

FILE COPY



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

Company No. 4913796

The Registrar of Companies for England and Wales hereby certifies that  
STEPHEN LAWRENCE CENTRE

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 29th September 2003



\*N04913796Q\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



# 12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

Stephen Lawrence Centre

I,

Michael Stewart

of

11 Brems Buildings, London EC4A 1DW

† 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

2 NEW SQUARE LINCOLN'S INN LONDON WC2

Day Month Year

On

23 09 2003

● Please print name.

before me ●

JOHN HANDLEY OWEN

Signed

Date

23/9/2003

† 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.

Carter Lemon Camerons (Ref. RMJS)

Tel 020 7406 1000

DX number 25

DX exchange London



Form revised June 1998

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

Printed and supplied by

**JORDANS**

21 St Thomas Street Bristol BS1 6JS  
Telephone: 0117 923 0600 Fax: 0117 923 0063

Please complete in typescript,  
or in bold black capitals.

**30(5)(a)**

**Declaration on application for registration of a company  
exempt from the requirement to use the word "limited" or  
"cyfyngedig"**

**Company Name in full**

STEPHEN LAWRENCE CENTRE



\*F030AC40\*

I, Michael Stewart

of 11 Breams Buildings, London EC4A 1DW

† 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 2 NEW SQUARE LINCOLN INN LONDON WC2

the Twenty-third day of September.

Two and three  
One thousand nine hundred and ninety

2003.

• Please print name.

before me •

JOHN HANDLEY OWEN

**Signed**

**Date**

23/9/2003.

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

Carter Lemon Camerons (Ref. RMJS)

Tel 020 7406 1000

DX number 25 DX exchange London

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.



A21  
COMPANIES HOUSE  
\*ASRU20N0\*  
0474  
25/09/03

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

**Companies House, Crown Way, Cardiff, CF4 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**



**Companies House**  
*for the record*

# 10

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

4913796

### Company Name in full

STEPHEN LAWRENCE CENTRE

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

64 NEW CAVENDISH STREET

Post town

LONDON

County / Region

Postcode

W1G 8TB

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.

Agent's Name

CARTER LEMON CAMERONS

Address

11 BREAM'S BUILDINGS

Post town

LONDON

County / Region

Postcode

EC4A 1DW

Number of continuation sheets attached

1

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 of the public record.

CARTER LEMON CAMERONS

(Ref: RMJS)

11 Breams Buildings

London

Tel 0207 406 1000

DX number 25

DX exchange London/Chancery Lane



A21  
COMPANIES HOUSE

\*ASRU80NY\*

0476  
25/09/03

v 08/02

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**

## Company Secretary (see notes 1-5)

\* Voluntary details

†† 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.

Company name

STEPHEN LAWRENCE CENTRE

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

GERARD VINCENT IRWIN

Surname

DAVIS

Previous forename(s)

Previous surname(s)

Address ††

11 GREYSTONE GARDENS

Post town

KENTON

County / Region

Postcode

HA3 0EF

Country

UK

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

Consent signature

Date

22:9:03

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

JENNETTE

Surname

ARNOLD

Previous forename(s)

Previous surname(s)

Address ††

3 OLD STABLE MEWS

MOUNTGROVE ROAD

Post town

LONDON

County / Region

Postcode

N5 2LR

Country

UK

†† 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.

Day Month Year

Date of birth

0 5 0 2 1 9 4 9

Nationality

British

Business occupation

POLITICIAN

Other directorships

THE ARTS COUNCIL OF ENGLAND

ISLINGTON ENTERPRISE AGENCY LTD

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

Consent signature

Date

22:9:03



**Company Secretary** (see notes 1-5)**Form 10 Continuation Sheet**

CHWP000

Company Name

STEPHEN LAWRENCE CENTRE

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

BSc MSc

Forename(s)

JOSEPHINE ENYONAM

Surname

OCL00

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

21 8 01 19 16 1

Nationality

BRITISH

Business occupation

SENIOR LECTURER IN SOCIAL WORK

Other directorships

THE BERNIE GRANT TRUST

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

Consent signature

Date

22:9:03

CC1157

## The Companies Acts 1985 and 1989

Company limited by Guarantee and not  
having a Share Capital

## Memorandum of Association

of

## STEPHEN LAWRENCE CENTRE



1. The Company's name is *Stephen Lawrence Centre* (and in this document it is called 'the Charity').
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ('the Objects') are to advance the education, skills development and training of young persons under the age of thirty, primarily but not exclusively by the conduct of a community centre or centres to provide such facilities, support and mentoring as may assist young persons to attain their educational and vocational potential in fields including architecture and the built environment.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
  - (1) to acquire, establish, develop and conduct community centres;
  - (2) 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;
  - (3) 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;
  - (4) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
  - (5) subject to clause 5 below, to employ such staff, who shall not be directors of the Charity (hereinafter referred to as 'the directors'), 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;



- (6) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (7) 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;
- (8) 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;
- (9) to provide advice and promote or carry out research;
- (10) to publish or distribute information in any medium;
- (11) 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);
- (12) to delegate the management of investments to a financial expert, but only on terms that:
  - (a) the investment policy is set down in writing for the financial expert by the directors;
  - (b) every transaction is reported promptly to the directors;
  - (c) the performance of the investments is reviewed regularly with the directors;
  - (d) the directors are entitled to cancel the delegation arrangement at any time;
  - (e) the investment policy and the delegation arrangement are reviewed at least once a year;
  - (f) 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 directors on receipt;
  - (g) the financial expert shall not do anything outside the powers of the directors;
- (13) 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 directors or of a financial expert acting under their instructions and to pay any reasonable fee required;

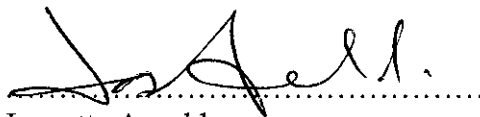
- (14) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity as and when required;
  - (15) to insure the directors against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or 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 director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
  - (16) to enter into contracts to provide service to or on behalf of other bodies;
  - (17) to establish subsidiary companies to assist or act as agents for the Charity;
  - (18) to do all other lawful things as are necessary for the achievement of the Objects.
5. (1) 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 director 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:
- (a) of the usual professional charges for business done by any director 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 directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
  - (b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or employee of the Charity who is not a director;
  - (c) 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 directors;
  - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100th part of the issued capital of that company;

- (e) of reasonable and proper rent for premises demised or let by any member of the Charity or a director;
  - (f) to any director of reasonable out-of-pocket expenses actually incurred in running the Charity;
  - (g) of an indemnity of the directors in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
  - (h) in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).
- (2) Any director (or any firm or company of which a director 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:
- (a) the goods or services are actually required by the Charity;
  - (b) 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 out in accordance with the procedure in clause 5(3);
  - (c) no more than one half of the directors are subject to such a contract in any financial year.
- (3) Whenever a director has a personal interest in a matter to be discussed at a meeting of the directors or a committee, the director concerned shall:
- (a) declare an interest as or before discussion begins on the matter;
  - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
  - (c) not be counted in the quorum for that part of the meeting;
  - (d) withdraw during the vote and have no vote on the matter.
- (4) This clause may not be amended without the prior written consent of the Charity Commission.
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

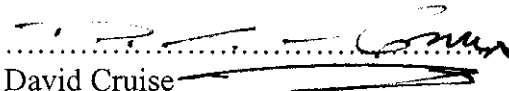
a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

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 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 or prohibit 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.
9. Words and expressions defined in the Articles have the same meanings in this Memorandum.


**We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.**



Jennette Arnold  
3 Old Stable Mews  
Mountgrove Road  
London N5 2LR



David Cruise  
40 Montagu Square  
London W1H 2LL

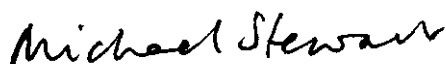


Josephine Enyonam Ocloo  
39d Brondesbury Park  
Kilburn  
London  
NW6 7AY

Dated: 22 September 2003

Witness to the above Signatures:





11 Breame Buildings  
London E24 1DW



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

**Articles of Association**

**of**

**STEPHEN LAWRENCE CENTRE**

**Interpretation**

1. In these articles:

**‘the Charity’** means the company intended to be regulated by these articles;

**‘the Act’** means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

**‘the articles’** means these Articles of Association of the Charity;

**‘charity trustee’** had the meaning prescribed by section 97(1) of the Charities Act 1993;

**‘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;

**‘financial expert’** means an individual, company or firm who is an authorised person within the meaning of the Financial Services Act 1986;

**‘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;

**‘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;

**‘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.

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

## **Members**

2. (1) The members of the Charity shall be such persons as from time to time comprise the trustees of The Stephen Lawrence Charitable Trust.
- (2) The Charity shall maintain a register of members.

## **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 time and place as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The directors 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 directors to call a general meeting, any director or any member of the Charity may call a general meeting.
5. At an annual general meeting the members shall:
  - (1) receive the accounts of the Charity for the previous financial year;

- (2) receive the directors' report on the Charity's activities since the previous annual general meeting;
- (3) accept the retirement of those directors who wish to retire or who are retiring by rotation and if necessary appoint or reappoint directors;
- (4) appoint auditors for the Charity;
- (5) if desired, confer on any individual with his or her consent the honorary title of Patron, President or Vice-President of the Charity;
- (6) discuss and determine any items of policy or deal with any other business put before them.

### **Notice of general meetings**

6. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a director 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 per cent of the total voting rights at a 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 directors and auditors.

7. 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**

8. No business shall be transacted at any meeting unless a quorum is present. Three members or one third of the total number of members for the time being, whichever is the greater, shall constitute a quorum.

9. 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 directors may determine.
10. The chairperson, if any, of the directors or in his or her absence some other director nominated by the directors shall preside as chairperson of the meeting, but if neither the chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairperson and, if there is only one director present and willing to act, he or she shall be chairperson.
11. If no director is willing to act as chairperson, or if no director 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 chairperson.
12. A director shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting.
13. The chairperson 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.
14. 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 chairperson; 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.
15. Unless a poll is duly demanded a declaration by the chairperson 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.



16. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairperson. 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.
17. A poll shall be taken as the chairperson directs and he or she 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 was demanded.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote he or she may have.
19. A poll demanded on the election of a chairperson 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 chairperson 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.
20. 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.
21. A resolution in writing, signed by all those entitled to vote at a general meeting, shall be as valid and effective as if it had been passed at a general meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members.

#### **Votes of members**

22. Subject to Article 18, every member shall have one vote.
23. 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 chairperson whose decision shall be final and conclusive.

### **Directors of the Charity**

24. The number of directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
25. The composition of the board of directors shall be governed by the Charity's regulations or standing orders under Article 64.
26. The first directors 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 directors shall be appointed as provided subsequently in the articles.
27. Every director 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 directors.

### **Powers of directors**

28. 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 directors 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 directors 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 directors by the articles and a meeting of directors at which a quorum is present may exercise all the powers exercisable by the directors.
29. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles, the directors 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 accordance with the memorandum 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;
  - (2) to enter into contracts on behalf of the Charity.

### **Appointment and retirement of directors**

30. At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors 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 director who is subject to retirement by rotation, he or she shall retire.

31. Subject to the provisions of the Act, the directors 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 directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
32. If the members at a general meeting at which a director retires by rotation do not fill the vacancy the retiring director 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 director is put to the meeting and lost.
33. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless 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 or she were so appointed or reappointed, be required to be included in the Charity's register of directors together with a notice executed by that person of his or her willingness to be appointed or reappointed.
34. No person may be appointed as a director in circumstances such that, had he or she already been a director, he or she would have been disqualified from acting under the provisions of Article 38.
35. 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 director retiring by rotation at the meeting) in respect of whom notice has been duly given to the Charity of the intention to propose him or her at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of directors.
36. Subject as aforesaid, the members may by ordinary resolution appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.
37. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed.

### **Disqualification and removal of directors**

38. A director shall cease to hold office if he or she:

- (1) ceases to be a director by virtue of any provision in the Act or is disqualified from acting as a director 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 or her own affairs;
- (3) resigns his or her office by notice to the Charity (but only if at least two directors will remain in office when the notice of resignation is to take effect);
- (4) is absent without the permission of the directors from all their meetings held within a period of six months and the directors resolve that his or her office be vacated; or
- (5) is removed by resolution passed by at least two-thirds of the members present and voting at a general meeting after the meeting has invited the views of the director concerned and considered the matter in the light of any such views.

### **Directors' expenses**

39. The directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration, except as may be provided under clause 5 of the memorandum.

### **Directors' appointments**

40. Subject to the provisions of the Act and to clause 5 of the memorandum, the directors 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 directors determine. Any appointment of a director to an executive office shall terminate if he or she ceases to be a director. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

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

## **Proceedings of directors**

42. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director 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 chairperson shall have a second or casting vote.
43. The quorum for the transaction of the business of the directors may be fixed by the directors but shall not be less than one-third of their number or two directors, whichever is the greater.
44. The directors may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
45. The directors may appoint one of their number to be the chairperson of their meetings and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he or she is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
46. The directors may appoint one or more committees consisting of individuals appointed by them including at least one director for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the directors would be more conveniently undertaken or carried out by a committee; provided that all acts and proceedings of any such committee shall be fully and promptly reported to the directors.
47. All acts done by a meeting of directors or of a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director 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 director and had been entitled to vote.
48. A meeting of the directors or a committee may be held either in person or by suitable electronic means agreed by the directors in which all participants may communicate with all the other participants.

49. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee, shall be as valid and effective as if it had been passed at a meeting of directors or (as the case may be) a committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the directors.
50. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the directors 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 directors.

### **Secretary**

51. Subject to the provisions of the Act, the secretary (who may be one of the directors) shall be appointed by the directors for such term, at such remuneration (if not a director) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### **Minutes**

52. The directors shall keep minutes in books kept for the purpose:
  - (1) of all appointments of officers made by the directors; and
  - (2) of all proceedings at general meetings of the Charity and at meetings of the directors and of committees of directors including the names of the individuals present at each such meeting.
53. Subject to any regulation or standing order hereunder, copies of the minutes shall be sent as soon as practicable to all members, and the minute book or books containing minutes since the last general meeting shall be produced at all general meetings.

### **The Seal**

54. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

### **Accounts**

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

### **Annual Report**

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

### **Annual Return**

57. The directors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or amendment of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

### **Notices**

58. 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 directors need not be in writing.
59. 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 or her registered address or by leaving it at that address or by sending it by suitable electronic means. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
60. A member present in person at any general meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
61. Any notice given in accordance with the articles is to be treated for all purposes as having been received 24 hours after being sent by electronic means or delivered by hand, or two clear days after being sent by first class post, or as soon as the recipient acknowledges actual receipt, if earlier.

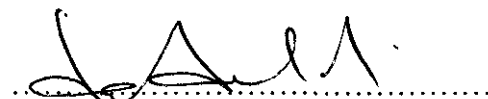
### **Indemnity**

62. Subject to the provisions of the Act, every director or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.


## Regulations

63. (1) Subject to the prior approval of the members in general meeting, the directors may from time to time make such regulations as they may deem necessary or expedient for the proper conduct and management of the Charity, and in particular but without prejudice to the generality of the foregoing, they may by such regulations or standing orders regulate the composition of the board of directors and the procedure at general meetings and meetings of the directors and committees of the directors in so far as such procedure is not regulated by the articles and generally, all such matters as are commonly the subject matter of company rules.
- (2) The members in general meeting shall at any time have power to alter, add to or repeal the regulations or standing orders, provided that no regulations or standing orders shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

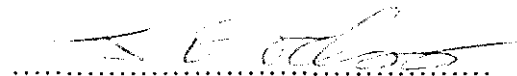
### *Signatures, Names and Addresses of Subscribers*



Jennette Arnold  
3 Old Stable Mews  
Mountgrove Road  
London N5 2LR



David Cruise  
40 Montagu Square  
London W1H 2LL



Josephine Enyonam Ocloo  
39d Brondesbury Park  
Kilburn  
London  
NW6 7AY

Dated: 22 September 2003

Witness to the above signatures:



Michael Stewart

11 Breems Buildings 17

London EC4A 1DW

Director