

FILE COPY



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

Company No. 5170904

The Registrar of Companies for England and Wales hereby certifies that
RENEWABLE HERITAGE 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 5th July 2004



N05170904D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

RENEWABLE HERITAGE TRUST

I, MORAG HAZEL GORDON MACLEOD

of 2 SUDNICTON CROFT, WESTON, YORK YO60 7NB

† Please delete as appropriate.

Paul 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

Morag Macleod

Declared at

13 Finkle Street Selby, N. Yorks

Day Month Year

On 15 06 2004

● Please print name.

before me

Paul Binder PAUL BINDER ELMHURST

Signed

Paul Binder

Date

15/6/2004

† 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.

MORAG MACLEOD

2 SUDNICTON CROFT, WESTON, YORK

YO60 7NB Tel 01653 619748

DX number

DX exchange



A14
COMPANIES HOUSE
01/07/04

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



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

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

RENEWABLE HERITAGE TRUST

I, MORAG HAZEL GORDON MACLEOD

of 2 SUDNICTON CROFT, WESTON, YORK YO60 7NB

MC

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

Morag Gordon Macleod

Declared at

13 Furkle Street Selby N. Yorks

Day Month Year

on

15 06 2004

• Please print name.

before me •

PAUL BINDER LEWITTIST

Signed

Paul Binder

Date

15/6/2004

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.

MORAG MACLEOD

2 SUDNICTON CROFT, WESTON, YORK

YO60 7NB

Tel 01653 619748

DX number

DX exchange



A14
COMPANIES HOUSE

0142
01/07/04

Form revised June 1998

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arge

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



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

Company Name in full

RENEWABLE HERITAGE TRUST

Proposed Registered Office

(PO Box numbers only, are not acceptable)

3 PARK AVENUE

Post town

SCARBOROUGH

County / Region

N. YORKSHIRE

Postcode

YO12 4AG

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

MORAG MACLEOD

Address

2 SUDNICTON CROFT

WESTON

Post town

YORK

County / Region

N. YORKSHIRE

Postcode

YO60 7NB

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.

MORAG MACLEOD

Tel 01653 619748

DX number

DX exchange



A14
COMPANIES HOUSE

0144
01/07/04

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
or LP - 4 Edinburgh 2

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

RENEWABLE HERITAGE TRUST

NAME *Style / Title

MRS

*Honours etc

Forename(s)

MORAG HAZEL GORDON

Surname

MACLEOD

Previous forename(s)

NONE

Previous surname(s)

NONE

Address ††

2 SUDNICTON CROFT

WESTON

Post town

YORK

County / Region

N. YORKSHIRE

Postcode

YO60 7NB

Country

ENGLAND

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

Consent signature

Date

7.6.04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MS

*Honours etc

Forename(s)

KATHRYN BARBARA

Surname

HUNT

Previous forename(s)

NONE

Previous surname(s)

NONE

Address ††

94 BRUNSWICK STREET

Post town

YORK

County / Region

N. YORKSHIRE

Postcode

YO23 1ED

Country

ENGLAND

†† 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

3 0 3 1 9 6 8

Nationality

BRITISH

Business occupation

PRIMARY SCHOOL TEACHER

Other directorships

NONE

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

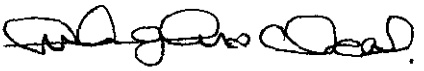
Consent signature

Date

7.6.04


Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MRS		*Honours etc	
* Voluntary details	Forename(s)	MORAG HAZEL GORDON			
	Surname	MACLEOD			
	Previous forename(s)	NONE			
	Previous surname(s)	NONE			
Address ^{††}		2 SUDNICTON CROFT			
<input type="checkbox"/>		WESTON			
	Post town	YORK			
	County / Region	N. YORKSHIRE	Postcode	YO60 7NB	
	Country	ENGLAND			
	Date of birth	Day	Month	Year	Nationality
		11	06	1968	BRITISH
	Business occupation	ADMINISTRATOR			
	Other directorships	NONE			
	I consent to act as director of the company named on page 1				
	Consent signature			Date	7.6.04.

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed



Date

7.6.04.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

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

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

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

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

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

Address:

Give the usual residential address.

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

Subscribers:

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

2. Directors known by another description:

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

3. Directors details:

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

4. Other directorships:

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

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

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

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

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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 †

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

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

CHWP000

Company Name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

3170904

COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF
RENEWABLE HERITAGE TRUST



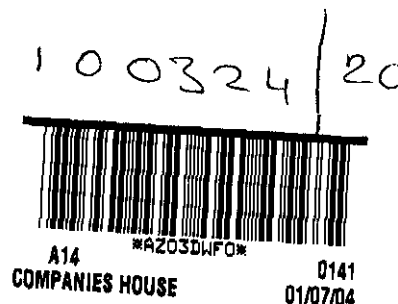
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1. NAME

The name of the Company is "Renewable Heritage Trust" ("the Charity")

2. REGISTERED OFFICE

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



3. OBJECTS

The objects of the Charity are to preserve for the benefit of the people of the locality of any project undertaken and of the Nation, the historical, architectural and constructional heritage that may exist in buildings (including any structure or erection, and any part of a building as so defined) of particular beauty or historical, architectural or constructional interest, which may, without detriment to the building's heritage, be adapted to generate renewable energy as a means of sustainability. ("the Objects")

4. POWERS

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

- 4.1 To promote or carry out research
- 4.2 To provide advice
- 4.3 To publish or distribute information and by publishing books or pamphlets or in other appropriate manner to make known to the public the existence of buildings of particular beauty or historical, architectural or constructional interest or the features of especial interest of such buildings
- 4.4 To co-operate with other bodies
- 4.5 To support, administer, act as trustee of or set up other charities
- 4.6 To raise funds (but not by means of **taxable trading**)
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.8 To acquire or hire property of any kind
- 4.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993), such letting or disposal to be subject to such covenants, conditions and restrictions as are reasonably necessary to ensure the preservation of any buildings or land.

- 4.10 To repair, renovate, restore, rebuild and generally promote the preservation of Howsham Mill and the island on which it stands.
- 4.11 To buy or otherwise acquire furniture and other equipment for use in connection with any such buildings or land; and to sell, lease or otherwise dispose of any such furniture or equipment
- 4.12 To make such arrangements as are necessary to enable the public to view and enjoy any buildings or land (whether free or at a charge)
- 4.13 To make planning applications for consent under by-laws or building regulations and other like applications.
- 4.14 To make grants or loans of money and to give guarantees
- 4.15 To set aside funds for special purposes or as reserves against future expenditure
- 4.16 To deposit or invest funds in any manner (but to invest only after obtaining advice from a **financial expert** and having regard to the suitability of investments and the need for diversification)
- 4.17 To delegate the management of investments to a financial expert, but only on terms that:
 - 4.17.1 the investment policy is set down **in writing** for the financial expert by the Trustees
 - 4.17.2 every transaction is reported promptly to the Trustees
 - 4.17.3 the performance of the investments is reviewed regularly with the Trustees
 - 4.17.4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 4.17.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.17.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
 - 4.17.7 the financial expert must not do anything outside the powers of the Trustees
- 4.18 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.19 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.20 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the **Trustee** concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4.21 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.22 To enter into contracts to provide services to or on behalf of other bodies
- 4.23 To establish subsidiary companies to assist or act as agents for the Charity
- 4.24 To pay the costs of forming the Charity

- 4.25 To do anything else within the law which promotes or helps to promote the Objects

5. BENEFITS TO MEMBERS AND TRUSTEES

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the **members** of the Charity but

5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied

5.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity

5.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity

5.1.4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity

- 5.2 A Trustee must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Charity except

5.2.1 as mentioned in clauses 4.20, 5.1.2, 5.1.3 or 5.3

5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity

5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)

5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding

5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the **Commission** in advance)

- 5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if

5.3.1 the goods or services are actually required by the Charity

5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4

5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year

- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:

5.4.1 declare an interest at or before discussion begins on the matter

5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information

5.4.3 not be counted in the quorum for that part of the meeting

5.4.4 withdraw during the vote and have no vote on the matter

5.5 This clause may not be amended without the prior written consent of the **Commission**

6. LIMITED LIABILITY

The liability of members is limited

7. GUARANTEE

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

8. DISSOLUTION

8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects

8.1.2 directly for the Objects or charitable purposes within or similar to the Objects

8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance


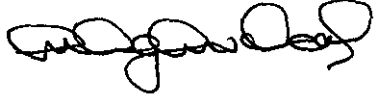
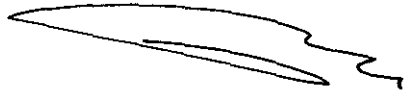
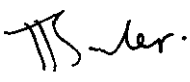
8.2 A final report and statement of account must be sent to the Commission

9. INTERPRETATION

9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

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

We wish to be formed into a company under this Memorandum of Association

NAMES & ADDRESSES OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
<i>[List the full name and residential address of each of the subscribers]</i>	<i>[signature of each of the subscribers]</i>
KATHRYN BARBARA HUNT 94 BRUNSWICK STREET YORK YO2 1ED	
MORAG HAZEL GORDON MACLEOD 2 SUDNICTON CROFT WESTON YORK YO60 7NB	
DAVID RICHARD MANN 2 SUDNICTON CROFT WESTON YORK YO60 7NB	
JEANNETTE ISABELLA SWALES 3 PARK AVENUE SCARBOROUGH N. YORKS YO12 4AG	

Date 9th June 2004 [Date]

Witness to the above signatures

Andrew Yeats. BA Hons. Dip. Arch. ARKAS . RIBA
Old Village School
Horton York YO60 7MP.
Chartered Architect.



[Name, address and occupation of witness]

[Signature of witness]

COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
RENEWABLE HERITAGE TRUST

1. MEMBERSHIP

- 1.1 The number of members with which the company proposes to be registered is unlimited
- 1.2 The Charity must maintain a register of members
- 1.3 **Membership** of the Charity is open to any individual [or organisation] interested in promoting the Objects who
 - 1.3.1 applies to the Charity in the form required by the Trustees
 - 1.3.2 is approved by the Trustees
 - and
 - 1.3.3 signs the Register of members or consents in writing to become a member [either personally or (in the case of a member organisation) through an **authorised representative**]
- 1.4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1.5 Membership is terminated if the member concerned
 - 1.5.1 gives written notice of resignation to the Charity
 - 1.5.2 dies [or (in the case of an organisation) ceases to exist]
 - 1.5.3 is six **months** in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due)
 - or
 - 1.5.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 **clear days** after receiving notice)
- 1.6 Membership of the Charity is not transferable

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least clear 21 days written notice specifying the business to be discussed
- 2.2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least 3 (or 60% of the members if greater)
- 2.3 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 2.5 Except for the Chair of the meeting, who has a second or casting vote, every member present in person or through an authorised representative has one vote on each issue
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in *more than one document and will be treated as passed on the date of the last signature*)
- 2.7 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation
- 2.8 At an AGM the members:
 - 2.8.1 receive the accounts of the Charity for the previous financial year
 - 2.8.2 receive the Trustees' report on the Charity's activities since the previous AGM
 - 2.8.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation
 - 2.8.4 elect persons to be Trustees to fill the vacancies arising
 - 2.8.5 appoint auditors for the Charity
 - 2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity and
 - 2.8.7 discuss and determine any issues of policy or deal with any other business put before them
- 2.9 Any general meeting which is not an AGM is an EGM
- 2.10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least 3 members

3. THE TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds
- 3.2 The Trustees when complete consist of at least 3 and not more than 10 individuals
- 3.3 The subscribers to the Memorandum are the first Trustees of the Charity.
- 3.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees

- 3.5 One third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 3.6 A Trustee's term of office automatically terminates if he or she:
- 3.6.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 3.6.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 3.6.3 is absent from 4 consecutive meetings of the Trustees
 - 3.6.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM)
 - 3.6.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
 - 3.6.6 is removed by resolution passed by at least 3 (or 60% if the number is greater) of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views
- or
- 3.6.7 ceases to promote the best interests of the charity
- 3.7 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM
- 3.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

4. PROCEEDINGS OF TRUSTEES

- 4.1 The Trustees must hold at least 4 meetings each year
- 4.2 A quorum at a meeting of the Trustees is 3 (or 60% if the number is greater) Trustees
- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4.4 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4.6 Except for the Chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

5. POWERS OF TRUSTEES

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

- 5.1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act
- 5.2 to appoint a Chair, Treasurer and other honorary officers from among their number
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least 1 member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
- 5.4 to make Standing Orders consistent with the **Memorandum, these Articles** and the Act) to govern proceedings at general meetings
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 5.7 to establish procedures to assist the resolution of disputes within the Charity
- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting

6. RECORDS & ACCOUNTS

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

7. NOTICES

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

8. DISSOLUTION

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

9. INTERPRETATION

In the Memorandum in and in these Articles:

"beneficiaries" means the people of Howsham and of the Nation

"The Act" means the Companies Act 1985

"AGM" means an annual general meeting of the Charity

"area of benefit" means Howsham Mill and the land on which it stands

"these Articles" means these articles of association

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

"Chair" means the chairman of the Trustees

"the Charity" means the company governed by these Articles

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

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

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

"EGM" means an extraordinary general meeting of the Charity

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

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

"member" and "membership" refer to membership of the Charity

"Memorandum" means the Charity's Memorandum of Association

"month" means calendar month

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

"Secretary" means the Secretary of the Charity

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

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

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

"year" means calendar year

9.2 Expressions defined in the Act have the same meaning

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

We wish to be formed into a company under these Articles of Association

NAMES & ADDRESSES OF SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

[List the full names and residential addresses
of each of the subscribers]

[signatures of each of the subscribers]

KATHRYN BARBARA HUNT
94 BRUNSWICK STREET
YORK YO23 1ED



MORAG HAZEL GORDON MACLEOD
2 SUDNICTON CROFT
WESTON
YORK YO60 7NB



DAVID RICHARD MANN
2 SUDNICTON CROFT
WESTON
YORK YO60 7NB



JEANNETTE ISABELLA SWALES
3 PARK AVENUE
SCARBOROUGH
N. YORKS YO12 4AG



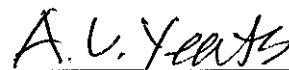
Date

9th June 2004

[Date]

Witness to the above signatures

Andrew Yeats. BA Hon
Old Village School
Horton York YO60 7MP.
Chartered Architect.



[Name, address and occupation of witness]

[Signature of witness]