

Memorandum and Articles of Association
of
Jamyang Buddhist Centre

Charity Number: 1106802
Company Number: 05264030

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of JAMYANG BUDDHIST CENTRE

- 1 The company's name is JAMYANG BUDDHIST CENTRE (and in this document it is called the Charity).
- 2 The Charity's registered office is to be situated in England.
- 3 The Charity's objects (the Objects) are to advance the Buddhist Faith and Buddhist Charitable Institutions throughout the United Kingdom and elsewhere, making Buddhist teachings available to anyone who requests them.
- 4(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 promote the study and practice of the Buddhadharma according to the tradition of all or any of the schools of Buddhism;
 - (b) to establish and maintain centres, schools, colleges, institutions, monasteries, nunneries, communities and retreats in the United Kingdom and elsewhere;
 - (c) to provide financial or such other support and assistance from time to time to or for needy members of the Mahasanga (Ordained Community) for any charitable purpose whatever connected with the study of Buddhadharma and for their reasonable day to day living expenses such as food clothing travelling and housing, to enable them to live the monastic life free of material worries;
 - (d) to provide facilities for and pay salaries to and to pay the reasonable expenses of resident and visiting teachers and members of the Ordained Community (not being Trustees) to teach the Dharma at the said centres, schools, colleges, institutions, monasteries, nunneries, communities and retreats and elsewhere;

- (e) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (f) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (g) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with Part 7 of the Charities Act 2011;
- (h) 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. The Charity must comply as appropriate with Part 7 of the Charities Act 2011 if it wishes to mortgage land;
- (i) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (j) to establish, administer or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (k) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (l) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (m) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
- (n) to:
 - (i) deposit or invest funds;
 - (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;

(o) to provide indemnity insurance for the Trustees or any other officer of the Charity in relation to any such liability as is mentioned in subclause (2) of this clause, but subject to the restrictions specified in subclause (3) of the clause;

(p) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;

(q) to do all such other lawful things as are necessary for the achievement of the Objects;

4(2) The liabilities referred to in sub-clause (1)(o) are:

(a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty 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).

4(3) (a) The following liabilities are excluded from sub-clause (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 Trustee or other officer;

(iii) liabilities to the Charity that result from conduct that the Trustee 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 sub-clause 2(b) any liability to make such a contribution where the basis of the Trustee's liability is his or her 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.
- 5(1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 5(2)
 - (a) A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 - (b) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- 5(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. This does not prevent a member who is not also a Trustee receiving:
 - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- 5(4) No Trustee may:
 - (a) buy goods or services from the Charity except where such goods or services are on sale or available to the general public and are bought on identical terms by the Trustee concerned;
 - (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 the payment or transaction is previously and expressly authorised in writing by the Charity Commission.

5(5) A Trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.

5(6) In sub-clauses (2)-(5) of this clause 5:

(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) "Trustee" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as his or her partner.

6 The liability of the members is limited.

7 Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she 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.

- 8(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 to entities affiliated with the FPMT and based in the UK including but not limited to Land of Joy (charity number 1138826), Jamyang Buddhist Centre Leeds (charity number 1109242) or any other such charity in shares to be decided by the members of the Charity, in each case for purposes that fall within the Objects and, in the event that at the time of any such dissolution there shall have ceased to be any entities affiliated with the FPMT in the UK, then the net assets shall be transferred to FPMT for purposes that fall within the Objects.
- 8(2) Subject to any such resolution of the members of the Charity, the Trustees 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 to entities affiliated with the FPMT and based in the UK including but not limited to Land of Joy (charity number 1138826), Jamyang Buddhist Centre Leeds (charity number 1109242) or any other such charity in shares to be decided by the members of the Charity, in each case for purposes that fall within the Objects and, in the event that at the time of any such dissolution there shall have ceased to be any entities affiliated with the FPMT in the UK, then the net assets shall be transferred to FPMT for purposes that fall within the Objects.
- 8(3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity and if no such resolution is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

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

The persons whose signatures, names, and addresses are written at the end of the Memorandum will be the first members of the Company.

Signatures, Names and Addresses of Subscribers

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Dated:

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Witness to the above Signatures:

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Name:

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Address:

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Occupation:

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE

Articles of Association of

JAMYANG BUDDHIST CENTRE

Interpretation.

1 In these articles:

"the Act" means the Companies Act 2006;

"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 Affiliation Agreement" means the agreement made between the Charity and the FPMT dated July 5th, 2006

"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;

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

"the FPMT" means the Foundation for the Preservation of the Mahayana Tradition, Inc., a USA non-profit religious corporation;

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

"officers" includes the Trustees 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;

"the Trustees" means the directors of the Charity. The directors are charity trustees as defined by Section 177 of the Charities Act 2011;

"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.

Membership.

- 2(1) The subscribers to the memorandum are the first members of the Charity.
- 2(2) The members of the Charity shall be the Trustees and so that on appointment a Trustee shall be admitted to membership.
- 2(3) Membership is terminated if the member concerned
 - (a) gives written notice of resignation to the Charity
 - (b) dies
 - (c) is 6 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)
 - (d) 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)

or

(e) ceases to be a Trustee.

2(4) Membership is not transferable to anyone else.

2(5) The Trustees must keep a register of names and addresses of the members.

Classes of Membership.

3(1) The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

3(2) The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.

3(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.

3(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.

General meetings.

4(1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

- 4(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.
- 4(3) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5 The Trustees may call an extraordinary general meeting at any time.

Notice of general meetings.

- 6(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.
- 6(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.
- 6(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.
- 6(4) The notice must be given to all the members and to the Trustees and auditors.
- 7 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.

8(1) No business shall be transacted at any general meeting unless a quorum is present.

8(2) A quorum is:

- four members entitled to vote upon the business to be conducted at the meeting; or
- one tenth of the total membership at the time

whichever is the greater.

9(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 Trustees shall determine.

9(2) The Trustees 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.

9(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.

10(1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.

10(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.

- 11(1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 11(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.
- 11(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.
- 11(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.
- 12(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.
- 12(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.
- 12(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.

- 12(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.
- 12(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.
- 13 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 or she may have.
- 14 A resolution in writing signed by each member 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.

- 15(1) Subject to Articles 3 and 14 and the next paragraph, every member shall have one vote.
- 15(2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.

- 16 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.

Trustees.

- 17(1) A Trustee must be a natural person aged 18 years or older.
- 17(2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 29.
- 18 The number of Trustees shall be not less than five but (unless otherwise determined by ordinary resolution) shall not exceed twelve.
- 19 The first Trustees shall be those persons notified to Companies House as the first directors of the Charity.
- 20 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

Powers of Trustees.

- 21(1) The Trustees 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.
- 21(2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 21(3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- 21(4) The unanimous vote of all the Trustees is required for decisions that significantly change the relationship between the Charity and the FPMT including but not limited to:
- Termination of the Affiliation Agreement;
 - Affiliation with any entity other than the FPMT or a subsidiary of the FPMT;
 - Divergence from the advice of the Spiritual Director (Clause 39).

Retirement.

- 22 At the first annual general meeting all the Trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient Trustees to hold a quorate meeting of the Trustees. At each subsequent annual general meeting one-third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one third must retire from office.
- 23(1) The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 23(2) If a Trustee is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

The Appointment of Trustees.

- 24 The Charity may by ordinary resolution:
- appoint a person who is willing to act to be a Trustee; and
 - determine the rotation in which any additional Trustees are to retire.
- 25 No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless:
- (1) he or she is recommended for re-election by the Trustees; or
 - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;

- (b) states the member's intention to propose the appointment of a person as a Trustee
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed and to be a member of the Charity.
- 26 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation.
- 27(1) The Trustees may appoint a person who is willing to act to be a Trustee.
- 27(2) A Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation.
- 28 The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

Disqualification and removal of Trustees.

- 29 A Trustee shall cease to hold office if he or she:
 - (1) ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a trustee;
 - (2) is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (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 or her own affairs;
- (5) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the Trustees from three consecutive meetings of the Trustees.

Trustees' remuneration.

- 30 The Trustees must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

Proceedings of Trustees.

- 31 Subject always to sub-clause 21.4:

31(1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.

31(2) Any Trustees may call a meeting of the Trustees.

31(3) The secretary must call a meeting of the Trustees if requested to do so by a Trustee.

31(4) Questions arising at a meeting shall be decided by a majority of votes.

31(5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

- 32 Subject always to sub-clause 21.4:

32(1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.

- 32(2) The quorum shall be four or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.
- 32(3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 33 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 34(1) The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
- 34(2) If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 34(3) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these articles or delegated to him or her by the Trustees.
- 35(1) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- 35(2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

Delegation.

- 36(1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book.

36(2) The Trustees 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 Trustees.

36(3) The Trustees may revoke or alter a delegation.

36(4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

37 A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

38(1) Subject to sub-clause 36.2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- 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 Trustee; and
- that Trustee being counted in the quorum;

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

- 38(2) Sub-clause 36.1 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for sub-clause 36.1, the resolution would have been void, or if the Trustee has not complied with clause 37.

Spiritual Director.

39

The ultimate responsibility for the direction of FPMT lies with its Spiritual Director, presently Lama Zopa Rinpoche, and its board. The Spiritual Director oversees the spiritual and educational aspects of the Charity. Rinpoche takes inspiration and guidance from His Holiness the Dalai Lama in his work.

The Spiritual Director's successor shall be appointed by the current Spiritual Director in writing, or if no such appointment has been made, the board of FPMT will appoint the successor through a unanimous vote of consent.

Seal.

- 40 If the Charity has a seal it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

Minutes.

- 41 The Trustees must keep minutes of all:

- (1) appointments of officers made by the Trustees;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Trustees and committees of Trustees including:
 - the names of the Trustees present at the meeting;

- the decisions made at the meetings; and
- where appropriate the reasons for the decisions.

Accounts.

- 42(1) The Trustees must prepare for each financial year accounts as required by section 394 (or, if applicable, section 399) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 42(2) The Trustees must keep accounting records as required by sections 386 and 388 of the Act.

Annual Report and Return and Register of Charities.

- 43(1) The Trustees must comply with the requirements of the Charities Act 2011 with regard to:
- (a) the transmission of the statements of account to the Charity;
 - (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.
- 43(2) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
- 44 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given using electronic communications.

- 45 The Charity may give any notice to a member either:
- (1) personally; or
 - (2) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (3) by leaving it at the address of the member; or
 - (4) by giving it using electronic communications to the member's address.
- 46 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.
- 47(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 47(2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 47(3) A notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity.

- 48 The Charity shall indemnify every Trustee or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Trustee or in which the Trustee is acquitted or in connection with any application in which relief is granted to the Trustee by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules.

- 49(1) The Trustees 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.
- 49(2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- 49(3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 49(4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- 49(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 the articles.

Signatures, Names and Addresses of Subscribers

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Dated:

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Witness to the above Signatures:

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Name:

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Address:

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Occupation:

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