

FILE COPY



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

Company No. 6384527

The Registrar of Companies for England and Wales hereby certifies that
CORPORATES FOR CRISIS FOUNDATION

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, London, the 28th September 2007



N06384527M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Declaration on application for registration

Company Name in full

Corporates for Crisis Foundation

I, HANNAH EMILY KATE CANDLIN

of Speechly Bircham LLP

† Please delete as appropriate

do solemnly and sincerely declare that I am a ~~†~~ (Solicitor engaged in the formation of the company) ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 16 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

Hannah

Declared at

ROSENBLATT, 9-13 St Andrew Street, London EC4A 3AF

Day Month Year

on

27 09 2007

① Please print name

before me^①

SIMON WALTON

Signed

S. Walton

Date

27/09/07

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

Speechly Bircham LLP

6 St Andrew Street, London,

EC4A 3LX

Tel 020 7427 6400

DX number 54

DX exchange Chancery Lane

When you have completed and signed the form please send it to the Registrar of Companies at
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
 for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
 for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



LD1 28/09/2007 193
 COMPANIES HOUSE



Please complete in typescript,
or in bold black capitals

CHFP041

30(5)(a)

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

Company Name in full

CORPORATES FOR CRISIS FOUNDATION

I, Hannah Emily Kate Candlin

of Speechly Bircham LLP

† Please delete as appropriate

a [Solicitor engaged in the formation of the above person
~~named as director or secretary of the company in the statement delivered~~
~~under section 10 of the Companies Act 1985~~] do solemnly and sincerely
declare that the company complies with the requirements of section 30(3) of
the Companies Act 1985

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

Declared at

ROSENBLATT, 9-13 ST ANDREW STREET, LONDON, EC4A 3AF

Day Month Year

on

2 | 8 | 0 | 9 | 2 | 0 | 0 | 7

● Please print name

before me ●

SIMON WALTON

Signed

Date

28 09 07

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number, and if available,
a DX number and Exchange, of
the person Companies House
should contact if there is any query

Speechly Bircham LLP

6 St Andrew Street, London,

EC4A 3LX

Tel 020 7427 6400

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28/09/2007

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Please complete in typescript,
or in bold black capitals.

CHFP041

**First directors and secretary and intended situation
of registered office**

Notes on completion appear on final page

Company Name in full

Corporates for Crisis Foundation

Proposed Registered Office
(PO Box numbers only, are not acceptable)

c/o Speechly Bircham LLP

6 St Andrew Street

Post town

London

County / Region

Postcode

EC4A 3LX

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address

X

Agent's Name

Speechly Bircham LLP

Address

6 St Andrew Street

Post town

London

County / Region

Postcode

EC4A 3LX

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record

Speechly Bircham LLP

6 St Andrew Street, London,

EC4A 3LX

Tel 020 7427 6400

DX number 54

DX exchange Chancery Lane

FRIDAY



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Form revised December 2003

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

Companies House, Crown Way, Cardiff, CF14 3UZ
for companies registered in England and Wales

or

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

DX 33050 Cardiff

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

*Voluntary details

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

Company name	Corporates for Crisis Foundation		
NAME	*Style / Title	*Honours etc	
Forename(s)	Philippa Mary		
Surname	Morley		
Previous forename(s)			
Previous surname(s)	Clavering		
Address ††	38 Simpson Street		
Post town	London		
County / Region		Postcode	SW11 3HW
Country	England		

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

Consent signature

Philippa Morley

Date

19/09/07

Directors (see notes 1-5)

Please list directors in alphabetical order

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

NAME	*Style / Title	*Honours etc	
Forename(s)	Christopher Noel Mackworth		
Surname	James		
Previous forename(s)			
Previous surname(s)			
Address ††	Glan Arrow		
Post town	Eardisland		
County / Region	Herefordshire	Postcode	HR6 9BW
Country	England		

Day Month Year

Date of birth

2 | 8 | 0 | 1 | 1 | 9 | 4 | 6

Nationality

British

Business occupation

Company Director

Other directorships

The Roberts Centre, Corporates for Crisis Limited, The Last Out International Limited, The First In International Limited and
The Hakluyt International Advisory Board

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

Consent signature

Chris James

Date


19 September 2002

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title			*Honours etc						
*Voluntary details	Forename(s)	Arthur Douglas								
	Surname	Myers								
	Previous forename(s)									
	Previous surname(s)									
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	8 Lyall Street								
	Post town	London								
	County / Region		Postcode	SW1X 8LH						
	Country	England								
	Date of birth	Day	Month	Year	Nationality					
		1	9	1	0	1	9	3	8	New Zealand
	Business occupation	Company Director								
	Other directorships									
	I consent to act as director of the company named on page 1									
	Consent signature	X A D Douglas Myers			Date	X 20.9.07				

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed		Date	26.9.07
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	

Notes

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

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

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

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

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

Address

Give the usual residential address

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

Subscribers

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

2. Directors known by another description

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

- 3 Directors details

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

- 4 Other directorships

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

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

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

059999/50



COMPANY LIMITED BY GUARANTEE

Memorandum of Association of Corporates for Crisis Foundation

- 1 The company's name is Corporates for Crisis Foundation (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 further or advance such purpose or purposes as shall be exclusively charitable according to the law of England and Wales in force from time to time as the Charity shall from time to time determine For the avoidance of doubt
 - 3 1 No substantial part of the activities of the Charity may be devoted to the carrying on of propaganda or otherwise attempting to influence legislation,
 - 3 2 The Charity shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office
- 4
 - 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)
 - 4 1 1 to raise funds In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
 - 4 1 2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
 - 4 1 3 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 sections 36 and 37 of the Charities Act 1993,
 - 4 1 4 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 sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land,



- 4 1 5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- 4 1 6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- 4 1 7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects,
- 4 1 8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- 4 1 9 to employ and remunerate such staff as are necessary for carrying out the work of the Charity The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause,
- 4 1 10 to
- (a) deposit or invest funds,
 - (b) employ a professional fund-manager, and
 - (c) 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,
- 4 1 11 to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in clause 4 2 of this clause, but subject to the restrictions specified in clause 4 3 of the clause,
- 4 1 12 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,
- 4 1 13 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 4 1 11 are

4 2 1 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,

4 2 2 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

4 3 1 The following liabilities are excluded from sub-clause 4 2 1

- (a) fines,
- (b) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer,
- (c) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not

4 3 2 There is excluded from sub-clause 4 2 2 any liability to make such a contribution where the basis of the Director'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

5 1 The income and property of the Charity shall be applied solely towards the promotion of the Objects

5 2

5 2 1 A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity

- 5 2 2 Subject to the restrictions in clauses 4 2 and 4 3 a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense
- 5 2 3 A Director may receive an indemnity from the Charity in the circumstances specified in Article 49
- 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 Director receiving
- 5 3 1 a benefit from the Charity in the capacity of a beneficiary of the Charity,
- 5 3 2 reasonable and proper remuneration for any goods or services supplied to the Charity
- 5 4 No Director may
- 5 4 1 buy any goods or services from the Charity,
- 5 4 2 sell goods, services, or any interest in land to the Charity,
- 5 4 3 be employed by, or receive any remuneration from the Charity,
- 5 4 4 receive any other financial benefit from the Charity, unless
- (a) the payment is permitted by clause 5 5 of this clause and the Directors follow the procedure and observe the conditions set out in clause 5 6 of this clause, or
- (b) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes
- 5 5
- 5 5 1 A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity
- 5 5 2 A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director

5 5 3 A Director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors

5 5 4 A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company

5 5 5 A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper

5 6

5 6 1 The Charity and its Directors may only rely upon the authority provided by clause 5 5 if each of the following conditions is satisfied

- (a) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances
- (b) The Director is absent from the part of any meeting at which there is discussion of
 - (i) his or her employment or remuneration, or any matter concerning the contract, or
 - (ii) his or her performance in the employment, or his or her performance of the contract, or
 - (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under clause 5 5, or
 - (iv) any other matter relating to a payment or the conferring of any benefit permitted by clause 5 5
- (c) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting

- (d) The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest)
- (e) The reason for their decision is recorded by the Directors in the minute book
- (f) A majority of the Directors then in office have received no such payments

5 6 2 The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is

- (a) a partner,
- (b) an employee,
- (c) a consultant,
- (d) a director, or
- (e) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital

5 7 In clauses 5 2 to 5 6

5 7 1 "Charity" shall include any company in which the Charity

- (a) holds more than 50% of the shares, or
- (b) controls more than 50% of the voting rights attached to the shares, or
- (c) has the right to appoint one or more directors to the Board of the company,

5 7 2 "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director 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 £10) 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

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 in any of the following ways

8 1 1 directly for the Objects, or

8 1 2 by transfer to any charity or charities for purposes similar to the Objects, or

8 1 3 to any charity for use for particular purposes that fall within the Objects,

8 2 Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred

8 2 1 directly for the Objects, or

8 2 2 by transfer to any charity or charities for purposes similar to the Objects, or

8 2 3 to any charity or charities for use for particular 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 (except to a member that is itself a charity) or to any other individual

or shareholder and if no such resolution is passed by the members or the Directors 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

Signatures Names and Addresses of Subscribers

CHRISTOPHER NOEL MACKWORTH JAMES
of Glan Arrow Eardisland Leominster HR6 9BW

Chr James.

ARTHUR DOUGLAS MYERS
of 8 Lyall Street London SW1X 8LH

Arth Myers

Dated 20.9.07

Witness to the above signatures

Gillian A. Ford

Name GILLIAN ANNE FORD

Address 25 IVEY ST

LONDON

SW3 2ND

Occupation PERSONAL ASSISTANT

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

Articles of Association of Corporates for Crisis Foundation

1. Interpretation

1.1 In these articles

the Act means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force,

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

the Charity means the company intended to be regulated by these articles,

clear days in relation to the period of a notice means a period excluding

- the day when the notice is given or deemed to be given, and
- the day for which it is given or on which it is to take effect,

the Commission means the Charity Commission for England and Wales,

the memorandum means the memorandum of association of the Charity,

officers includes the Directors and the secretary,

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

secretary means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including a joint assistant or deputy secretary,

the Directors means the directors of the Charity The directors are Charity Trustees as defined by Section 97 of the Charities Act 1993,

the United Kingdom means Great Britain and Northern Ireland, and

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

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

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

2. Members

2 1 The subscribers to the memorandum are the first members of the Charity

2 2 Membership is open to other individuals or organisations who

2 2 1 apply to the Charity in the form required by the Directors, and

2 2 2 are approved by the Directors

2 3

2 3 1 The Directors may only refuse an application for membership if, acting reasonably and properly they consider it to be in the best interests of the Charity to refuse the application

2 3 2 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision

2 3 3 The Directors must consider any written representations the applicant may make about the decision The Directors' decision following any written representations must be notified to the applicant in writing but shall be final

2 4 Membership is not transferable to anyone else

2 5 The Directors must keep a register of names and addresses of the members

3 Classes of Membership

- 3 1 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members
- 3 2 The Directors 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
 - 3 3 1 three-quarters of the members of that class consent in writing to the variation, or
 - 3 3 2 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

4. Termination of Membership

Membership is terminated if

- 4 1 the member dies or, if it is an organisation, ceases to exist,
- 4 2 the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members,
- 4 3 any sum due from the member to the Charity is not paid in full within six months of it falling due,
- 4 4 the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated A resolution to remove a member from membership may only be passed if
 - 4 4 1 the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed,

4 4 2 the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting

5. General meetings

5 1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation

5 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

5 3 All general meetings other than annual general meetings shall be called extraordinary general meetings

6. Extraordinary general meetings

The Directors may call an extraordinary general meeting at any time

7. Notice of general meetings

7 1 The minimum periods of notice required to hold a general meeting of the Charity are

7 1 1 twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution,

7 1 2 fourteen clear days for all other extraordinary general meetings

7 2 A general meeting may be called by shorter notice if it is so agreed

7 2 1 in the case of an annual general meeting by all the members entitled to attend and vote, and

7 2 2 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

7 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

7 4 The notice must be given to all the members and to the Directors and auditors

8

8 1 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

9. Proceedings at general meetings

9 1 No business shall be transacted at any general meeting unless a quorum is present

9 2 A quorum is

9 2 1 two members entitled to vote upon the business to be conducted at the meeting,
or

9 2 2 one tenth of the total membership at the time

whichever is the greater

9 3 The authorised representative of a member organisation shall be counted in the quorum

10

10 1 If

10 1 1 a quorum is not present within half an hour from the time appointed for the meeting, or

10 1 2 during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Directors shall determine

10 2 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date time and place of the meeting

10 3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting

11

11 1 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors

11 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 Director nominated by the Directors shall chair the meeting

11 3 If there is only one Director present and willing to act, he or she shall chair the meeting

11 4 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting

12

12 1 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

12 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

12 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

12 4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting

13

13 1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded

13 1 1 by the person chairing the meeting, or

13 1 2 by at least two members having the right to vote at the meeting, or

13 1 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 2

13 2 1 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded

13 2 2 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

13 3

13 3 1 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

13 3 2 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

13 4

13 4 1 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

13 4 2 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

13 5

13 5 1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately

13 5 2 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

13 5 3 The poll must be taken within thirty days after it has been demanded

13 5 4 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

13 5 5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

14 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have

15 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective It may comprise several copies each signed by or on behalf of one or more members

16. Votes of members

16 1 Subject to Articles 3 and 14 and the next paragraph, every member, whether an individual or an organisation shall have one vote

16 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

17 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

18

18 1 Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity

18 2 The organisation must give written notice to the Charity of the name of its representative The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity

18 3 Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation

19. Directors

19 1 A Director must be a natural person aged 18 years or older

19 2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 31

20 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum

21 The first Directors shall be those persons notified to Companies House as the first directors of the Charity

22 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors

23. Powers of Directors

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

23 2 No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors

23 3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors

24. Retirement

24 1 At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office If there is only one Director he or she must retire

25

25 1 The Directors to retire by rotation shall be those who have been longest in office since their last appointment If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

25 2 If a Director 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

26. The Appointment of Directors

26 1 The Charity may by ordinary resolution

26 1 1 appoint a person who is willing to act to be a Director, and

26 1 2 determine the rotation in which any additional Directors are to retire

27

27 1 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless

27 1 1 he or she is recommended for re-election by the Directors, or

27 1 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 Director,

(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

28 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 Director other than a Director who is to retire by rotation

29

29 1 The Directors may appoint a person who is willing to act to be a Director

29 2 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation

30 The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors

31. Disqualification and removal of Directors

A Director shall cease to hold office if he or she

31 1 ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director,

31 2 is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),

31 3 ceases to be a member of the Charity,

31 4 becomes incapable by reason of mental disorder illness or injury of managing and administering his or her own affairs,

31 5 resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect), or

31 6 is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated

32 Directors' remuneration

The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum

33. Proceedings of Directors

33 1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles

33 2 Any Director may call a meeting of the Directors

33 3 The secretary must call a meeting of the Directors if requested to do so by a Director

33 4 Questions arising at a meeting shall be decided by a majority of votes

33 5 In the case of an equality of votes the person who chairs the meeting shall have a second or casting vote

34

34 1 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made

34 2 The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors

34 3 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote

35 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting

36

36 1 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment

36 2 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting

36 3 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors

37

37 1 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held

37 2 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors

38. Delegation

38 1 The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book

38 2 The Directors may impose conditions when delegating including the conditions that

38 2 1 the relevant powers are to be exercised exclusively by the committee to whom they delegate,

38 2 2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors

38 3 The Directors may revoke or alter a delegation

38 4 All acts and proceedings of any committees must be fully and promptly reported to the Directors

39 A Director must absent himself or herself from any discussions of the Directors 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)

40

40 1 Subject to paragraph 40 2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director

40 1 1 who was disqualified from holding office,

40 1 2 who had previously retired or who had been obliged by the constitution to vacate office,

40 1 3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if without

40 1 4 the vote of that Director, and

40 1 5 that Director being counted in the quorum,

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

- 40 2 Paragraph 40 1 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 40 1, the resolution would have been void, or if the Director has not complied with article 39

41. Seal

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

42. Minutes

The Directors must keep minutes of all

- 42 1 appointments of officers made by the Directors,
- 42 2 proceedings at meetings of the Charity,
- 42 3 meetings of the Directors and committees of Directors including
- 42 3 1 the names of the Directors present at the meeting,
- 42 3 2 the decisions made at the meetings, and
- 42 3 3 where appropriate the reasons for the decisions

43. Accounts

- 43 1 The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) 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
- 43 2 The Directors must keep accounting records as required by sections 221 and 222 of the Act

44. Annual Report and Return and Register of Charities

44 1 The Directors must comply with the requirements of the Act with regard to

44 1 1 the transmission of the statements of account to the Charity,

44 1 2 the preparation of an annual report and its transmission to the Commission,

44 1 3 the preparation of an annual return and its transmission to the Commission

44 2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

45 Any notice to be given to or by any person pursuant to the articles

45 1 must be in writing, or

45 2 must be given using electronic communications

46

46 1 The Charity may give any notice to a member either

46 1 1 personally, or

46 1 2 by sending it by post in a prepaid envelope addressed to the member at his or her address, or

46 1 3 by leaving it at the address of the member, or

46 1 4 by giving it using electronic communications to the member's address

46 2 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity

47 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

48

48 1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

48 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

48 3 A notice shall be deemed to be given

48 3 1 48 hours after the envelope containing it was posted, or

48 3 2 in the case of an electronic communication, 48 hours after it was sent

49. Indemnity

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

50. Rules

50 1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity

50 2 The bye laws may regulate the following matters but are not restricted to them

50 2 1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,

50 2 2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,

50 2 3 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,

50 2 4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles,

50 2 5 generally all such matters as are commonly the subject matter of company rules


50 3 The Charity in general meeting has the power to alter add to or repeal the rules or bye laws

50 4 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity

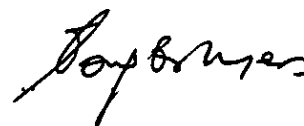
50 5 The rules or bye laws, shall be binding on all members of the Charity No rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the memorandum or the articles

Signatures Names and Addresses of Subscribers

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ARTHUR DOUGLAS MYERS
of 8 Lyall Street London SW1X 8LH



Dated 20.9.07

Witness to the above signatures Gillian A Ford

Name GILLIAN ANNE FORD

Address 25 LUES ST
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SW3 2ND

Occupation Personal Assistant