

FILE COPY



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

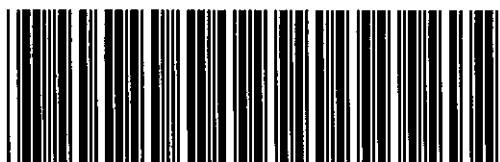
Company No. 5098581

The Registrar of Companies for England and Wales hereby certifies that

THE GURKHA WELFARE 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 8th April 2004



N05098581N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

for the record

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

The Gurkha Welfare Trust

I, Andrew John Lutley

of Springfield, Rookery Hill, Ashted Park, Ashted, Surrey KT21 1HY

† 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

A. Lutley

Declared at

Springfield, Rookery Hill, Ashted Park, Ashted, Surrey KT21 1HY

Day Month Year

On

07 04 2004

● Please print name.

before me ●

Hilary Margaret Wilson

Signed

Hilary Wilson

Date

7/4/2004

† 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.

A J Lutley, Solscan Limited, Springfield,
Rookery Hill, Ashted Park, Ashted, Surrey

KT21 1HY

Tel 01372 207040

DX number

DX exchange



A04
COMPANIES HOUSE

A6KCSU31

0493
08/04/04

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

5098581

12



30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHFP001

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

Company Name in full

The Gurkha Welfare Trust

I, Andrew John Lutley

of Springfield, Rookery Hill, Ashtead Park, Ashtead, Surrey, KT21 1HY

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.

† Please delete as appropriate.

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

A. Lutley

Declared at Springfield, Rookery Hill, Ashtead Park, Ashtead, Surrey KT21 1HY

Day Month Year
on 07 04 2004

● Please print name

before me ● Hilary Margaret Wilson

Signed

Hilary W. L.

Date

7/4/2004

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.

Solscan Limited, Springfield, Rookery Hill, Ashtead Park, Ashtead,

Surrey KT21 1HY

Tel 01372 279066

DX number

DX exchange



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



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full

The Gurkha Welfare Trust

Proposed Registered Office

PO Box 18215

(PO Box numbers only, are not acceptable)

2nd Floor 1 Old Street

Post town

London

County / Region

London

Postcode

EC1V 9XB

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

A J Lutley

Address

Springfield, Rookery Hill

Ashtead Park

Post town

Ashtead

County / Region

Surrey

Postcode

KT21 1HY

Number of continuation sheets attached

1

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.

A J Lutley, Solscan Limited, Springfield,
Rookery Hill, Ashtead Park, Ashtead, Surrey

KT21 1HY

Tel 01372 207040

DX number

DX exchange

Th



A04
COMPANIES HOUSE

0494
08/04/04


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

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

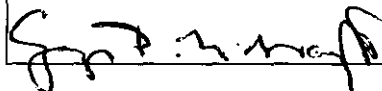
DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name	-			
NAME	*Style / Title	Colonel	*Honours etc	OBE
* Voluntary details	Forename(s)	Evan David		
	Surname	Powell-Jones		
	Previous forename(s)	-		
	Previous surname(s)	-		
Address	9 HIGH STREET			
Usual residential address	DRAYTON			
For a corporation, give the registered or principal office address.	Post town	ABINGDON		
	County / Region	OXON	Postcode	OX14 4JL
	Country	UK		
I consent to act as secretary of the company named on page 1				
Consent signature			Date	11/4/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	
	Forename(s)	GEORGE PURVES		
	Surname	MCMAUGHT		
	Previous forename(s)			
	Previous surname(s)			
Address	45 PINE GROVE			
Usual residential address				
For a corporation, give the registered or principal office address.	Post town	LONDON		
	County / Region	HR	Postcode	N20 8LA
	Country	UK		
	Day	Month	Year	
Date of birth	08	08	19	44
	Nationality	BRITISH		
Business occupation	RETIRED			
Other directorships	TOTTENHAM MANOR ASSOCIATION LTD			
	SWT TRADING LTD			
I consent to act as director of the company named on page 1				
Consent signature			Date	1.4.04

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	JOHN THEODORE		
	Surname	BACH		
	Previous forename(s)	—		
	Previous surname(s)	—		
Address	2 ELSWORTHY TERRACE			
Usual residential address				
For a corporation, give the registered or principal office address.	Post town	LONDON		
	County / Region		Postcode	NW13 3DR
	Country	ENGLAND		
	Day	Month	Year	
Date of birth	18	012	1191316	Nationality BRITISH
Business occupation	RETIRED			
Other directorships	—			
	I consent to act as director of the company named on page 1			
Consent signature	John Bach			Date 01.04.2004

This section must be signed by**Either**an agent on behalf
of all subscribers**Signed**

A. Lully

Date

7/4/04

Or the subscribers(i.e those who signed
as members on the
memorandum of
association).**Signed**

XXXXXXXXXXXXXXXXXXXXXX

Date

XXXXXXXXXXXXXXXXXX

Signed

XXXXXXXXXXXXXXXXXXXXXX

Date

XXXXXXXXXXXXXXXXXX

Signed

XXXXXXXXXXXXXXXXXXXXXX

Date

XXXXXXXXXXXXXXXXXX

Signed

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Date

XXXXXXXXXXXXXXXXXX

Signed

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Date

XXXXXXXXXXXXXXXXXX

Signed

XXXXXXXXXXXXXXXXXXXXXX

Date

XXXXXXXXXXXXXXXXXX

CHWP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, 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

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

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

Memorandum of Association of
The Gurkha Welfare Trust

1. In this memorandum:

"Commander" means the Colonel Brigade of Gurkhas for the time being ex officio and his successors in office irrespective of rank.

"Gurkha" means a citizen of the Kingdom of Nepal or a person of Nepalese descent:-

(i) who has served in or been attached for service to or is for the time being serving in or attached for service to:

(a) any Gurkha regiment or Gurkha Corps which at any time during his or her service with it formed or forms part of the Armed Forces of the British Crown; or

(b) the Gurkha contingent of the Singapore Police Force; or

(c) the Federation of Malaya Police between 1950 and 1958; or

(ii) who being female has served or is for the time being serving with the Armed Forces of the British Crown.

"Dependant" means any person who, in the opinion of the Directors, is a child or dependant of a Gurkha, including any such orphaned child or dependant.

"officers" includes the Directors and the secretary;

"Director(s)" means director(s) of the Charity. The Directors are charity trustees as defined by Section 97 of the Charities Act 1993;

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

2. The company's name is The Gurkha Welfare Trust (and in this document it is called "the Charity").

3. The Charity's registered office is to be situated in England and Wales.

4. The Charity's objects ("the Objects") are:

(a) to relieve either generally or individually Gurkhas and their Dependents, who are in conditions of need, hardship or distress;



- (b) to advance the education of Gurkhas and their Dependants and to advance education generally in the areas of the Kingdom of Nepal where Gurkhas live;
- (c) to train Gurkhas in a trade or occupation so as to assist them to re-establish in civilian life;
- (d) to make provision for the medical diagnosis and treatment of Gurkhas and their Dependants who are in need of such diagnosis or treatment and for the prevention of any disease or adverse conditions which may affect any such person; and
- (e) such other charitable purposes which are in the opinion of the Directors connected directly or indirectly with the foregoing purposes as the Directors from time to time think fit.

5.(1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

- (a) to administer and manage so long as the Directors think fit:
 - (i) a fund within the Charity in memory of the late Sir Omar Ali Saifuddin such fund being known as The Sir Omar Ali Fund; and
 - (ii) a fund within the Charity known as the Walker Scholarship Fund; and
 - (iii) a fund within the Charity known as the Trailwalker Fund;
- (b) to make grants, donations or subscriptions to charitable institutions or organisations;
- (c) to assist duly qualified persons by way of grants, gifts, pensions or otherwise or by providing or paying for items, services or facilities calculated to reduce the need, hardship or distress of such persons;
- (d) to pay for such items, services or facilities by way of donations or subscriptions to charitable institutions or organisations which provide or which undertake in return to provide such items, services or facilities for duly qualified persons;
- (e) to award to duly qualified persons scholarships, exhibitions, bursaries, maintenance allowances or grants tenable at any school, university, college of education, or other institution of further (including professional and technical) education approved for the purpose by the Directors;
- (f) to provide financial assistance, outfits, clothing, tools, instruments or books to assist duly qualified persons to pursue their education (including the study of music and other arts), to undertake travel in furtherance thereof, or to prepare for or enter a profession, trade, occupation or service on leaving school, university or other educational establishment;
- (g) to make rules for the award of scholarships, exhibitions, bursaries, maintenance allowances and other benefits, including rules as to the value and period of tenure of

the awards and the qualifications, method of ascertainment and selection of candidates for benefit;

- (h) to make grants to meet the cost of any preventative measures, medical consultation or treatment including the purchase of any medication, medical supplies, equipment or appliances and the establishment of any facilities for screening, prevention of disease or any adverse condition, diagnosis or treatment;
- (i) to raise funds and invite and receive contributions from any person or persons whatsoever by way of loan, subscription, donation and otherwise;
- (j) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (k) to sell, lease, exchange or otherwise dispose of all or any part of the property belonging to the Charity;
- (l) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed;
- (m) to co-operate and collaborate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (n) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (o) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (p) to employ and pay any person or persons (not being a Director) to supervise, organise and carry on the work of the Charity and as employers of staff to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other Dependants;
- (q) to:
 - (i) deposit or invest funds including, without limitation, the power to subscribe for or acquire shares in any company and to make loans on commercial terms to any such company;
 - (ii) employ a professional fund-manager; and
 - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (r) to establish and operate both current accounts and deposit accounts with bankers in the name of the Charity, such accounts to be operated in accordance with mandates approved by the Directors from time to time;
 - (s) to obtain indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in clause 5(2), but subject to the restrictions specified in clause 5(3);
 - (t) to pay out of the funds of the Charity the costs of forming the Charity as a company;
 - (u) to do all such other lawful things as are necessary or desirable for the achievement of the Objects.
- (2) The liabilities referred to in clause 5(1)(s) are:
- (a) any liability that by virtue of any rule of law would otherwise attach to the Director or other officer in respect of any negligence, default, breach of duty or breach of trust on his part in relation to the Charity;
 - (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading) or any statutory provision from time to time having similar effect.
- (3)(a) The following liabilities are excluded from clause 5(2)(a):
- (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
 - (iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- (b) There is excluded from clause 5(2)(b) any liability to make such a contribution where the basis of the Director's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
- (4) In exercising their powers of applying the income and property of the Charity the Directors shall have due regard to the wishes of the Commander and the arrangements at present in force for the welfare of Gurkhas in Nepal as long as such arrangements subsist.
- 6.(1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

- (2)(a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Charity.
- (b) Subject to the restrictions in clauses 5(2) and 5(3), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity.
- (4) No Director may:
- (a) buy any goods or services from the Charity;
 - (b) sell goods, services, or any interest in land to the Charity;
 - (c) be employed by, or receive any remuneration from the Charity;
 - (d) receive any other financial benefit from the Charity;
unless:
 - (i) the payment is permitted by clause 6(5) and the Directors follow the procedure and observe the conditions set out in clause 6(6); or
 - (ii) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.
- (5)(a) Any Director being a solicitor or other person engaged in any profession shall be entitled to charge and be paid all usual professional or other charges for work done by him or his firm when instructed by the Charity to act in a professional capacity on its behalf.
- (b) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.
- (6)(a) The Charity and its Directors may only rely upon the authority provided by clause 6(5) if each of the following conditions is satisfied:
- (i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
 - (ii) Unless expressly invited to remain in order to provide information, the Director is absent from the part of any meeting at which there is discussion of:
 - his employment or remuneration, or any matter concerning the contract; or
 - his performance in the employment, or his performance of the contract; or

- any proposal to enter into any other contract or arrangement with him or to confer any benefit upon him that would be permitted under clause 6(5); or
 - any other matter relating to a payment or the conferring of any benefit permitted by clause 6(5).
- (iii) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
- (iv) The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage(s) of employing a Director against the disadvantage(s) of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).
- (v) The reason for their decision is recorded by the Directors in the minute book.
- (vi) A majority of the Directors then in office have received no such payments.
- (b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director; or
 - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.
- (7) In clauses 6(2) - (6):
- (a) "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 directors to the Board of the company.
- (b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his partner.
7. The liability of the members is limited.
8. Every member promises, if the Charity is dissolved while he is a member or within twelve months after he ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him towards the payment of the debts and liabilities of

the Charity incurred before he ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

- 9.(1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.

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

Signatures, Names and Addresses of Subscribers

George Purves Menaught
GEORGE PURVES MENAUGHT
45 PINE GROVE
LONDON N20 8LA

John Theodore Bach
JOHN THEODORE BACH
2 ELSWORTHY TERRACE
LONDON NW3 3DR.

Dated: 1/4/04

Witness to the above Signatures:



Name: EVAN DAVID POWELL-JONES

Address: 9 HIGH STREET
DRAYTON
ABINGDON
OXON OX14 4JL

Occupation: CHARITY DIRECTOR



RAYMOND AUSON PETT

THE HOLLIES
LEET SQUARE
SITAPON MALET
BAH 5L14

Dated: 6/4/04

Witness to the above Signature:



Name: EVAN DAVID POWELL-JONES

Address: 9 HIGH STREET
DRAYTON
ABINGDON
OXON OX14 4JL

Occupation: CHARITY DIRECTOR

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

Articles of Association of
The Gurkha Welfare Trust

Interpretation.

1. In these articles:

"the Act" means the Companies Act 1985;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

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

"clear days" in relation to the period of a notice means a 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;

"Commander" means the Colonel Brigade of Gurkhas for the time being ex officio and his successors in office irrespective of rank;

"the Commission" means the Charity Commissioners for England and Wales;

"the memorandum" means the memorandum of association of the Charity;

"officers" includes the Directors and the secretary;

"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;

"Director(s)" means director(s) of the Charity. The Directors are charity trustees as defined by Section 97 of the Charities Act 1993;

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Members.

- 2.(1) The subscribers to the memorandum and such other persons as are admitted to membership by the Directors shall be members of the Charity.
- (2) Unless the Directors or the Charity in general meeting shall make other provision under Article 44, any member of the Charity may retire by written notice to the Charity, provided that after such retirement the number of members is not less than two.
- (3) Any member of the Charity who is or becomes a Director shall cease to be a member of the Charity on ceasing to be a Director.

Classes of Membership.

- 3.(1) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership.

4. Membership is terminated if:
 - (1) the member dies or, if it is an organisation, ceases to exist
 - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
 - (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;

- (4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

General meetings.

- 5.(1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The Directors may call an extraordinary general meeting at any time.

Notice of general meetings.

- 7.(1) The minimum periods of notice required to hold a general meeting of the Charity are:
 - twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
 - fourteen clear days for all other extraordinary general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed:
 - in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the Directors and auditors.
8. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings.

- 9.(1) No business shall be transacted at any general meeting unless a quorum is present.
 - (2) A quorum is three members entitled to vote upon the business to be conducted at the meeting.
 - (3) The authorised representative of a member organisation shall be counted in the quorum.
- 10.(1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting;
or
 - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Directors shall determine.
- (2) If a meeting has been adjourned under Article 10(1), the Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
 - (3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- 11.(1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- (2) If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
 - (3) If there is only one Director present and willing to act, he shall chair the meeting.
 - (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- 12.(1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at

least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

- 13.(1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
 - (2)(a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
 - (3)(a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
 - (4)(a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 - (5)(a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
14. If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he may have.
 15. A resolution in writing signed by each member (or in the case of a member that is an

organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

Votes of members.

16. Subject to Articles 3 and 14, every member, whether an individual or an organisation, shall have one vote.
17. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 18.(1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

Directors.

- 19.(1) A Director must be a natural person aged 18 years or older.
- (2) No one may be appointed a Director if he would be disqualified from acting under the provisions of Article 26.
20. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. Each Director shall become a member of the Charity (if not already such a member) on his appointment as a Director and shall cease to be a member of the Charity on ceasing to be a Director.
21. The first Directors shall be those persons notified to Companies House as the first directors of the Charity.
22. A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors.

Powers of Directors.

- 23.(1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.

- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

The Appointment of Directors.

- 24. The board of Directors shall consist when complete of up to 16 competent persons being 2 Ex-officio Directors, 8 Nominated Directors and not less than 4 and not more than 6 Co-opted Directors.

- 25(1) The Ex-officio Directors shall be:

The Commander; and

The Colonel Commandant Brigade of Gurkhas (or his successor in office);

both for the time being.

- (2) The Nominated Directors shall be appointed as follows:

- (a) One person nominated by each of the Chairmen or Presidents of the following Regimental Associations of the following Regiments:

2nd King Edward VII's Own Gurkha Rifles (The Sirmoor Rifles);

6th Queen Elizabeth's Own Gurkha Rifles;

7th Duke of Edinburgh's Own Gurkha Rifles; and

10th Princess Mary's Own Gurkha Rifles.

- (b) One person nominated by each of the Colonels of the following Regiments or Corps:

The Royal Gurkha Rifles;

The Queen's Gurkha Engineers;

Queen's Gurkha Signals; and

The Queen's Own Gurkha Transport Regiment.

Each appointment shall be for such period, not exceeding four years, as the Directors may determine.

Provided that the Chairmen, Presidents and Colonels mentioned in Article 25(2)(a) and (b) above may at any time nominate themselves as Directors instead of nominating some other person.

- (3) Each Co-opted Director shall be appointed for such period, not exceeding three years, as the Directors may determine by a resolution of the Directors passed at a special meeting of which not less than 21 days notice has been given.

- (4) Any Nominated or Co-opted Director who is absent from three consecutive meetings of the Directors and any Director who is adjudged bankrupt or makes a composition or arrangement with his creditors or who is incapacitated from acting shall (unless, in the case of absence, the Directors otherwise resolve) cease thereupon to be a Director.

Disqualification and removal of Directors.

26. A Director shall cease to hold office if he:
- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
 - (2) 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);
 - (3) ceases to be a member of the Charity;
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (5) resigns as a Director 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); or
 - (6) being a Nominated or Co-opted Director, is absent without the permission of the Directors from three consecutive meetings (unless the Directors otherwise resolve).

Proceedings of Directors.

- 27.(1) The Directors may regulate their proceedings as they think fit, subject to the provisions of these articles.
- (2) Any Director may call a meeting of the Directors.
 - (3) The secretary must call a meeting of the Directors if requested to do so by a Director.
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 28.(1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be three Directors.
 - (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
29. 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.

- 30.(1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him by the Directors.
- 31.(1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

Delegation.

- 32.(1) The Directors may delegate any of their powers or functions to a committee of two or more Directors and may also include on any such committee persons who are not Directors, but the terms of any delegation must be recorded in the minute book.
- (2) The Directors may impose conditions when delegating, including the conditions that:
- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.
- (5) The quorum for meetings of any committee (save in the case of committees whose powers are of an advisory nature only) shall be two Directors.
33. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 34.(1) Subject to Article 34(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;

- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Director; and
- that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

- (2) Article 34(1) does not permit a Director to keep any benefit that may be conferred upon him by a resolution of the Directors or of a committee of Directors if, but for Article 34(1), the resolution would have been void, or if the Director has not complied with Article 33.

Seal.

35. If the Charity has a seal it must 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.

Minutes.

36. The Directors must keep minutes of all:
- (1) appointments of officers made by the Directors;
 - (2) proceedings at meetings of the Charity;
 - (3) meetings of the Directors and committees of Directors including:
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts.

37. The Directors shall cause full and punctual accounts to be kept of the income and property of the Charity and all dealings therewith and all payments made thereunder.

Annual Report and Return and Register of Charities.

- 38.(1) The Directors must comply with their obligations under charity law with regard to:
- (a) the transmission of the statements of account to the Commission;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.

(d) any changes to the Charity's entry on the Central Register of Charities.

39. Any notice to be given to or by any person under these articles:

- (1) must be in writing; or
- (2) must be given using electronic communications.

Notices.

40. The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his address; or
- (c) by leaving it at the address of the member.

41. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

42.(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) A notice shall be deemed to be given 48 hours after the envelope containing it was posted.

Indemnity.

43. The Charity shall indemnify every Director or other officer or auditor 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 favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules.

44.(1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

(2) The bye laws may regulate the following matters but are not restricted to them:

- (a) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- (b) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these articles;
- (c) generally, all such matters as are commonly the subject matter of company rules.

- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- (5) The rules or bye laws, shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or these articles.

Signatures, Names and Addresses of Subscribers

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 GEORGE PURVES MCNAUGHT
 45 PINE GROVE
 LONDON N2 6SLA

John Theodore Bach
 JOHN THEODORE BACH
 2 ELSWORTHY TERRACE
 LONDON NW3 3DR.

Dated: 1/4/04

Witness to the above Signatures:

Evan David Powell-Jones

Name: EVAN DAVID POWELL-JONES

Address: 9 HIGH STREET
 DRAYTON
 BIRMINGHAM
 OXON OX14 4JL

Occupation: CHARITY DIRECTOR

~~R. Pett~~

RAYMOND AUSTIN PETT

THE HOLLIES
LEET SQUARE
SILVERTON MALL
BA4 5LH

Dated: 6/4/04

Witness to the above Signature:



Name: EVAN DAVID POWELL-JONES

Address: 9 HIGH STREET
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Occupation: CHARITY DIRECTOR