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COMPANIES HOUSE 03/04/2006

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COMPANIES HOUSE 28/03/2006

THE COMPANIES ACTS 1985 AND 1989
Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

155143

1. The Company's name is **Media Standards Trust¹** (and in this document it is called the "**Charity**").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects (the "**Objects**") are²:
 - (1) The advancement of the education of the public by promoting understanding and knowledge of the media in a modern society.
 - (2) The promotion for the public benefit of ethical standards of conduct including high standards of balance, fairness, accuracy, integrity and professionalism and compliance with the law by all those engaged in or responsible for the media in the UK and elsewhere.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - (1) to act as a forum to bring together the public and those engaged in the media to generate and share ideas and place these in the public domain.
 - (2) to undertake, promote or sponsor research and to publish the useful results of such research.
 - (3) to run or contribute to the running of courses, forums and events.
 - (4) to defray or contribute towards the costs of publicising the activities of the Charity.
 - (5) to fix and levy charges for the services offered by the Charity.
 - (6) to make grants or loans of money.
 - (7) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity.
 - (8) to raise funds, to invite and receive contributions, to apply for and receive grants, to accept donations and to borrow money; provided that in raising funds the Charity shall not undertake any substantial permanent trading activities which are not for the purpose of the actual carrying out of the Objects or are ancillary to the Objects or fall within any exemption for small trading if the relevant statutory requirements are met and shall conform to any relevant statutory regulations.
 - (9) to acquire (buy, purchase, take on lease, exchange or otherwise howsoever), develop, alter, improve, construct, reconstruct, convert, refurbish, decorate, maintain and equip for use any real or personal property and (subject to such consents as may be required by law) to sell, let, charge rent for the occupation any property (including on a short-term basis), charge or otherwise dispose of any real or personal property.
 - (10) to borrow or raise money on such terms and on such security as may be thought fit and with such consents as are required by law and subject always to complying with restrictions on mortgages imposed by section 38 of the Charities Act 1993.

¹ Name changed pursuant to a Special Resolution of the members passed on 22 March 2006

² Clause 3(1) and (2) inserted pursuant to a Special Resolution of the members passed on 22 March 2006

- (11) to pay and discharge any rates, rents, taxes, costs of insurance, maintenance, repairs or other outgoings or liabilities payable from time to time in respect of any property held.
- (12) subject to clause 5 below to employ and remunerate such employees and advisors who shall not be directors of the Charity (hereinafter referred to as the **"trustees"**), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of salaries, pensions and superannuation to employees and advisors and their dependants.
- (13) to invest the money of the Charity not immediately required for the Objects in or on such investments, securities or property as may be thought fit.
- (14) (i) to appoint as investment manager for the Charity one or more persons who the trustees are satisfied after enquiry are proper and competent persons to act in that capacity and who are an individual or company or firm authorised to give investment advice under the Financial Services and Markets Act 2000 and to delegate to any investment manager so appointed at such investment managers' discretion the power to buy and sell investments for the Charity on its behalf in accordance with the investment policy laid down by the trustees. The trustees may pay reasonable and proper remuneration to any appointed to act as an investment manager for the Charity.
- (ii) Where the trustees make any delegation under this clause they must:
 - (a) inform the investment manager in writing of the extent of the Charity's investment powers;
 - (b) lay down a detailed investment policy for the Charity and immediately inform the investment manager in writing of it and of any changes to it;
 - (c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
 - (d) ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and the exercise by him or her or them of the delegated authority;
 - (e) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
 - (f) review the appointment at such intervals not exceeding 24 months as they think fit; and
 - (g) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the trustees decide and as are consistent with this clause. (Such remuneration may include commission fees and/or expenses earned by the investment manager to the extent that they are disclosed to the trustees.)
- (iii) Where the trustees make any delegation under this clause they must do so on the terms that follow:
 - (a) the investment manager must comply with the terms of his or her or their delegated authority;

- (b) the investment manager must not do anything which the trustees do not have the power to do;
 - (c) the trustees may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this clause; and
 - (d) the trustees must give directions to the investment manager as to the manner in which he or she or they is/are to report to them all sales and purchases of investments made on their behalf.
- (iv) to make such arrangements as the trustees think fit for any investments of the Charity or income from those investments to be held by a body corporate as the trustees' nominee and to pay reasonable and proper remuneration to any corporate body acting as the trustees' nominee in pursuance of this clause.
- (15) to insure the Charity, its property, employees, advisers, volunteers and visitors against such risks as the trustees consider prudent or necessary to insure against.
- (16) 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 (a) of this clause but subject to the restrictions specified in subclause (b) of the clause:
 - (a) The liabilities referred to above are:
 - (i) any liability that 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;
 - (ii) the liability to make a contribution to the Charity's assets as specified in Section 214 of the Insolvency Act 1986 (wrongful trading).
 - (b) (i) The following liabilities are excluded from subclause (a)(i) above:
 - (aa) fines;
 - (bb) cost of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the governor or any other officer;
 - (cc) liabilities to the Charity that result from conduct that the governor 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.
 - (ii) There is excluded from liability from subclause (a)(ii) above any liability to make such a contribution where the basis of the governor'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.
- (17) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.

- (18) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects.
 - (19) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them.
 - (20) to acquire, merge or enter into a partnership or joint venture with any charity formed for any of the Objects.
 - (21) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity.
 - (22) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:
- (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
 - (3) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
 - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
 - (6) to any trustee of reasonable out-of-pocket expenses.
 - (7) of reasonable and proper premium in respect of indemnity insurance effected in accordance with Clause 4(16) above.
6. The liability of the members is limited.
7. Every member of the charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

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

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

JULIA MIDDLETON
Julia Middleton
80 Mortimer Road
N1 5AP
CEO,COMMON PURPOSE

David Bell
DAVID BELL
35 BELITHA VILLAS
LONDON N1 1PE
Director

Cyril Chantler
CYRIL CHANTLER
22,BEN BOW HSE
24,NEWGLOBEWALK
LONDON SE1 9DS
PHYSICIAN

Witness to the Signature of **JULIA MIDDLETON**: Sue Crawford

Name: Sue CRAWFORD

Address: 4,Maynard RD London E17 9JG

Occupation: UK Office Director, COMMON PURPOSE

Dated: 8/7/05

Witness to the Signature of **SIR DAVID BELL**: J Sherman

Name: J.SHERMAN

Address: 29 NEWLANDS RD
WOODFORD GREEN,IG8 0RS

Occupation: P.A.

Dated: 11/7/05

Witness to the Signature of **SIR CYRIL CHANTLER**: Catherine M Kerbel

Name: CATHERINE MARY KERBEL

Address: FLAT 46 BEN BOW HOUSE, 24, NEW GLOBE WALK
SE1 9DS

Occupation: TEACHER

Dated: 12 July 2005

**ARTICLES OF ASSOCIATION
of
Media Standards Trust¹**

¹ Name changed pursuant to a Special Resolution of the members passed on 22 March 2006

THE COMPANIES ACTS 1985 AND 1989
Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

INTERPRETATION

1. In these articles:

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

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

the **"articles"**: these Articles of Association of the Charity;

"clear days": in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the Commission": the Charity Commission as for England and Wales;

"executed": includes any mode of execution;

the **"memorandum"**: the memorandum of association of the Charity;

"office": the registered office of the Charity;

the **"seal"**: the common seal of the Charity if it has one;

"secretary": 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"**: the directors of the Charity (and **"trustee"** has a corresponding meaning);

the **"United Kingdom"**: Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 64 shall be members of the Charity.
- (2) Any member of the Charity may retire, provided that after such retirement the number of members is not less than 2.

GENERAL MEETINGS

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee, or any member of the charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

5. An annual general meeting shall be called by at least 21 clear days' notice. All other general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

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

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

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

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any meeting unless a quorum is present. 2 persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or a majority of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
9. The members present and entitled to vote shall choose one of their number to be chairman.
10. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
11. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no

business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

12. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chairman; or
 - (2) by at least 2 members having the right to vote at the meeting; or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
13. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
14. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
15. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
17. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
18. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
19. A member shall be present at a general meeting if he is there in person or is able to participate in the meeting by telephone or video conference.

VOTES OF MEMBERS

20. Subject to Article 16, every member shall have one vote.
21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting

shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
24. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.
25. A resolution in writing signed by or on behalf of all members entitled to attend and vote in respect thereof at a general meeting shall be as valid and effective as if the same had been passed at a general meeting duly convened and held, and any such resolution may consist of several documents in the like form each signed by or on behalf of one or more such members.

TRUSTEES

26. The number of trustees shall be not less than 3 but (unless otherwise determined by ordinary resolution of the members) shall not be subject to any maximum.
27. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

POWERS OF TRUSTEES

28. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution of the members, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
29. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
 - (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;
 - (2) to enter into contracts on behalf of the Charity.

APPOINTMENT AND RETIREMENT OF TRUSTEES

30. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.
31. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who *became or were last reappointed trustees on the same day* those to retire shall (unless they otherwise agree among themselves) be determined by lot.
32. If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
33. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
- (1) he is recommended by the trustees; or
 - (2) not less than 14 nor more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
34. No person may be appointed as a trustee:
- (1) unless he has attained the age of 18 years; or
 - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Articles 38 and 39.
35. Not less than 7 nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.
36. Subject as aforesaid, the Charity may by ordinary resolution of the members appoint a person who is willing to act to by a trustee either to fill a vacancy or as an additional trustee and may also *determine the rotation in which any additional trustees are to retire.*
37. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

38. A trustee shall cease to hold office if he

- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns his office by notice to the Charity (but only if at least 2 trustees will remain in office when the notice of resignation is to take effect); or
 - (4) is absent without the permission of the trustees from all their meetings held within a period of 12 months and the trustees resolve that his office be vacated.
39. A trustee shall cease to hold office if the Charity shall by ordinary resolution of the members declare that he shall cease to be a trustee.

TRUSTEES' EXPENSES

40. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

TRUSTEES' APPOINTMENTS

41. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
42. Except to the extent permitted by Clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

PROCEEDINGS OF TRUSTEES

43. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
44. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than a majority of the trustees for the time being or 2 trustees, whichever is the greater.
45. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
46. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.

47. The trustees may appoint and constitute such committees, sub-committees, boards, bodies and groups (whether advisory or not) as the trustees may consider desirable for the better management and administration of the Charity and may make amend, vary, revoke and replace rules and regulations for the purpose of defining the functions, powers and organisation of such committees, sub-committees, boards, bodies and groups and may also (if the trustees shall think fit) pay a reasonable and proper honorarium or fee or salary to and defray reasonable and proper out-of-pocket expenses incurred by any member of such committee, sub-committee, board, group or body appointed as aforesaid provided that no trustee who shall be such a member shall be entitled to any fee or salary or honorarium except as provided by Clause 5 of the memorandum and provided that all acts and proceedings of any such committees, sub-committees, boards, bodies and groups shall be reported to the trustees as soon as possible and further provided that no committee shall incur expense on behalf of the Charity without the prior consent of the trustees.
48. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
49. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
50. A trustee shall be present at a meeting of the trustees or any committee of trustees if he is there in person or is able to participate in the meeting by telephone or video conference.
51. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for payment of money from such account shall be signed by any two of the trustees or by any two persons (not being trustees) who shall in writing be authorised by all the trustees or by one such person and one trustee and neither the bank nor any other person concerned with the payment of money under the authority of any cheque or order so signed shall be concerned to enquire whether the consent of the trustee or trustees not signing such cheque or order has been obtained in respect of such payment.

SECRETARY

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

MINUTES

53. The trustees shall keep minutes in books kept for the purpose :
- (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

THE SEAL

54. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.
55. Any instrument signed by two trustees or by one trustee and the secretary and expressed to be executed by the Charity as a deed shall have the same effect as if executed under seal; provided that no instrument which shall make it clear on the face of the instrument that the instrument is intended by the person or persons making the instrument to have effect as a deed shall be executed without the prior authority of the trustees.

ACCOUNTS

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

ANNUAL REPORT

57. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

ANNUAL RETURN

58. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

NOTICES

59. Any notice to be given to or by any person pursuant to the articles (except a notice calling a meeting of trustees) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this article and the next, "address", in relation to electronic communications, includes any address used for the purpose of such communications.
60. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Charity by the member.
61. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
62. Any notice given in accordance with these articles is to be treated for all purposes as having been received :
- (1) 24 hours after being sent using electronic communications or delivered by hand to the relevant address;
 - (2) 2 clear days after being sent by first class post to that address;
 - (3) 3 clear days after being sent by second class or overseas post to that address;
 - (4) on being handed to the member personally, or if earlier,

- (5) as soon as the member acknowledges actual receipt.

INDEMNITY

63. (1) Every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no trustee or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Charity in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (2) The trustees shall have power to resolve pursuant to Clause 4(16) of the memorandum to effect indemnity insurance notwithstanding their interest in such a policy.

RULES

64. (1) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity.
- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.