

THE COMPANIES ACT 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
LEARNING AND SKILLS NETWORK

- 1 The Company's name is Learning and Skills Network (and in this Memorandum of Association it is called "the Charity")
- 2 The Charity's registered office is to be situated in England
- 3 In this Memorandum of Association

"the Charity Commissioners" means the Charity Commissioners for England and Wales and any successor body thereto,

"children's services sector" means social services, social care and education and related areas relating to children and young persons,

"education, learning and skills" means, in particular, learning and skills in or for further and higher education establishments, primary and secondary schools, sixth form colleges, and other establishments, plus adult and community learning, work-based training and workforce development",

"the United Kingdom" means Great Britain and Northern Ireland

- 4 The Charity's Objects ("the Objects") are -
 - (i) to promote the improvement, development and opportunities for development of the performance and skills of members of the teaching, management and other staff of the education, learning and skills and children's services sectors in such a way that they are better able to be more effective and efficient in the development of the education, learning and skills of their pupils, students and other learners, and
 - (ii) to promote, encourage and develop education, learning and skills in the United Kingdom and elsewhere, in particular, by advising upon, developing and providing education, learning and skills courses, by providing flexible and innovative solutions to the education, learning and skills sector's demands and by facilitating the capability of people and organisations to provide support for learner development
- 5 In furtherance of the Objects but not otherwise the Charity may exercise the following powers -



- (1) to undertake or act as a commissioning agent for strategic research into education, learning and skills,
- (2) to undertake research and development projects on its own and in partnership with others,
- (3) to assist the development of education, learning and skills to ensure the delivery of quality programmes to meet learner's needs,
- (4) to run or promote the running of management and staff development programmes and shorter programmes including briefing and updating seminars for the staff of education, learning and skills providers,
- (5) to facilitate the Objects by enabling members of the teaching, management and other staff of the education, learning and skills and children's services sectors to improve and develop their professional performance and skills through experience and other opportunities that would not otherwise be available to them and involving such staff in collective effort so that they gain confidence in their own abilities and their ability to influence decisions that affect them in their delivery of learning and skills,
- (6) to provide services to education, learning and skills providers and other organisations which will promote the Objects,
- (7) to disseminate information and provide information services by whatever means,
- (8) to share and exchange information with other organisations with similar interests whether in the United Kingdom or elsewhere,
- (9) to establish regional offices or other arrangements for providing regional services,
- (10) to co-operate with any government departments or agencies, local or regional authorities, institutions and committees, training boards, professional bodies, colleges, educational or industrial organisations, corporations bodies having similar or related interests whether in the United Kingdom or elsewhere,
- (11) 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,
- (12) to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,
- (13) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property,
- (14) subject to clause 6 below to employ such staff, 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 pensions and superannuation to staff and their dependants,

- (15) to establish or support any charitable trusts, subsidiaries, bodies, associations or institutions formed for all or any of the Objects,
 - (16) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes,
 - (17) subject to such consents as may be required by law, to borrow money for the furtherance of the Objects in such manner and on such security as the Charity may think fit,
 - (18) subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity with a view to the furtherance of the Objects,
 - (19) to invest the moneys of the Charity not immediately required for the furtherance of the Objects in or upon such investments, securities or property as the trustees may in their discretion think fit, subject nevertheless to such conditions and consents (if any) as may from time to time be imposed or required by law,
 - (20) to take, accept, hold or retain any gift of money, property, shares or other assets whether subject to any special trust or not for any one or more of the objects of the Charity,
 - (21) to reorganise, acquire, merge with or enter into any partnership or joint venture arrangement with any other charity or charitable organisation formed for any of the Objects,
 - (22) to provide indemnity insurance for the trustees or any other officer of the Charity in relation to any other liability that by virtue of any rule of law would otherwise attach to a trustee or other officer of the Charity 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 and the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986. The foregoing shall not include fines, costs of unsuccessfully defending criminal prosecutions for offences arising out of defraud, dishonesty or wilful or reckless misconduct of the trustees or other officer, liabilities to the Charity that result from conduct that the trustees 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 and any liability to make a contribution where the basis of the trustee's or other officer'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,
 - (23) to do all such other lawful things as are necessary for the achievement of the Objects
- 6 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 should the number of trustees eligible to benefit under this provision exceed three 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, and shall not vote on any resolution relating to the appointment or remuneration of any trustee, or of the partner of any trustee,
- (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) subject to authorisation by the other trustees, of payments to the Chair for work carried out for, and which benefits, the Charity and which (in the reasonable opinion of the trustees) cannot be carried out to an equal standard for the Charity by anyone else Such payments may only be made when the following procedure is adhered to The trustees, in the Chair's absence, shall pass a resolution that it is reasonable and in the interests of the Charity that the work be done by the Chair and whenever the work, remuneration or any related matter is discussed the Chair shall withdraw from the meeting and not participate in either the discussion about, or the vote on, the matter and the Chair shall not be counted in the quorum for that part of the meeting,
- (4) of any premium in respect of indemnity insurance to cover the liability of the trustees of the Charity provided that any such insurance is subject to the restrictions listed in clause 4 (22),
- (5) to any member, officer or trustee of the Charity of the proceeds of any indemnity insurance policy taken out by the Charity for their benefit in furtherance of the Objects,
- (6) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding the published base lending rate of a clearing bank to be selected by the trustees,
- (7) 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,
- (8) of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee,
- (9) to any trustee of reasonable out-of-pocket expenses

7 The liability of the members is limited

8 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among

themselves

- 9 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, approved by the Charity Commissioners , having objects similar to the Objects which prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 6 above, such charity or charities to be 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 subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

NAMES AND ADDRESSES OF SUBSCRIBERS

MR CHRISTOPHER BLYTHE

Bumbles Folly
Forest Road
Ascot
Berkshire
SL5 8QF
United Kingdom

DATED this 27th day of February 2006

WITNESS TO THE ABOVE SIGNATURE

Name

Address

Occupation

MR CHRISTOPHER HUGHES

75 Aylesford Mews
Sunderland
Tyne & Wear
SR2 9HY
United Kingdom

DATED this 27th day of February 2006

WITNESS TO THE ABOVE SIGNATURE

Name

Address

Occupation

Company Number: 05728105

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
LEARNING AND SKILLS NETWORK

Amended by Special Resolution 12th June 2007

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*Certified as a true and complete
copy of the original*

D Cassar 22/6/07.

D CASSAR

Company Secretary.

Company Number: 05728105

THE COMPANIES ACTS 1985 AND 1989

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ARTICLES OF ASSOCIATION
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D CASSAR

Company Secretary

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
LEARNING AND SKILLS NETWORK

Interpretation

1 In these Articles of Association

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,

"the Articles" means these Articles of Association of the Charity,

"the Chairman" means the Chairman of the Charity appointed pursuant to Article 3,

"the Charity" means the company intended to be regulated by these Articles,

"the Charity Commissioners" means the Charity Commissioners for England and Wales and any successor body thereto,

"the Chief Executive" means the Chief Executive of the Charity appointed pursuant to Article 45,

"Clear days" in relation to the period of a Notice means the period excluding the day when the Notice is given or deemed to be given and the day for which it is given or on which it is to take effect,

"executed" includes any mode of execution,

"the Memorandum" means the Memorandum of Association of the Charity,

"office" means the registered office of the Charity,

"the seal" means the common seal of the Charity if it has one,

"secretary" means the secretary of the Charity appointed pursuant to Article 47 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 (and "trustee" has a corresponding meaning),

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

words importing the masculine genders 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 Memorandum or the Act respectively

Members

- 2 The subscribers to the Memorandum shall be the first members of the Charity
- 3 Each Trustee shall, on appointment as a Trustee, become a Member of the Charity The Trustees may appoint and remove as Members of the Charity such number of other persons as they shall see fit ¹
- 4 With the exception of the Trustees of the Charity no person shall be admitted as a member unless he or she
 - (a) applies to the Charity in the form required by the Trustees
 - (b) is approved by the Trustees, and
 - (c) signs the register of members or consents in writing to become a member either personally or (in the case of an organisation) through an authorised representative ²
- 5 Membership is terminated if the member concerned
 - (a) gives written notice of resignation to the Charity,
 - (b) dies or (in the case of an organisation) ceases to exist,
 - (c) having been appointed in his or her capacity as a Trustee, ceases to be a Trustee for any reason,
 - (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 The Trustees may only pass such a resolution 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 ³
- 6 Membership of the Charity is not transferable ⁴

¹ Amended by Special Resolution 12th June 2007

² Amended by Special Resolution 12th June 2007

³ Amended by Special Resolution 12th June 2007 2

⁴ Amended by Special Resolution 12th June 2007

- 7 If at any time there are no members of the Charity, the Charity Commissioners shall have the power to appoint members to the Charity

General Meetings

- 8 The trustees may call general meetings and, on the requisition of the Chairman, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition

Notice of general meetings

- 9 All general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by a shorter notice if it is so agreed 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 ⁵
- 10 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted ⁶
- 11 The notice shall be given to all the members and to the chief executive and the auditors of the Charity
- 12 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

- 13 No business shall be transacted at any general meeting unless a quorum is present For so long as the subscribers to the Memorandum are the only members of the Charity, those two persons shall constitute a quorum Otherwise, the quorum shall consist of such number of members entitled to vote on the business to be transacted as is equal to one half of the number of members from time to time holding office, rounded down to the nearest whole number
- 14 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
- 15 Once appointed, the Chairman shall preside as chairman of the meeting, but if he has not been appointed or if he is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be chairman and, if there is only one member present and willing to act, he shall be chairman
- 16 The chairman of the meeting may, with the consent of a meeting at which a quorum is present (and 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

⁵ Amended by Special Resolution 12th June 2007

⁶ Amended by Special Resolution 12th June 2007

taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 17 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
- (a) by the chairman of the meeting, or
 - b) by at least two other members
- 18 Unless a poll is duly demanded a declaration by the chairman of the meeting 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.
- 19 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman of the meeting. 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.
- 20 A poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 21 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to his other vote.
- 22 A poll demanded on the election of a chairman of the meeting 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 of the meeting 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 on a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 23 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.

Votes of Members

- 24 Subject to Article 21, every member shall have one vote.
- 25 Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being of the Charity shall be as valid and effective as if the same had been passed at a

general meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members

Trustees

- 26 There shall be at least five and no more than eighteen Trustees ⁷
- 27 The first Trustees shall be the subscribers to the Memorandum ⁸
- 28 The Trustees shall be appointed, and removed, by the existing Trustees, and the Trustees shall determine whatever procedures they think fit for the appointment, removal, and terms of office of Trustees ⁹
- 29 A Trustee's term of office automatically terminates
- (a) on the date of his 70th birthday
 - (a) if he or she is disqualified under the Charities Act from acting as a charity trustee,
 - (b) if he or she is incapable, whether mentally or physically, of managing his or her own affairs,
 - (c) if he or she is absent from meetings of the Trustees for a period longer than six consecutive months without the permission of the Trustees and the Trustees have resolved that the term of office be terminated,
 - (d) if he or she resigns by written notice to the Secretary,
 - (e) if he or she is removed by resolution 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 ¹⁰
- 30 The Trustees may at any time appoint any individual who is qualified to be appointed as a Trustee to fill a vacancy or as an additional Trustee, provided the maximum number of Trustees is not exceeded ¹¹
- 31 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 ¹²

Powers of Trustees

- 32 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alterations of the Memorandum or the Articles and no such direction shall invalidate any prior act of the trustees which have been

⁷ Amended by Special Resolution 12th June 2007

⁸ Amended by Special Resolution 12th June 2007

⁹ Amended by Special Resolution 12th June 2007

¹⁰ Amended by Special Resolution 12th June 2007

¹¹ Added by Special Resolution 12th June 2007

¹² Added by Special Resolution 12th June 2007

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

33 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

- (a) to appoint a Chairman, and other honorary officers from among its number ¹³
- (b) 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,
- (c) to enter into contracts on behalf of the Charity

34 The trustees may act notwithstanding a vacancy in their number

Trustees' expenses and interests

35 Subject to the Memorandum and these Articles 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

36 Except to the extent permitted by clause 6 of the Memorandum, no trustee shall take or hold any interest in property belonging to the Charity or be interested otherwise than as a trustee in any other contract to which the Charity is a party

Proceedings of trustees

37 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. It shall not be necessary to give notice of a meeting to a trustee or other person entitled to attend who is absent from the United Kingdom

38 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting (appointed pursuant to Article 40) shall have a second or casting vote

39 For so long as the persons named in the statement delivered pursuant to Section 10(2) of the Act are the only trustees in office those two persons shall constitute a quorum for the transaction of the business of the trustees. Otherwise, the quorum shall consist of such number of members entitled to vote on the business to be transacted as is equal to one half of the number of members from time to time holding office, rounded down to the nearest whole number. Once appointed the Chairman shall preside as chairman of the meetings of

¹³ Added by Special Resolution 12th June 2007

trustees but if he has not been appointed or if he is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman of the meeting and, if there is only one member present and willing to act, he shall be chairman of the meeting

- 40 The trustees may appoint one or more committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a committee provided that all acts and proceedings of any such committees shall be fully and promptly reported to the trustees
- 41 A committee of trustees may, if it thinks fit, co-opt the services of one or more persons who are not trustees provided that such persons shall perform their services at the will of the committee and shall have no vote at any meeting of the committee
- 42 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
- 43 A resolution in writing, signed by all the trustees or 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
- 44 A trustee shall be treated as present at a meeting of the trustees notwithstanding that he is not physically present if he is in communication with the meeting by telephone or other telecommunication link and, for the purpose of the articles, meetings of the trustees shall include meetings held by telephone or any other form of telecommunications link provided that
- (a) all the trustees have received notice of the meeting and the mode of communication to be employed therefor, and
 - (b) the telephone or telecommunication link is so arranged that it is possible for each trustee to hear and be heard by each other person participating in the meeting

and the terms "meeting" and "meet" shall be construed accordingly

Chief Executive

- 45 The trustees shall appoint a person to act as the chief executive of the Charity for such term at such remuneration and upon such conditions as the trustees may determine and the person so appointed may be removed by the trustees. The functions of the chief executive shall be to carry out the instructions of the trustees and administer their policies
- 46 The chief executive shall be entitled to receive notice of and the papers for all meetings of the members, the trustees and committees of trustees and to attend, speak, but not vote thereat

Secretary

- 47 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

Staff

- 48 The Charity may appoint such employees under such terms and conditions, as it thinks fit
- 49 The Charity may pay to their employees (if not trustees) such remuneration and allowances as the Charity may determine

Minutes

- 50 The trustees shall keep minutes in books kept for the purpose
- (a) of all appointments of officers made by the trustees, and
 - (b) 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

- 51 The seal shall only be the authority of the trustees or of a committee of trustees authorised by the trustees
- 52 The application of the seal shall be authenticated by the signature of any two Trustees, or of any one Trustee and the Secretary ¹⁴

Accounts

- 53 Accounts shall be prepared in accordance with the provisions of Part VII of the Act

Annual Report

- 54 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 Charity Commissioners

Annual Return

- 55 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 Charity Commissioners

Notices

- 56 Any notice to be given to or by any person pursuant to the Articles shall be in writing
- 57 The Charity may give any notice to a person either personally or by sending it by post in a prepaid envelope addressed to the person at his registered address or by leaving it at that

¹⁴ Amended by Special Resolution 12th June 2007

address A person whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given at that address, but otherwise no such person shall be entitled to receive any notice from the Charity

58 A person present 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

59 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

Indemnity

60 Subject to the provisions of the Act every trustee or other officer of the Charity shall be entitled to be indemnified by the Charity against all costs, charges, losses, expenses and liabilities incurred by him in the proper execution and discharge of his duties or in relation thereto and the Charity may insure the trustees and other officers of the Charity against any liability they may incur in the discharge of their duties provided that they shall not be insured against any liability they may incur through fraud or wilful default or breach of their obligations and duties as charity trustees or other officers of the Charity

Rules

61 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, and in particular, but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate

- (a) the conduct of Trustees of the Charity in relation to one another, and to the Charity's staff,¹⁵
- (b) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles,
- (c) generally, all such matters as are commonly the subject matter of company rules

62 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 by-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum of Association

NAMES AND ADDRESSES OF SUBSCRIBERS

MR CHRISTOPHER BLYTHE

Bumbles Folly
Forest Road
Ascot
Berkshire
SL5 8QF
United Kingdom

DATED this 27th day of February 2006

WITNESS TO THE ABOVE SIGNATURE

Name

Address

Occupation

MR CHRISTOPHER HUGHES

75 Aylesford Mews
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