

**FILE COPY**



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

Company No. 6458464

The Registrar of Companies for England and Wales hereby certifies that

PEACE DIRECT

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

Given at Companies House, Cardiff, the 20th December 2007



\*N064584640\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House  
for the new

12

Please complete in typescript,  
or in bold black capitals

CHWP000

## Declaration on application for registration

Company Name in full

PEACE DIRECT

I, RUTH JENKINS

of 124 LEA BRIDGE ROAD, ES9RB

† 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 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

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

Declarant's signature

Ruth Jenkins

Declared at

56 LEONARD STREET, LONDON EC2A 4LT

Day Month Year

On

10 12 2007

● Please print name

before me ●

SUSAN MORRIS

Signed

S. Morris

Date

10.12.07

† 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

Tel	
DX number	DX exchange

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

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or in bold black capitals

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# 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

PEACE DIRECT

I, RUTH JENKINS

of 124 LEA BRIDGE ROAD, LONDON, E5 9RB

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

† Please delete as appropriate

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

Declarant's signature

Ruth Jenkins

Declared at

56 LEONARD STREET, LONDON, EC2A 4LT

Day Month Year

on

10 12 2007

① Please print name

before me ①

SUSAN TUCKER

X Signed

S. Tucker

Date

10.12.07

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

Caroline Hayman, Peace Direct  
56 Leonard Street  
London EC2A 4LT.  
07932 781981

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  
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for companies registered in Scotland

DX 235 Edinburgh

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Companies House  
for the record

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Please complete in typescript,  
or in bold black capitals.

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Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full

PEACE DIRECT

Proposed Registered Office

(PO Box numbers only, are not acceptable)

56 LEONARD STREET

Post town

LONDON

County / Region

Postcode

EC2A 4LT

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

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

1

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

CAROLYN HAYMAN  
CHIEF EXECUTIVE

Tel 0207 549 0285

DX number

DX exchange

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

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

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**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

PEACE DIRECT

NAME \*Style / Title

\*Honours etc

Forename(s)

RUTH

Surname

JENKINS

Previous forename(s)

Previous surname(s)

Address ††

124 LEA BRIDGE ROAD

Post town

LONDON

County / Region

Postcode

E5 9RB

Country

UK

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

Consent signature



Date

10.12.2007

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

DR

\*Honours etc

Forename(s)

PRISCILLA E. ELWORTHY

Surname

ELWORTHY

Previous forename(s)

Previous surname(s)

MCLEAN

Address ††

4 THE STABLES

Post town

SHERBOURNE

County / Region

GLOS

Postcode

GL54 3DW

Country

UK

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

Day Month Year

Date of birth

03 06 1943

Nationality

BRITISH

Business occupation


Researcher

Other directorships

Oxford Research Group

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

Consent signature



Date

10.12.07

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

ELIOT

Surname

LYNE

Previous forename(s)

Previous surname(s)

Address ..

☐

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

Post town

LONDON

County / Region

LONDON

Country

UK

Postcode

SE23 3XL

Date of birth

Day Month Year  
21 01 1972

Nationality

BRITISH

Business occupation

FINANCE DIRECTOR

Other directorships

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

Consent signature

Date

16.12.07

# Directors (see notes 1-5)

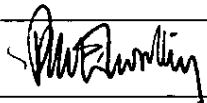



Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc
MR		
Forename(s)	JOEL	
Surname	VOYSEY	
Previous forename(s)	-	
Previous surname(s)	-	
Address ..	36 LUTLAND PLACE	
<input type="checkbox"/>	Post town	
HAIDENHEAD		
County / Region	Postcode	SL6 4JA
Country	UK	
Date of birth	X	Day Month Year
17	10	1973
Nationality	BRITISH	
Business occupation	FUNDRAISING MANAGER	
Other directorships	NONE	
I consent to act as director of the company named on page 1		
Consent signature	Date 10.12.07	

## Directors (see notes 1-5)

Please list directors in alphabetical order

	<b>NAME</b>	<b>*Style / Title</b>		<b>*Honours etc</b>		
* Voluntary details		<b>Forename(s)</b>				
		<b>Surname</b>				
		<b>Previous forename(s)</b>				
		<b>Previous surname(s)</b>				
†† 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	<input type="checkbox"/>	<b>Address ††</b>				
		<b>Post town</b>				
		<b>County / Region</b>		<b>Pos.code</b>		
		<b>Country</b>				
	<b>Date of birth</b>	<b>Day</b>	<b>Month</b>	<b>Year</b>	<b>Nationality</b>	
	<b>Business occupation</b>					
	<b>Other directorships</b>					
	I consent to act as director of the company named on page 1					
	<b>Consent signature</b>				<b>Date</b>	

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).	<b>Signed</b>		<b>Date</b>	10.12.07
	<b>Signed</b>		<b>Date</b>	10.12.07
	<b>Signed</b>		<b>Date</b>	10.12.07
	<b>Signed</b>		<b>Date</b>	10.12.07
	<b>Signed</b>		<b>Date</b>	
	<b>Signed</b>		<b>Date</b>	
	<b>Signed</b>		<b>Date</b>	



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**THE COMPANIES ACTS 1985 and 1989**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

- of -

**PEACE DIRECT**

839666

**1. NAME**

The name of the company is PEACE DIRECT ('the Charity')

**2. REGISTERED OFFICE**

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

**3. OBJECTS AND ORIGINS**

The objects for which the Charity is established ("the Objects") are

- (a) the advancement of human rights, conflict resolution or reconciliation or the promotion of religious or racial harmony or equality and diversity and
- (b) the advancement of citizenship or community development

in the UK Europe and throughout the world and in particular but without limiting the general scope of (i) and (ii) above through

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- (i) support to individual and groups promoting peaceful methods of conflict prevention, conflict resolution and conflict transformation, including any conflict or potential conflict between nations, racial, ethnic, religious or tribal groups, corporations, commercial organisations or individuals throughout the World
- (ii) support to individuals and groups promoting human rights protection, and transparency and accountability by governments or non-state actors, in a manner that supports sustainable peace We prioritise groups operating in areas prone to armed conflict
- (iii) researching, publicising and promoting examples of this work to government and the public at large

#### **4. POWERS**

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

- 4 1 To promote, organise or carry out research either directly or by commissioning others
- 4 2 To organise (directly or by commissioning others) specific training programmes
- 4 3 To make grants, bursaries or loans of money and to give guarantees
- 4 4 To hold, organise, publicise, attend or otherwise promote conferences, educational or training courses, seminars, lectures or classes of any kind either alone or with others
- 4 5 To engage staff including employees and self employed individuals on such terms as the Directors shall determine to include the provision of pensions and other benefits
- 4 6 To publish or distribute information
- 4 7 To provide advice

- 4 8 To co-operate with other bodies
- 4 9 To support, administer or set up other charities
- 4 10 To admit persons to any premises or property owned or controlled by the Charity with or without charge and on such other terms as the Charity may determine
- 4 11 To raise funds (but not by means of taxable trading)
- 4 12 To borrow money and give security for loans (but only in accordance with the restriction imposed by the Charities Act 1993)
- 4 13 To acquire or hire property of any kind
- 4 14 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4 15 To set aside funds for special purposes or as reserves against future expenditure
- 4 16 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4 17 To act as trustee and to undertake or accept any trusts or obligations which are charitable in accordance with the Objects and which may be lawfully undertaken by the Charity
- 4 18 To establish and support or aid the establishment of any company, institution, society, club, association or other body and subscribe or guarantee money or make grants for purposes calculated to further directly or indirectly the Objects
- 4 19 To apply for, promote and obtain or join in applying for, promoting or obtaining any Act of Parliament, Provisional Order, Royal Charter or Licence of any authority, necessary or desirable for the furtherance or realisation of any of the

Objects of the Charity and to take all such steps and proceedings, and to do all such acts and things either alone or jointly with others, whether by opposing applications or proceedings or otherwise as shall be necessary or expedient to protect the interests of the company

- 4 20 To federate or amalgamate with, affiliate or become affiliated to any charitable body having Objects similar to those of the Charity and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the company under or by virtue of clause 5 below and to acquire and undertake all or any part of the assets liabilities and engagements of any such body, which the Charity may lawfully acquire or undertake
- 4 21 To delegate the management of investments to a financial expert, but only on terms that
- 4 21 1 the investment policy is set down in writing for the financial expert by the Directors
- 4 21 2 every transaction is reported promptly to the Directors
- 4 21 3 the performance of the investments is reviewed regularly with the Directors
- 4 21 4 the Directors are entitled to cancel the delegation arrangement at any time
- 4 21 5 the investment policy and the delegation arrangement are reviewed at least once a year
- 4 21 6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt
- 4 21 7 the financial expert must not do anything outside the powers of the Directors
- 4 22 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a financial expert acting under their instructions and to pay any reasonable fee required

- 4 23 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4 24 To insure the Directors against the costs of a successful defence to a criminal prosecution brought against them as Charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4 25 To enter into contracts to provide services to or on behalf of other bodies or for any other lawful purpose
- 4 26 To establish subsidiary companies to assist or act as agents for the Charity
- 4 27 To pay the costs of forming the Charity
- 4 28 To do anything else within the law which promotes or helps to promote the Objects

And throughout this clause 4 the word "body" includes any association, institution or aggregate of persons, whether incorporated or unincorporated, and whether of a voluntary nature or otherwise and unless inconsistent with the content words importing the plural include the singular and vice versa provided that

- (i) In case the Charity shall take or hold any property which may be subject to any trusts the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- (ii) In case the Charity shall take or hold any funds provided by or through the medium of a Crown or Government Body the Charity shall only deal with or invest the same in such manner as embodied from time to time in the appropriate grant conditions and financial memoranda

## **5. BENEFITS TO MEMBERS AND DIRECTORS**

- 5 1 The property and funds of the Charity must be used only for promoting the

- Objects and do not belong to the members of the Charity but
- 5 1 1 members or Directors may be paid interest at a reasonable rate on money lent to the Charity
  - 5 1 2 members or Directors be paid a reasonable rent or hiring fee for property let or hired to the Charity
- 5 2 A Director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
- 5 2 1 as mentioned in clauses 4 25, 5 1 1, 5 1 2 or 5 3
  - 5 2 2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
  - 5 2 3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
  - 5 2 4 payment to any company in which a Director has no more than a 1 per cent shareholding
  - 5 2 5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 5 3 Any Director (or any firm or company of which a Director is a member, partner or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
- 5 3 1 the goods or services are actually required by the Charity
  - 5 3 2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5 4
  - 5 3 3 no more than one half of the Directors are subject to such a contract in any financial year
- 5 4 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee of the Directors, the Director concerned must
- 5 4 1 declare an interest at or before discussion begins on the matter
  - 5 4 2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information

- 5 4 3 not be counted in the quorum for that part of the meeting
- 5 4 4 withdraw during the vote and have no vote on the matter

5 5 This clause may not be amended without the prior written consent of the Commission

## **6. LIMITED LIABILITY**

The liability of members is limited

## **7. GUARANTEE**

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

## **8. DISSOLUTION**

8 1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways

- 8 1 1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as, or similar to, the Objects
- 8 1 2 directly for the Objects or charitable purposes within or similar to the Objects
- 8 1 3 in such other manner consistent with charitable status as the Commission approve in writing in advance

8 2 A final report and statement of account must be sent to the Commission

## **9. INTERPRETATION AND VARIATION**

- 9 1 Words and expressions defined in the Articles have the same meanings in this Memorandum
- 9 2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it



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

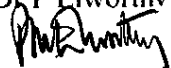
**NAMES & ADDRESSES OF SUBSCRIBERS SIGNATURES OF SUBSCRIBERS**

**NAME**

**ADDRESS**

Dr P Elworthy

4 The Stables.



Sherbourn, Glos GL54 3DW

Witnessed by

Name Carolyn Hayman

Address 36, Lawford Road, London NW5 2LN

Signature



Date

10.12

2007

Ruth Jenkins

124 Lea Bridge Road



London E5 9RB

Witnessed by

Name Carolyn Hayman

Address 36, Lawford Road, London NW5 2LN

Signature



Date

10.12

2007

Joel Voysey

36 Rutland Place

X



Maidenhead

Berks SL6 4JA

Witnessed by

Name Carolyn Hayman

Address 36, Lawford Road, London NW5 2LN

Signature



Date

10.12

2007

Enot Lyna

23 Sydenham Rise



London SE23 3XL

Witnessed by

Name Carolyn Hayman

Address 36, Lawford Road London NW5 2LN

Signature



Date

10.12

2007

**THE COMPANIES ACTS 1985 and 1989**

---

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

---

**ARTICLES OF ASSOCIATION**

of

**PEACE DIRECT**

**1 INTERPRETATION**

1.1 In the Memorandum and in these Articles

'The Act' means the Companies Act 1985

'AGM' means an annual general meeting of the Charity

'these Articles' means these articles of association

'Board' means the body established under article 8

'business day' means the period of 24 hours from midnight following the relevant event during which period National Westminster Bank plc is open to the public for normal business

'the Chair' means the person appointed under these Articles whose roles are described in article 9

'Charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993

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

'Director' means any member of the Board duly appointed under these Articles

'EGM' means an extraordinary general meeting of the Charity

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

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

'member' and 'membership' refer to membership of the Charity unless the context indicates otherwise

'Memorandum' means the Charity's Memorandum of Association

'month' means calendar month

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

'the Charity' means the company governed by these Articles

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

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year

12 Expressions defined in the Act have the same meaning

- 1 3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

## 2 MEMBERSHIP

Handwritten signature and initials in the top right corner of the page.

- 2 1 The number of members with which the Charity proposes to be registered is ~~two~~ but the Directors may from time to time register an increase of members
- 2 2 The Charity must maintain a register of members
- 2 3 The Board shall have power to admit the members of the Charity
- 2 4 Every member of the Charity other than the subscribers shall either consent in writing to become a member or sign the register of members on becoming a member
- 2 5 Every member of the Charity shall also be a Director of the Charity and every Director of the Charity shall also be a member of the Charity
- 2 6 The register of members shall be made available for inspection to all members in accordance with the requirements of the Act at the Charity's registered office during normal working hours
- 2 7 The Board may from time to time approve different categories of membership which may have different subscription rates but shall otherwise enjoy the same voting rights as members under these Articles. In addition, the Board may also confer Honorary membership upon any individual upon such terms as it may determine
- 2 8 Membership of the Charity is not transferable

### **3      TERMINATION OF MEMBERSHIP**

- 3 1      A person shall cease to be a member if
  - 3 1 1      he or she resigns by written notice to the Secretary,
  - 3 1 2      he or she dies, or
  - 3 1 3      the Board resolves by a two thirds majority of those present at a properly constituted Board meeting and eligible to vote that the interests of the Charity would no longer be served by the individual in question continuing to be a member
- 3 2      A person whose membership is terminated in accordance with this article shall also with immediate effect cease to be a Director

### **4      AGM**

- 4 1      The Charity must hold an AGM in every year. The first AGM must be held within 18 months after the Charity's incorporation. Each subsequent AGM shall be held within 15 months of its predecessor. Members shall receive not less than 28 days' written notice of an AGM, such notice to specify the date the place, the time of the meeting and the business to be conducted at the meeting (the "notice of meeting")
- 4 2      At an AGM the members shall deal with such business as is required by the Act to be dealt with at an AGM, including receiving the Chair's reports, the approval of the Charity's accounts and the report of the Charity's auditors for approval and the reappointment of the Charity's auditors

### **5      EGM**

- 5 1      Any general meeting which is not an AGM shall be an EGM
- 5 2      An EGM may be called at any time
  - 5 2 1      by the Board
  - 5 2 2      upon written request to the Secretary signed by not less than 3 members
  - 5 2 3      in accordance with any entitlement conferred upon the members under the Act

- 5 3 An EGM shall be held not more than 30 days after the receipt of any request for an EGM under article 5 2 and shall be called on at least clear 21 days written notice specifying the business to be discussed together with the date place and hour of the meeting
- 5 4 The Board shall notify the Charity's auditors of any general meeting in accordance with section 390 of the Act

## **6 PROCEDURE COMMON TO ALL GENERAL MEETINGS**

- 6 1 There is a quorum at a general meeting only if the number of members present is at least four
- 6 2 The Chair of the Board is required for every general meeting In his or her absence within 15 minutes of the time appointed for holding the meeting the members present shall elect another Chair to preside from amongst those members present
- 6 3 A list of all members of the Charity shall be available for inspection during any general meeting
- 6 4 All resolutions to be submitted to any general meeting shall be formally proposed and seconded and subject to article 6 5 below shall be decided on a show of hands with each member exercising one vote unless otherwise provided in these Articles
- 6 5 In the event of a tied vote, whether open or secret, the Chair shall have a second and deciding vote
- 6 6 The Chair shall make a formal declaration of the result of any vote for inclusion in the minutes of the meeting
- 6 7 The Secretary shall provide the members with minutes of all general meetings of the Charity within six weeks of the date of any meeting

## **7. ELECTION OF DIRECTORS**

The Directors are authorized to elect new Directors to fill vacancies arising on the Board at any point in the year. Directors are elected by a two thirds majority of all current Directors

## **8 THE BOARD**

- 8.1 The Board is the highest elected body of the Charity and has the authority to decide on all matters of policy of the Charity subject only to any changes to any policy approved at an AGM or an EGM. The Directors as Charity trustees have control of the Charity and its property and funds. In addition to its role as the policy making body of the Charity the Board shall also be responsible for the organization, management and development of the Charity
- 8.2 When complete the Board shall consist of between four and twelve Directors. The first Board members shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, and who shall be deemed to have been appointed under these Articles. Board members shall be elected or appointed in accordance with these Articles
- 8.3 The Board may appoint any Director onto the Board either to fill a vacancy or as an additional Director as long as the total number of Board Members does not exceed 12. Directors shall serve for three years, At the end of each term the Director may be reappointed by the remaining members of the Board in accordance with article 7 subject always to article 8.6
- 8.4 Every Board member or Executive Officer must sign a declaration of willingness to act as a Charity trustee of the Charity before he or she is eligible to vote at any Board meeting
- 8.5 A technical defect in the appointment of a Board member or Executive Officer of which the Board is unaware at the time does not invalidate decisions taken at a Board meeting
- 8.6 A Board Member shall not serve more than three consecutive terms as a member of the Board

## **9 PROCEEDINGS OF THE BOARD**

- 9 1 The Board shall meet not less than four times per year at such place as it shall itself decide. The date of and agenda for each Board meeting shall be circulated to all members not less than seven days before any such meeting.
- 9 2 If requested to do so by at least 25% of the Directors the Secretary shall convene additional meetings of the Board.
- 9 3 The Directors shall appoint a Chair of the Board who shall chair all Board meetings at which he or she is present. In his or her absence the Directors shall appoint another Director to chair the Board meeting.
- 9 4 The quorum for a meeting of the Board shall be 4 Directors and no business shall be conducted unless a quorum is present.
- 9 5 If no quorum is present within 30 minutes of the time appointed for holding the meeting of the Board then the meeting shall be adjourned to a time and place to be agreed by those present.
- 9 6 All agenda items that require a formal vote of the Board shall be proposed and seconded by Directors. Unless otherwise provided in these Articles the Board shall make its decisions by a simple majority of those present and eligible to vote. Proxy votes will not be accepted. In the event of an equality of votes on any issue to be decided by a simple majority, the Chair shall have a second and deciding vote. Following any formal vote the Chair shall make a formal declaration of its result for inclusion in the minutes of the Board meetings.

## **10 THE SECRETARY**

The Charity shall have a Secretary who shall be responsible for the administrative affairs of the Charity in accordance with these Articles and the Act.



## **11 RETIREMENT OF BOARD MEMBERS**

A Director

- 11 1 may vacate office voluntarily by submitting a written resignation to the Chairman.
- 11 2 can be required to vacate office by a resolution of two thirds of the Directors present and eligible to vote on the ground that it is no longer in the interests of the Charity that the Director continues to hold that office, and
- 11 3 shall be deemed to have vacated office if absent from three consecutive Board meetings

## **12 FUNCTIONAL OFFICES**

The Board may delegate any of its powers to any committee consisting of two or more Directors of the Charity. Any such delegation may be made subject to such conditions as the Board may impose and be revoked or amended by resolution of the Board. In tandem with such conditions, the proceedings of any committee of the Board with two or more members shall be governed by the provisions of these Articles regulating the proceedings of Board insofar as they are capable of applying.

## **13 AUDIT**

The Charity shall be audited by auditors appointed in accordance with the Act at each AGM and shall audit the Charity in accordance with the Act.

## **14. RECORDS & ACCOUNTS**

14 1 The Board must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of

14 1 1 annual reports

14 1 2 annual returns

14 1 3 annual statements of account

14 2 The Directors must keep proper records of

14 2 1 all proceedings at general meetings

14 2 2 all proceedings at meetings of the Directors

14 2 3 all reports of committees and

14 2 4 all professional advice obtained

14 3 Accounting records relating to the Charity must be made available for inspection by any member of the Board at any reasonable time during normal office hours

## 15 NOTICES

15 1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means

15 2 The only address at which a member is entitled to receive notices is the address shown in the register of members

15 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

15 3 1 24 hours after being sent by electronic means or delivered by hand to the relevant address

15 3 2 two business days after being sent by first class post to that address

15 3 3 three business days after being sent by second class or overseas post to that address

15 3 4 on being handed to the member personally or, if earlier,

15 3 6 as soon as the member acknowledges actual receipt

- 15 4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

## **16 DISSOLUTION**

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

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

**NAMES & ADDRESSES OF SUBSCRIBERS SIGNATURES OF SUBSCRIBERS**

**NAME**

**ADDRESS**

Dr P Elworthy

4 The Stables,

Sherbourn, Glos GL54 3DW

Witnessed by

Name Carolyn Hayman

Address 36, Lawford Road, London NW5 2LN

Signature

Date 10.12 2007

Ruth Jenkins

124 Lea Bridge Road

London E5 9RB

Witnessed by

Name Carolyn Hayman

Address 36, Lawford Road, London NW5 2LN

Signature

Date 10.12 2007

X Joel Voysey

36 Rutland Place

M Maidenhead

Berks SL6 4JA

Witnessed by

Name Carolyn Hayman

Address 36, Lawford Road, London NW5 2LN

Signature

Date 10.12 2007

Eljot Lyne

23 Sydenham Rise

London SE23 3XL

Witnessed by

Name Carolyn Hayman

Address 36, Lawford Road, London NW5 2LN

Signature

Date 10.12 2007