



FILE COPY

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

Company No. 7301788

The Registrar of Companies for England and Wales, hereby certifies that

UNIVERSAL EXPORTS CHARITY FOUNDATION

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **1st July 2010**



N07301788L



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

40 3841/50

In accordance with
Section 9 of the
Companies Act 2006

IN01

Application to register a company



A fee is payable with this form
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register a
private or public company

☒ **What this form is NOT**
You cannot use this form
a limited liability partner
this, please use form LL1

THURSDAY



A04

A95VHLBW

01/07/2010

1

COMPANIES HOUSE

Part 1 Company details

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

UNIVERSAL EXPORTS CHARITY FOUNDATION

For official use

--	--	--	--	--	--	--	--

① **Duplicate names**
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☒ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② **Company name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

- ☐ Public limited by shares
- ☐ Private limited by shares
- ☒ Private limited by guarantee
- ☐ Private unlimited with share capital
- ☐ Private unlimited without share capital

④ **Company type**
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

IN01

Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ①

Please give the registered office address of your company

Building name/number C/O WBBETTS LLP, S8

Street MOSLEY STREET

Post town MANCHESTER

County/Region GREATER MANCHESTER

Postcode M2 3 H Z

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ①

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

① For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ①

Please tick the box below if the company's articles are restricted

☐

① Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

Secretary

B1

Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2

Secretary's service address ③

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3

Signature ④

I consent to act as secretary of the proposed company named in Section A1

Signature	Signature X	X
-----------	----------------	---

④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	<p>① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number</p>									
Please use this section to list all the corporate secretary appointments taken on formation											
Name of corporate body/firm											
Building name/number											
Street											
Post town											
County/Region											
Postcode	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>										
Country											
C2	Location of the registry of the corporate body or firm										
<p>Is the corporate secretary registered within the European Economic Area (EEA)?</p> <p>→ Yes Complete Section C3 only</p> <p>→ No Complete Section C4 only</p>											
C3	EEA companies ②	<p>② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>									
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register											
Where the company/firm is registered ③											
Registration number		<p>④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register</p>									
C4	Non-EEA companies										
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register											
Legal form of the corporate body or firm											
Governing law											
If applicable, where the company/firm is registered ④		<p>⑤ Signature The person named above consents to act as corporate secretary of the proposed company</p>									
Registration number											
C5	Signature ⑤										
I consent to act as secretary of the proposed company named in Section A1											
Signature	<p>Signature</p> <p>X</p>										

IN01

Application to register a company

Director

D1

Director appointments ^①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	LORD
Full forename(s)	JEREMY JOHN DURHAM
Surname	ASHDOWN
Former name(s) ^②	
Country/State of residence ^③	ENGLAND
Nationality	BRITISH
Date of birth	2 ^d 7 th 0 th 2 nd 1 st 9 th 4 th 1 st
Business occupation (if any) ^④	

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ^⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

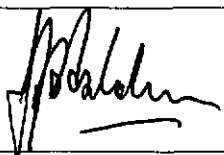
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ^⑥

I consent to act as director of the proposed company named in Section A1.

Signature	<div>Signature</div> <div>X  X</div>
-----------	---

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments ^①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	SIR
Full forename(s)	DONALD CHARLES
Surname	McKINNON
Former name(s) ^②	
Country/State of residence ^③	NEW ZEALAND
Nationality	NEW ZEALANDER
Date of birth	27 02 1934
Business occupation (if any) ^④	COMPANY DIRECTOR

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ^⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

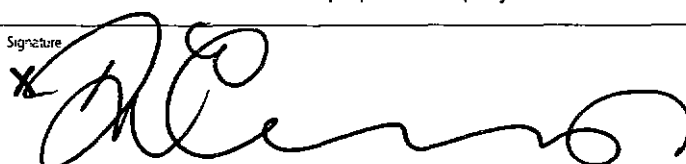
D3

Signature ^⑥

I consent to act as director of the proposed company named in Section A1.

Signature

Signature



⑥ Signature

The person named above consents to act as director of the proposed company.

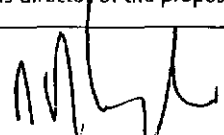
IN01 – continuation page

Application to register a company

Director

D1	Director appointments ^①		<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.		
Title*	MR		
Full forename(s)	ANDREW MICHAEL		
Surname	WRIGHT		
Former name(s) ^②			
Country/State of residence ^③	ENGLAND		
Nationality	BRITISH		
Date of birth	<div> <div>d</div> <div>1</div> <div>3</div> <div>m</div> <div>0</div> <div>2</div> <div>y</div> <div>1</div> <div>9</div> <div>y</div> <div>5</div> <div>0</div> </div>		
Business occupation (if any) ^④	LAWYER		

D2	Director's service address ^⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	THE COMPANY'S REGISTERED OFFICE		
Street			
Post town			
County/Region			
Postcode			
Country			

D3	Signature ^⑥		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1.		
Signature	<div> <div>Signature</div> <div>X</div> <div></div> <div>X</div> </div>		

IN01 – continuation page

Application to register a company

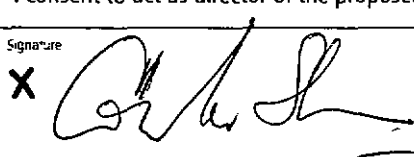
Director

D1	Director appointments ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title*	BARON	
Full forename(s)	COLIN MORVEN	
Surname	SHARMAN	
Former name(s) ^②		
Country/State of residence ^③	ENGLAND	
Nationality	BRITISH	
Date of birth	d 1 9 m 0 2 y 1 9 4 3	
Business occupation (if any) ^④	COMPANY DIRECTOR	

- ① Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ Country/State of residence**
This is in respect of your usual residential address as stated in Section D4.
- ④ Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ^⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode		
Country		

- ⑤ Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

D3	Signature ^⑥	
	I consent to act as director of the proposed company named in Section A1	
Signature	Signature X  X	

- ⑥ Signature**
The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title*	MS	
Full forename(s)	ROBYN	
Surname	SWITT	
Former name(s) ^②		
Country/State of residence ^③	ENGLAND	
Nationality	BRITISH	
Date of birth	<div> <div>d</div> <div>0</div> <div>9</div> <div>m</div> <div>0</div> <div>1</div> <div>y</div> <div>1</div> <div>9</div> <div>y</div> <div>8</div> <div>y</div> <div>1</div> </div>	
Business occupation (if any) ^④	WRITER	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

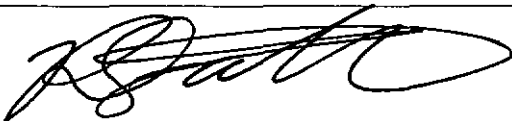
④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ^⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3	Signature ^⑥	
	I consent to act as director of the proposed company named in Section A1	
Signature	<div> <div>Signature</div> <div>X</div> <div>  </div> <div>X</div> </div>	

⑥ Signature
The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title*	LADY	
Full forename(s)	DEBORAH	
Surname	PEAT	
Former name(s) ^②		
Country/State of residence ^③	ENGLAND	
Nationality	BRITISH	
Date of birth	<div>d</div> 0 <div>d</div> 8 <div>m</div> 1 <div>m</div> 0 <div>y</div> 1 <div>y</div> 9 <div>y</div> 5 <div>y</div> 2	
Business occupation (if any) ^④		

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ^⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country		

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3	Signature ^⑥	
	I consent to act as director of the proposed company named in Section A1	
Signature	<div>Signature</div> <div>x <i>Deborah Peat</i> x</div>	

⑥ Signature
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ①		<p>① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number</p>
Please use this section to list all the corporate directors taken on formation			
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
E2	Location of the registry of the corporate body or firm		
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only			
E3	EEA companies ②		<p>② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register			
Where the company/firm is registered ③			
Registration number			
E4	Non-EEA companies		<p>④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered you must also provide its number in that register</p>
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register			
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			
E5	Signature ⑤		<p>⑤ Signature The person named above consents to act as corporate director of the proposed company</p>
I consent to act as director of the proposed company named in Section A1			
Signature	<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="text-align: center;"> <small>Signature</small> <div style="border: 1px solid black; width: 40px; height: 40px; margin: 0 auto; display: flex; align-items: center; justify-content: center;">X</div> </div> <div style="text-align: center;"> <div style="border: 1px solid black; width: 40px; height: 40px; margin: 0 auto; display: flex; align-items: center; justify-content: center;">X</div> </div> </div>		

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate nominal value ④

④ Total aggregate nominal value
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

③ Total number of issued shares in this class

IN01

Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①

JEREMY JOHN DURHAM

Surname ①

ASHDOWN

Address ②

THE COMPANY'S REGISTERED OFFICE

Postcode

Amount guaranteed ③

£1

Subscriber's details

Forename(s) ①

DONALD CHARLES

Surname ①

MCKINNON

Address ②

THE COMPANY'S REGISTERED OFFICE

Postcode

Amount guaranteed ③

£1

Subscriber's details

Forename(s) ①

ROBYN

Surname ①

SCOTT

Address ②

THE COMPANY'S REGISTERED OFFICE

Postcode

Amount guaranteed ③

£1

IN01

Application to register a company

Subscriber's details

Forename(s) ①	DEBORAH
Surname ①	PENT
Address ②	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	COLIN MORVEN
Surname ①	SHARMAN
Address ②	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	ANDREW MICHAEL
Surname ①	WRIGHT
Address ②	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers ¹

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

¹ Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	PENELOPE BYATT - WOBGETTS LLP	
Building name/number	ONE	
Street	COLMORE SQUARE	
Post town	BIRMINGHAM	
County/Region	WEST MIDLANDS	
Postcode	B4 6AJ	
Country	ENGLAND	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X P. Byatt - WOBGETTS LLP	X

IN01

Application to register a company



Presenter information

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

Contact name
PENELOPE BYATT

Company name
WOBGETTS LLP

Address
ONE COLMORE SQUARE

Post town
BIRMINGHAM

County/Region
WEST MIDLANDS

Postcode
B4 6AJ

Country
ENGLAND

DX
716703 BIRMINGHAM 43

Telephone
0845 404 2496



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses



How to pay

A fee of £20 is payable to Companies House to register a company

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Company Number:

**COMPANIES ACTS 2006
PRIVATE COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM AND ARTICLES OF ASSOCIATION
of
UNIVERSAL EXPORTS CHARITY FOUNDATION**

Incorporated on

Cobbetts LLP
One Colmore Square
Birmingham
B4 6AJ
DX 716703 Birmingham 43
Tel 0845 404 2404
Fax 0845 404 2434

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
Memorandum of Association of

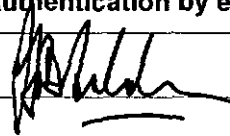
UNIVERSAL EXPORTS CHARITY FOUNDATION

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

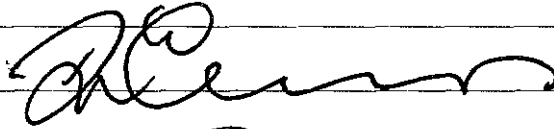
Name of each subscriber

Authentication by each subscriber

Lord Jeremy John Durham Ashdown



Sir Donald Charles McKinnon



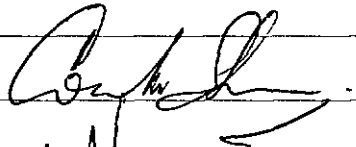
Robyn Scott



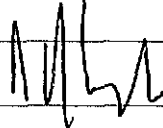
Lady Deborah Peet ^{DP}



Colin Morven Sharman



Andrew Michael Wright



Dated:

30 JUNE 2010

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF UNIVERSAL EXPORTS CHARITY FOUNDATION

1 **Name**

The name of the Company is "Universal Exports Charity Foundation" (and in this document it is called the "**Charity**")

2 **Interpretation**

2 1 In the Articles

"**address**" means a postal address or, for the purposes of electronic communications, an email address registered with the Charity,

"**the Articles**" means the Charity's Articles of Association,

"**Chairman**" means the chairman of the Trustees,

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

"**Charities Act**" means the Charities Act 1993,

"**Charity Trustee**" has the meaning prescribed by section 97(1) of the Charities Act,

"**Clear Days**" in relation to a period of notice means a period excluding (a) the day when the notice is given or deemed to be given and (b) the day for which it is given or on which it is to take effect,

"**Commission**" means the Charity Commission for England and Wales,

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity,

"**2006 Act**" means the Companies Act 2006,

"**Financial Year**" means the Charity's financial year,

"**Memorandum**" means the Charity's Memorandum of Association,

"**electronic form**" has the meaning given in section 1168 of the Companies Act 2006,

"**Secretary**" means any persons appointed to perform the duties of the secretary of the Charity including a joint, assistant or deputy secretary,

"**Trustees**" means the trustees of the Charity The trustees are the directors for the purpose of the Companies Acts and the charity trustees as defined by section 97 of the Charities Act 1993,

"**Year**" means calendar year

- 2 2 Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity
- 2 3 Apart from the exception mentioned in Article 2 2 above, references to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force
- 2 4 Words importing one gender shall include all genders and the singular includes the plural and vice versa

3 **Liability of members**

- 3 1 The liability of the members is limited
- 3 2 Every member of the Charity promises, if the Charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Charity incurred before he or she or it 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

4 **Objects**

The objects of the Charity (the "**Objects**") are specifically restricted to the following

To promote any one or more of the following charitable purposes for the benefit of the public in such ways as the Trustees consider appropriate

- 5 1 The advancement of conflict resolution and reconciliation provided that all activities shall be balanced and shall maintain or enhance the Charity's commitment to remain impartial,
- 5 2 The advancement of the protection or improvement of the physical and natural environment,
- 5 3 The advancement of health through the prevention of disease and the promotion of disease control,
- 5 4 The advancement of education, and
- 5 5 The relief of those in need by reason of youth, age, ill-health, disability, financial hardship or other disadvantage

5 **Powers**

The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so In particular, the Charity has power

- 5 1 To promote or carry out research,

- 5 2 To provide advice,
- 5 3 To publish or distribute information,
- 5 4 To provide educational and training material and courses and to promote, sponsor or organise discussions, lectures, classes, conferences, exhibitions and any other type of meeting,
- 5 5 To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- 5 6 To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes referred to in the Objects,
- 5 7 To raise funds In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
- 5 8 To buy, take on lease or in exchange, hire or otherwise acquire property of any kind and to maintain and equip it for use,
- 5 9 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 as amended by the Charities Act 2006,
- 5 10 To make grants or loans of money and to give guarantees,
- 5 11 To set aside funds for special purposes or as reserves against future expenditure,
- 5 12 To
 - 5 12 1 deposit or invest funds,
 - 5 12 2 employ a professional fund-manager, and
 - 5 12 3 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,
- 5 13 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as Custodian, and to pay any reasonable fee required,
- 5 14 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required,
- 5 15 To provide indemnity insurance for the Trustees in accordance with section 73F of the Charities Act 1993,
- 5 16 To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects.

- 5 17 To employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Article,
- 5 18 To enter into contracts to provide services to or on behalf of other bodies,
- 5 19 To establish or acquire subsidiary companies to assist or act as agents for the Charity
- 5 20 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

6 Application of property and income

- 6 1 The income and property of the Charity shall be applied solely towards the promotion of the Objects

6 2

6 2 1 A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity

✓ 6 2 2 A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense as referred to in Article 5 15 above

6 2 3 A Trustee may receive an indemnity from the Charity in the circumstances specified in Article 14

- 6 3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee receiving

6 3 1 a benefit from the Charity in the capacity of a beneficiary of the Charity,

6 3 2 reasonable and proper remuneration for any goods or services supplied to the Charity

- 6 4 No Trustee may

6 4 1 buy goods or services from the Charity,

6 4 2 sell goods, services or any interest in land to the Charity,

6 4 3 be employed by or receive any remuneration from the Charity,

6 4 4 receive any other financial benefit from the Charity,

unless the payment or transaction is

- (i) permitted in accordance with, and subject to the conditions in section 73A or 73F of the Charities Act 1993 *[services provided by a charity trustee to the charity, trustee indemnity insurance]*, or
- (ii) previously and expressly authorised in writing by the Charity Commission

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

6 5 1 Partner

6 5 2 Employee

6 5 3 Consultant

6 5 4 Director

6 5 5 Shareholder, unless the shares in the company are not listed on a recognised stock exchange and the Trustee holds less than 1% of the issued share capital

6 6 In sub-clauses 6 2 to 6 4 of this Article 6

6 6 1 "Charity" shall include any company in which the Charity

6 6 1 1 holds more than 50% of the shares, or

6 6 1 2 controls more than 50% of the voting rights attached to the shares, or

6 6 1 3 has the right to appoint one or more directors to the Board of the company,

6 6 2 "Trustee" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner

7 **Membership**

7 1 The Charity must keep a register of the names and addresses of the members

7 2 The members of the Charity shall comprise the subscribers to the Memorandum and persons appointed as Trustees from time to time under these Articles

7 3 Membership is terminated if the member concerned

7 3 1 gives written notice of resignation to the Charity unless after the resignation there would be less than two members,

7 3 2 dies, or

7 3 3 ceases to be a Trustee in which case he shall be deemed to have given written notice of resignation to the Charity

7 4 Membership of the Charity is not transferable

8 General Meetings

- 8 1 A general meeting may be called at any time by the Trustees and, if required to do so by the members pursuant to the 2006 Act, the Trustees shall call a general meeting in accordance with the provisions of that Act
- 8 2 General meetings are called on at least 14 Clear Days' written notice A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having the right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights
- 8 3 The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted The notice shall be given to all the members and to the Trustees and the auditors of the Charity Every notice convening a general meeting shall comply with the provisions of sections 324 and 325(1) of the 2006 Act as to the giving of information to members regarding their right to appoint a proxy
- 8 4 The proceedings at a general 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
- 8 5 Members are entitled to attend general meetings either personally or by proxy
- 8 6 No business shall be transacted at any general meeting unless a quorum is present A quorum at a general meeting is two members entitled to vote on the business to be conducted at the meeting The duly appointed proxy of a member shall be counted in the quorum for these purposes
- 8 7 *If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine The Trustees must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting If a quorum is not present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting*
- 8 8 General meetings shall be chaired by the Chairman If there is no such person or he is not present within 15 minutes of the time appointed for the meeting, a Trustee nominated by the Trustees present shall chair the meeting
- 8 9 Every member present in person or by proxy has one vote on each issue
- 8 10 A written resolution passed by the member or members of the Charity in accordance with the 2006 Act shall have effect as if passed by the Charity in general meeting A

written resolution may comprise several copies to which one or more members have signified their agreement

9 Trustees

9 1 There must be at least three Trustees. The maximum number of Trustees shall be nine

9 2 The subscribers to the Memorandum are the first Trustees

9 3 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees

9 4 The Trustees may appoint any person who is willing to act to be a Trustee provided that the maximum number of Trustees referred to in Article 9 1 shall not be exceeded

9 5 A Trustee shall hold office for a period of three years

9 6 Every Trustee shall be eligible for reappointment at the end of his or her term of office

9 7 A Trustee shall automatically cease to hold office if he or she

9 7 1 ceases to be a director to virtue of any provision in the Companies Acts or is prohibited by law from being a director,

9 7 2 is disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),

9 7 3 becomes incapable, whether mentally or physically, of managing his or her own affairs,

9 7 4 is absent without permission of the Trustees from three consecutive meetings of the Trustees and the Trustees resolve that his or her office be vacated, or

9 7 5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office when the notice of resignation is to take effect)

9 8 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

10 Trustees' remuneration

The Trustees must not be paid any remuneration unless it is authorised by Article 6

11 Trustees' proceedings

11 1 The Trustees may regulate their proceedings as they see fit, subject to the provisions of the Articles

- 11 2 The Trustees must hold at least two meetings each Year A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants
- 11 3 No decision may be made at a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants
- 11 4 A quorum at a meeting of the Trustees is two Trustees or the number nearest one-third of the total number of Trustees, rounding up to the nearest whole number, whichever shall be the greater A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote
- 11 5 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustee or Trustees may act only for the purpose of filling vacancies or calling a general meeting
- 11 6 The Chairman shall preside at each meeting If there is no Chairman or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting
- 11 7 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- 11 8 Every Trustee has one vote on each issue
- 11 9 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

12 Declarations Of Interest And Conflicts Of Interest

- 12 1 A Trustee must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared
- 12 2 A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) SAVE THAT this shall not apply where a Trustee has been authorised to remain in a meeting under Articles 12 5 and 12 6

12 3 Subject to Article 12 4 all acts done by a meeting of the Trustees, or of a committee of the Trustees, shall be valid notwithstanding the participation in any vote of a Trustee

12 3 1 who was disqualified from holding office,

12 3 2 who had previously retired or who had been obliged by the constitution to vacate office,

12 3 3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise

if without the vote of that Trustee and that Trustee being counted in the quorum the decision has been made by a majority of the Trustees present at a quorate meeting

12 4 Article 12 3 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of the Trustees if, but for Article 12 3, the resolution would have been void, or if the Trustee has not complied with Articles 12 1 and 12 2

12 5 If a conflict of interest ("**Conflict**") arises or could potentially arise for any Trustee (the "**Conflicted Trustee**") because of a duty of loyalty owed by the Trustee to another organisation or person and the Conflict is not authorised by any other provision in the Memorandum or the Articles, the unconflicted Trustees may authorise the Conflict if they consider that it is in the interests of the Charity to do so in the circumstances applying but so that any such authorisation will only be effective if

12 5 1 Any requirement as to the quorum at the meeting of the Trustees at which the matter is considered is met without counting the Conflicted Trustee (or any other interested Trustee) and the Conflicted Trustee is actually absent from the part of the meeting at which meeting when the matter is considered, and

12 5 2 The matter was agreed to without the Conflicted Trustee (or any other interested Trustee) voting or would have been agreed to if his or her (or any other interested Trustee's) vote had not been counted

12 6 In giving authorisation pursuant to Article 12 5 above, the unconflicted Trustees shall decide whether

12 6 1 The Conflicted Trustee must be absent from any discussions at a meeting of the Trustees relating to the matter giving rise to the relevant Conflict and must not vote on any such matter nor be counted in the quorum for that part of the meeting, or

12 6 2 The Conflicted Trustee may be present and may speak but shall not vote on any such matter nor be counted in the quorum during any discussions

at a meeting of the Trustees relating to the matter giving rise to the relevant Conflict PROVIDED ALWAYS THAT even if the unconflicted Trustees so decide, they may always ask the Conflicted Trustee to leave a particular Trustees' meeting when such a matter is being considered

- 12 6 3 Where a Conflict is authorised in accordance with Article 12 5 above, the Conflicted Trustee shall not be required to disclose to the Charity (or use for its benefit) any confidential information he obtains, otherwise than in his capacity as a Trustee, as a result of that Conflict where to do so would be a breach of any duty or confidence owed by him or her to a third party

13 Trustees' powers

- 13 1 The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Memorandum, these Articles or any special resolution. No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees
- 13 2 The Trustees have the following powers in the administration of the Charity
- 13 2 1 To appoint a person to act as Secretary
- 13 2 2 To appoint a Chairman, Treasurer and other honorary officers from among their number
- 13 2 3 To delegate any of their functions to committees consisting of two or more Trustees but so that
- 13 2 3 1 The Trustees may impose conditions when delegating
- 13 2 3 2 The Trustees may revoke or alter a delegation
- 13 2 3 3 All proceedings of committees must be fully and promptly reported to the Trustees
- 13 2 4 To make standing orders consistent with the Articles and the Companies Acts to govern proceedings at general meetings and to prescribe a form of proxy
- 13 2 5 To make rules consistent with the Articles and the Companies Acts to govern their proceedings and proceedings of committees
- 13 2 6 To make regulations consistent with the Articles and the Companies Acts to govern the administration of the Charity and the use of its seal (if any)
- 13 2 7 To establish procedures to assist the resolution of disputes or differences within the Charity

- 13 2 8 To exercise any powers of the Charity which are not reserved to a general meeting

14 **Indemnity**

The Charity shall indemnify any Trustee or auditor of the Charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act

15 **Records and Accounts**

- 15 1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of

- 15 1 1 annual returns.

- 15 1 2 annual reports, and

- 15 1 3 annual statements of account

- 15 2 The Trustees must keep proper records of

- 15 2 1 all proceedings at general meetings,

- 15 2 2 all proceedings at meetings of the Trustees,

- 15 2 3 all reports of committees, and

- 15 2 4 all professional advice obtained

- 15 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

- 15 4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs

16 **Notices**

- 16 1 Any notice to be given to or by any person pursuant to the Articles must be in writing or must be given using electronic communications

- 16 2 The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members

- 16 3 The Charity may give any notice to a member either

- 16 3 1 personally, or

- 16 3 2 by sending it by post in a prepaid envelope addressed to the member at his or her address, or

- 16 3 3 by leaving it at the address of the member, or
- 16 3 4 by giving it using electronic communications to the member's address
- 16 4 A notice shall be deemed to be given
 - 16 4 1 48 hours after the envelope containing it was posted if sent by first class post and 72 hours after the envelope was posted if sent by second class or overseas post
 - 16 4 2 in the case of electronic communication, 48 hours after it was sent
 - 16 4 3 on being handed to the member personally, or
 - 16 4 4 as soon as the member acknowledges actual receipt
- 16 5 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting
- 17 **Alterations to the Articles**
 - 17 1 No alteration or addition shall be made to the Articles which would have the effect that the Charity would cease to be a charity under the law of England and Wales
 - 17 2 No alteration may be made to the Articles without the prior written consent of the Commission where consent is required under section 64 of the Charities Act 1993
- 18 **Dissolution**
 - 18 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
 - 18 1 1 directly for the Objects, or
 - 18 1 2 by transfer to any charity or charities for purposes similar to the Objects, or
 - 18 1 3 to any charity or charities for use for particular purposes that fall within the Objects
 - 18 2 Subject to any such resolution of the members of the Charity, the Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred
 - 18 2 1 directly for the Objects, or
 - 18 2 2 by transfer to any charity or charities for purposes similar to the Objects, or

18.2.3 to any charity or charities for use for particular purposes that fall within the Objects

18.3 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) and if no resolution in accordance with this Article 18 is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission

