iv) 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,

(v) of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee,

(vi) to any trustee of reasonable out-of-pocket expenses

F The liability of the members is limited

G Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £ 10) 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

H If the Charity is wound up or dissolved and after all its debts and liabilities

have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object

1 Interpretation.

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 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 subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees

(2) Unless the trustees or the Charity in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two

General meetings

3 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. Provided that so long as the Charity holds its first annual general meeting within eighteen months of its

incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4 The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

Notice of general meetings

5 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed.

(1) in the case of an annual general meeting, by all the members entitled to attend and vote, and

(2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

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

The notice shall be given to all the members and to the trustees and auditors.

6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

7 No business shall be transacted at any meeting unless a quorum is present. Two 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 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have

18 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made

19 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In

other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

Votes of members

20 Subject to Article 17, every member shall have one vote

21 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Chanty have been paid

22 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive

23 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Chanty at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

24 Any organisation which is a member of the Chanty 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 Chanty, 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 Chanty

Trustees

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

26 The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future trustees shall be appointed as provided subsequently in the articles

Powers of trustees

27 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Chanty shall be managed by the trustees who may exercise all the powers of the Chanty. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees

28 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely

(1) to expend the funds of the Chanty in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Chanty 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 chanty,

(2) to enter into contracts on behalf of the Chanty

Appointment and retirement of trustees

29 At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office, but, if there is only one trustee who is subject to retirement by rotation, he shall retire

30 Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

31 If the Chanty at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost

32 No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless

(1) 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 Chanty 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 Chanty's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed

33 No person may be appointed as a trustee

(1) if they are under the age of 18 years unless the chanty is a registered company, or

(2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38

34 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Chanty 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 Chanty's register of trustees

35 Subject as aforesaid, the Chanty 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

36 The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof

37 Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed

Disqualification and removal of trustees

38 A trustee shall cease to hold office if he

(1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 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 Chanty (but only if at least two trustees will remain in office when the notice of resignation is to take effect), or

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

Trustees' expenses

39 (1) The income and property of the Chanty shall be applied solely towards the promotion of the Objects

(2) (a) A Trustee is entitled to be reimbursed from the property of the Chanty or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Chanty

(b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Chanty's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993

(3) None of the income or property of the Chanty may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Chanty. This does not prevent a member who is not also a Trustee receiving

(a) A benefit from the Chanty in the capacity of a beneficiary of the Chanty,

(b) Reasonable and proper remuneration for any goods or services supplied to the Chanty

(4)(A) No Trustee or connected person may

(a) Buy any goods or services from the Chanty on terms preferential to those applicable to members of the public,

(b) Sell goods, services, or any interest in land to the Chanty,

(c) Be employed by, or receive any remuneration from, the Chanty,

(d) Receive any other financial benefit from the Chanty,

Unless

(i) The payment is permitted by article 39(4)(B)(a), or

(ii) The Trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes

(4)(B)

- (a) (i) A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way
- (ii) A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993
- (iii) Subject to article 39(4)(C) a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person
- (iv) A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Trustees
- (v) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
- (vi) A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public

(4)(C) The Charity and its Trustees may only rely upon the authority provided by article 39(4)(B)(a)(iii) if each of the following conditions is satisfied

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between
- (i) The Charity or its Trustees (as the case may be), and
- (ii) The Trustee or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the Charity
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question
- (c) The other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting
- (f) The reason for their decision is recorded by the Trustees in the minute book

- (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by article 39(4)(A)]
- (5) (a) In sub-clauses (2)-(4) of this article 39 "Charity" shall include any company in which the Charity
- holds more than 50% of the shares, or
 - controls more than 50% of the voting rights attached to the shares, or
 - has the right to appoint one or more Trustees to the board of the company,
- (b) In sub-clause (4) of this article 39, "connected person" means
- (i) A child, parent, grandchild, grandparent, brother or sister of the Trustee,
 - (ii) The spouse or civil partner of the Trustee or of any person falling within paragraph (i) above,
 - (iii) A person carrying on business in partnership with the Trustee or with any person falling within paragraph (i) or (ii) above,
 - (iv) An institution which is controlled –
 - (I) by the Trustee or any connected person falling within paragraph (i), (ii), or (iii) above, or
 - (II) By two or more persons falling within subparagraph (I), when taken together
 - (v) a body corporate in which –
 - (i) the Trustee or any connected person falling within paragraphs (i) to (iii) has a substantial interest, or
 - (II) Two or more persons falling within subparagraph (I) who, when taken together, have a substantial interest
- (c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause

Trustees' appointments

40 Subject to the provisions of the Act and to Clause 5 of the memorandum (Clause E hereof) the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity Any such appointment may be made upon such terms as the trustees determine Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation

41 Except to the extent permitted by clauses of the memorandum or hereof, 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

42 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

43 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.

44 The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

45 The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office or if the trustee holding it is unwilling to preside 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.

46 The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.

47 All acts done by a meeting of trustees, or of 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.

48 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.

49 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees or two persons specifically nominated by the trustees so to do.

Secretary

50 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

51 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

52 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

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

Annual Report

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

Annual Return

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

Notices

56 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

57 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

58 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

59 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

60 Subject to the provisions of the Act every trustee or other officer or auditor of the Chanty shall be indemnified out of the assets of the Chanty 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 Chanty

Rules

61 (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 Chanty and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate

(i) the admission and classification of members of the Chanty (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,

(ii) the conduct of members of the Chanty in relation to one another, and to the Chanty's servants,

(iii) the setting aside of the whole or any part or parts of the Chanty's premises at any particular time or times or for any particular purpose or purposes,

(iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles,

(v) generally, all such matters as are commonly the subject matter of company rules

(2) The Chanty 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 Chanty all such rules or bye laws, which shall be binding on all members of the Chanty Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles