



FILE COPY

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

Company No. 7705234

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

**FRIENDS OF STATION ROAD GARDENS
(BILLINGSHURST) LTD**

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 **14th July 2011**



N07705234F



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

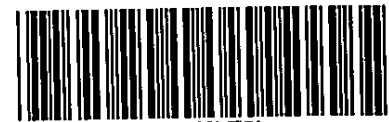
Application to register a company

SALE DAY

600005/100



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



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|-----------------|------------|-----|---|
| A31 | 14/07/2011 | 28 | e |
| COMPANIES HOUSE | | | |
| A08 | 11/07/2011 | 5 | |
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| COMPANIES HOUSE | | | |

☒ **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 for
a limited liability partnership
this, please use form LL

THURSDAY
F

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
Friends of Station Road Gardens (Billingshurst) Ltd

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 ②

Please give the registered office address of your company

Building name/number Buckingham House

Street Myrtle Lane

Post town Billingshurst

County/Region West Sussex

Postcode R H 1 4 9 S G

② 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 ③

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.

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

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

☐

N/A

④ 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.

N/A

B2**Secretary's service address ①**

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

① 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 ①**

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

| | |
|-----------|--|
| Signature | Signature  |
|-----------|--|

① 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**

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

Country

① Additional appointments

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

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

C2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete **Section C3 only**
 → No Complete **Section C4 only**

C3**EEA companies ②**

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 ②

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

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

Registration number

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

C5**Signature ⑤**

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

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary 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* | MR |
| Full forename(s) | ROTH ALAN |
| Surname | BROWN |
| Former name(s) ② | |
| Country/State of residence ③ | UK |
| Nationality | BRITISH |
| Date of birth | 20 11 1940 |
| 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 | BUCKINGHAM HOUSE |
| Street | MYRTLE LANE |
| Post town | BILLINGSMORE |
| County/Region | WEST SUSSEX |
| Postcode | BH11 4 9SG |
| Country | UK |

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 style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="flex-grow: 1; text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </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 | | <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> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p> |
| Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5. | | | |
| Title* | MISS | | |
| Full forename(s) | RACHEL MARY | | |
| Surname | SKIDMORE | | |
| Former name(s) ② | | | |
| Country/State of residence ③ | ENGLAND. | | |
| Nationality | BRITISH | | |
| Date of birth | 2 6 04 1 4 8 6 | | |
| Business occupation (if any) ④ | | | |
| 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 | BUCKINGHAM HOUSE | | |
| Street | MYRTLE LANE | | |
| Post town | BILLINGSHURST | | |
| County/Region | WEST SUSSEX | | |
| Postcode | RH1 4 9 5 9 | | |
| 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 | Signature X <i>R. Skidmore</i> X | | |

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* | MR |
| Full forename(s) | MICHAEL NEIL |
| Surname | BRANDON |
| Former name(s) ② | |
| Country/State of residence ③ | UK |
| Nationality | BRITISH |
| Date of birth | 1 7 10 2 1 9 5 3 |
| 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 | 36 |
| Street | SILVER LANE |
| Post town | BILLINGSHURST |
| County/Region | WEST SUSSEX |
| Postcode | R 14 1 4 9 2 J |
| 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 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* | MISS |
| Full forename(s) | LESLEY SUZANNE |
| Surname | GRAY |
| Former name(s) ^② | N/A |
| Country/State of residence ^③ | UK |
| Nationality | BRITISH |
| Date of birth | 02 09 1965 |
| 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 | LADYMEAD |
| Street | CONEYHURST |
| Post town | BILLINGSHURST |
| County/Region | WEST SUSSEX |
| Postcode | RH11 49DA |
| Country | UK |

⑤ Service address

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

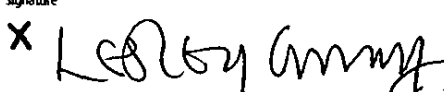
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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 style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div> <div style="flex-grow: 1;">  </div> <div style="margin-left: 10px;">X</div> </div> |
|-----------|--|

⑥ Signature

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

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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* | MR |
| Full forename(s) | RAYMOND |
| Surname | DEEFHOLTS |
| Former name(s) ② | |
| Country/State of residence ③ | U.K. |
| Nationality | BRITISH |
| Date of birth | 08 03 1947 |
| Business occupation (if any) ④ | ARCHITECT |

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 | HAZEL COTTAGE 10 |
| Street | LOWER STATION ROAD |
| Post town | BILLINGSHURST |
| County/Region | SUSSEX |
| Postcode | RH14 9SX |
| Country | U.K. |

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

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* | MR |
| Full forename(s) | HERMAN EDMUND JOHAN |
| Surname | HOTZE |
| Former name(s) ② | |
| Country/State of residence ③ | U.K |
| Nationality | DUTCH |
| Date of birth | 07 01 1941 |
| 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 ①

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

| | |
|----------------------|----------------|
| Building name/number | 1 |
| Street | HOLMBUSH CLOSE |
| Post town | HORSHAM |
| County/Region | WEST SUSSEX |
| Postcode | RH12 5YB |
| Country | |

① Service address

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

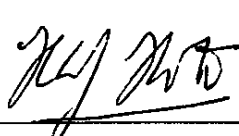
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

D3

Signature ①

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

| | |
|-----------|--|
| Signature | <div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </div> |
|-----------|--|

① Signature

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

THE UNIVERSITY OF CHICAGO

DEPARTMENT OF CHEMISTRY
5408 S. UNIVERSITY AVE.
CHICAGO, ILL. 60637

TO THE DIRECTOR, NATIONAL BUREAU OF STANDARDS

WASHINGTON, D. C. 20535

Dear Sir:

I am pleased to

acknowledge the

receipt of

Yours of

of the 10th inst. regarding the
analysis of the sample of
the material which was
sent to the National Bureau of
Standards for analysis.

Sincerely,
[Signature]

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* | MR |
| Full forename(s) | PATRICK |
| Surname | PERKS |
| Former name(s) ² | |
| Country/State of residence ³ | ENGLAND |
| Nationality | ENGLISH |
| Date of birth | 02 07 1935 |
| Business occupation (if any) ⁴ | Retired Engineer |

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 | Hawthorn House |
| Street | MARLBOROUGH RD |
| Post town | BIRMINGHAM |
| County/Region | |
| Postcode | B14 9AD |
| Country | ENGLAND |

5 Service address

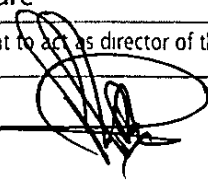
This is the address that will appear on the public record. This does not have to be your usual residential address.

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 style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div>  <div style="margin-left: 10px;">X</div> </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* | MRS |
| Full forename(s) | JUNE Blanche |
| Surname | Perks |
| Former name(s)② | nee FRITH |
| Country/State of residence ③ | UK |
| Nationality | BRITISH |
| Date of birth | ^d 1 ^d 7 ^m 05 ^y 19'3'6 |
| Business occupation (if any) ④ | TEACHER LTD |

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 | HAWTHORNE HOLLOW |
| Street | MARRINGDEAN RD |
| Post town | BILLINGSHURST |
| County/Region | W SUSSEX |
| Postcode | RH14 9HD |
| Country | UK |

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 J B Perks X |
|-----------|----------------------------|

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**

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

Country

① Additional appointments

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

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**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**

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 ②

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**E4****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 ④If applicable, the
registration number**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

E5**Signature ⑤**I consent to act as director of the proposed company named in **Section A1**.

Signature

Signature

X

⑤ Signature

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

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 premium② Number of shares issued multiplied by
nominal value of each share

③ Total number of issued shares in this class

Continuation PagesPlease use a Statement of Capital continuation
page if necessary

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

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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 | Keith Alan |
| Surname ① | Brown |
| Address ② | 3, Myrtle Cottages Myrtle Lane BILLINGSHURST West Sussex |
| Postcode | R H 1 4 9 S G |
| Amount guaranteed ③ | One pound |

Subscriber's details

| | |
|---------------------|---|
| Forename(s) ① | Rachel Mary |
| Surname ① | Skidmore |
| Address ② | 5, Holders Close BILLINGSHURST West Sussex |
| Postcode | R H 1 4 9 H L |
| Amount guaranteed ③ | One pound |

Subscriber's details

| | |
|---------------------|--|
| Forename(s) ① | Michael Neil |
| Surname ① | Bransdon |
| Address ② | 36, Silver Lane BILLINGSHURST West Sussex |
| Postcode | R H 1 4 9 R J |
| Amount guaranteed ③ | One pound |

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Application to register a company

| Subscriber's details | |
|----------------------|---|
| Forename(s) ① | Lesley Suzanne |
| Surname ① | Grey |
| Address ② | 'Ladymead' CONEYHURST- BILLINGSHURST West Sussex |
| Postcode | R H 1 4 9 D H |
| Amount guaranteed ③ | One pound |

| Subscriber's details | |
|----------------------|---|
| Forename(s) ① | Raymond |
| Surname ① | Deefholts |
| Address ② | 'Hazel Cottage' 10, Lower Station Road BILLINGSHURST West Sussex |
| Postcode | R H 1 4 9 S X |
| Amount guaranteed ③ | One pound |

| Subscriber's details | |
|----------------------|---------------------------------------|
| Forename(s) ① | Herman Edmund Johan |
| Surname ① | Hotze |
| Address ② | 1, Holmbush Close HORSHAM West Sussex |
| Postcode | R H 1 2 5 Y B |
| Amount guaranteed ③ | One pound |

| Subscriber's details | |
|----------------------|---|
| Forename(s) ① | Patrick |
| Surname ① | Perks |
| Address ② | 'Hawthorn Hollow' Marringdean Road BILLINGSHURST West Sussex |
| Postcode | R H 1 4 9 H D |
| Amount guaranteed ③ | One pound |

| Subscriber's details | |
|----------------------|---|
| Forename(s) ① | June Blanche |
| Surname ① | Perks |
| Address ② | 'Hawthorn Hollow' Marringdean Road BILLINGSHURST West Sussex |
| Postcode | R H 1 4 9 H D |
| Amount guaranteed ③ | One pound |

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)


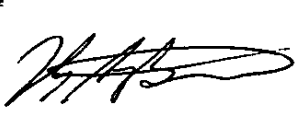
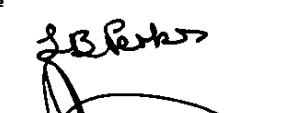
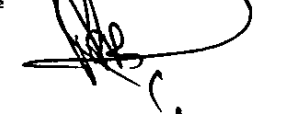


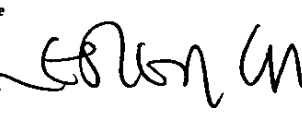

H1

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 details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

❶ Name

Please use capital letters

❷ Address

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

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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 | |
| Building name/number | |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |
| I confirm that the requirements of the Companies Act 2006 as to registration have been complied with. | |
| Agent's signature | Signature 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 **Herman E J Hotze**

Company name

Address **1, Holmbush Close**

Post town **HORSHAM**

County/Region **West Sussex**

Postcode **R H 1 2 5 Y B**

Country **UK**

DX

Telephone **01403 268258**

**Certificate**

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6).
☐ At the agent's 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 is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
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

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum and Articles of Association
of
Friends of Station Road Gardens (Billingshurst)Ltd

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

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The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of Friends of Station Road Gardens (Billingshurst)Ltd

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

1 Keith Alan Brown



2 Herman Edmund Johan Hotze



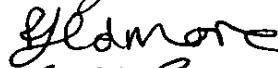
3 Patrick Perks



4 June Blanche Perks



5 Rachel Mary Skidmore



6 Michael Neil Bransdon



7 Lesley Suzanne Gray



8 Raymond Deefholts



~~Note, For authentication by each subscriber, see next sheet, attached-~~

]

13-7-'11



The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of Friends of Station Road Gardens (Billingshurst)

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles

OBJECTS AND POWERS

2. Objects

The Charity's objects are specifically restricted to the following

Designing and creating a community garden for public use by the community of Billingshurst

3. Powers

To further its objects the Charity may

- 3 1 provide and assist in the provision of money, materials or other help,
- 3 2 organise and assist in the provision of courses of instruction, and other educational activities,
- 3.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media,
- 3 4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available,
- 3 5 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake,
- 3 6 enter into contracts to provide services to or on behalf of other bodies,
- 3 7 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities,
- 3 8 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Charity must comply as appropriate with the Charities Act 1993),

- 3 9 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds (the Charity must comply as appropriate with the Charities Act 1993 if it wishes to mortgage land),
 - 3 10 set aside funds for special purposes or as reserves against future expenditure,
 - 3 11 invest the Charity's money not immediately required for its objects in or upon any investments, securities, or property,
 - 3 12 arrange for investments or other property of the Charity to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a Financial Expert or Experts acting under their instructions and pay any reasonable fee required,
 - 3 13 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments,
 - 3 14 accept (or disclaim) gifts of money and any other property,
 - 3 15 raise funds by way of subscription, donation or otherwise,
 - 3 16 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits,
 - 3 17 subject to Article 4.
 - 3 17 1 engage and pay employees, consultants and professional or other advisers; and
 - 3 17 2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants,
 - 3 18 establish and support or aid in the establishment and support of any other organisations and subscribe, for charitable purposes,
 - 3 19 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Charity's objects),
 - 3 20 undertake and execute charitable trusts,
 - 3 21 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects wholly or in part similar to those of the Charity;
 - 3 22 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them,
 - 3 23 pay out of the funds of the Charity the costs of forming and registering the Charity,
-

- 3 24 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Charity,
- 3 25 provide indemnity insurance for the Trustees or any other officer of the Charity in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993 (provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said section 73F(1) shall be treated as references to officers of the Charity), and
- 3 26 do all such other lawful things as may further the Charity's objects

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4 1 The income and property of the Charity shall be applied solely towards the promotion of its objects

Permitted benefits to members

- 4 2 Except as provided below no part of the income and 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 shall not prevent any payment in good faith by the Charity of
 - 4 2 1 any payments made to any member in his, her or its capacity as a beneficiary of the Charity,
 - 4 2 2 reasonable and proper remuneration to any member for any goods or services supplied to the Charity (including services performed by the member under a contract of employment with the Charity), provided that if such member is a Trustee Articles 4 3, 4 4 and 4 5 shall apply,
 - 4 2 3 interest at a reasonable and proper rate on money lent by any member to the Charity,
 - 4 2 4 any reasonable and proper rent for premises let by any member to the Charity, and
 - 4 2 5 any payments to a member who is also a Trustee which are permitted under Articles 4 4 or 4 5

Permitted benefits to Trustees and Connected Persons

- 4 3 Unless the payment is permitted by Article 4 4 no Trustee may
 - 4 3 1 sell goods, services or any interest in land to the Charity,
 - 4 3 2 be employed by, or receive any remuneration from, the Charity, or
 - 4 3 3 receive any other financial benefit from the Charity

4 4 A Trustee may receive the following benefits from the Charity

- 4 4 1 a Trustee or Connected Person may receive a benefit from the Charity in their capacity as a beneficiary of the Charity;
- 4 4 2 a Trustee may be reimbursed by the Charity for, or may pay out of the Charity's property, reasonable expenses properly incurred by him or her when acting on behalf of the Charity,
- 4 4 3 a Trustee or Connected Person may be paid reasonable and proper remuneration by the Charity for any goods or services supplied to the Charity on the instructions of the Trustees (excluding the service of acting as Trustee and services performed by a Trustee under a contract of employment with the Charity) provided that
 - (a) if such person is a Trustee the procedure described in Article 21 (Conflicts of Interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision,
 - (b) if such person is a Connected Person the procedure described in Article 21 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person, and
 - (c) this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee),
- 4 4.4 a Trustee or Connected Person may receive interest at a reasonable and proper rate on money lent to the Charity,
- 4.4 5 a Trustee or Connected Person may receive reasonable and proper rent for premises let to the Charity,
- 4 4 6 the Charity may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3 29,
- 4 4 7 a Trustee or other officer of the Charity may receive payment under an indemnity from the Charity in accordance with the indemnity provisions set out at Article 6, and
- 4 4 8 a Trustee or Connected Person may receive or retain any payments authorised in Writing by the Charity Commission

4 5 In Articles 4 3 and 4 4 references to the Charity shall be read as references to the Charity and/or any Subsidiary Company provided that in relation to services supplied to a Subsidiary Company the words in Article 4 4 3 "(excluding the service of acting as Trustee and services performed by a Trustee under a contract of employment with the Charity)" shall be treated as though they read "(excluding the service of acting as Trustee but including other services by any person performed under a contract of employment with any Subsidiary Company)".

- 4 6 For any transaction authorised by Articles 4 4 or 4 5, the Trustee's duty (arising under the Companies Acts) to avoid a conflict of interest with the Charity shall be disapplied

LIABILITY, INDEMNITY AND WINDING UP

5. Liability of members

- 5 1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for

5 1 1 payment of the Charity's debts and liabilities contracted before he, she or it ceases to be a member,

5 1 2 payment of the costs, charges and expenses of winding up, and

5 1 3 adjustment of the rights of the contributories among themselves

6. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts

7. Winding up

If any property remains after the Charity has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed among the members of the Charity (except to a member that is itself a charity which would qualify to benefit under this Article), but must be given to some other institution or institutions with similar objects which is or are regarded as charitable under the law of every part of the United Kingdom. The institution or institutions to benefit may be chosen by resolution of the members at or before the time of winding up or dissolution, and subject to any such resolution of the members may be chosen by resolution of the Trustees at or before the time of winding up or dissolution.

TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

8. Trustees' general authority

Subject to the Articles, the Trustees are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity

9. Members' reserve power

9 1 The members may, by special resolution, direct the Trustees to take, or refrain from taking, specified action.

9 2 No such special resolution invalidates anything which the Trustees have done before the passing of the resolution

10. Chair

The Trustees may appoint one of their number to be the Chair of the Trustees for such term of office as they determine and may at any time remove him or her from that office

11. Trustees may delegate

11 1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee

11 2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Charity to any person or committee

11 3 Any delegation by the Trustees may be.

11 3 1 by such means,

11 3 2 to such an extent,

11 3 3 in relation to such matters or territories, and

11 3 4 on such terms and conditions,

as they think fit

11 4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated

11 5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions

11 6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine

12. Committees

12 1 In the case of delegation to committees

12 1 1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number),

- 12 1 2 the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify,
 - 12 1 3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose,
 - 12 1 4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit, and
 - 12 1 5 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees
- 12 2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees

13. Delegation of investment management

The Trustees may delegate the management of investments to a Financial Expert or Experts

DECISION-MAKING BY TRUSTEES

14. Trustees to take decisions collectively

Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 20

15. Calling a Trustees' meeting

- 15 1 Two Trustees may (and the Secretary, if any, must at the request of two Trustees) call a Trustees' meeting
- 15 2 A Trustees' meeting must be called by at least seven Clear Days' notice unless either:
 - 15 2.1 all the Trustees agree, or
 - 15 2.2 urgent circumstances require shorter notice
- 15 3 Notice of Trustees' meetings must be given to each Trustee
- 15 4 Every notice calling a Trustees' meeting must specify
 - 15 4 1 the place, day and time of the meeting,
 - 15 4 2 the general particulars of all business to be considered at such meeting; and

15 4 3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

15 5 Notice of Trustees' meetings need not be in Writing

15 6 Notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose

16. Participation in Trustees' meetings

16 1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when

16 1 1 the meeting has been called and takes place in accordance with the Articles, and

16 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

16 2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other

16 3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

17. Quorum for Trustees' meetings

17 1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

17 2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than two, and unless otherwise fixed it is [two or one-third of the total number of Trustees, whichever is the greater]

17 3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision

17 3 1 to appoint further Trustees, or

17 3 2 to call a general meeting so as to enable the members to appoint further Trustees

18. Chairing of Trustees' meetings

The Chair, if any, or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting

19. Decision-making at meetings

19 1 Questions arising at a Trustees' meeting shall be decided by a majority of votes

- 19 2 In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have, unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes

20. Decisions without a meeting

- 20 1 The Trustees may take a unanimous decision without a Trustees' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in Writing.

- 20 2 A decision which is made in accordance with Article 20 1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

20 2 1 approval from each Trustee must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees,

20 2 2 following receipt of responses from all of the Trustees, the Recipient must communicate to all of the Trustees (by any means) whether the resolution has been formally approved by the Trustees in accordance with this Article 20.2,

20 2 3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,

20 2 4 the Recipient must prepare a minute of the decision in accordance with Article 50

21. Conflicts of interest

- 21 1 Whenever a Trustee finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.

- 21 2 If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees.

- 21 3 Whenever a Trustee has a Conflict of Interest either in relation to a matter to be discussed at a meeting or a decision to be made in accordance with Article 20:

21 3 1 if the Conflict of Interest relates to a benefit permitted under Article 4 4 3 or Article 4 4 3 as it applies by virtue of Article 4 5, then the Trustee must comply with Article 21 4,

- 21 3 2 for all other Conflicts of Interest, either the Trustee must comply with Article 21 4 or authorisation must be given by the unconflicted Trustees under Article 22
- 21 4 If a Trustee with a Conflict of Interest is required to comply with Article 21 4 he or she must
- 21 4 1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate,
- 21 4 2 not be counted in the quorum for that part of the meeting, and
- 21 4 3 withdraw during the vote and have no vote on the matter
- 21.5 When a Trustee has a Conflict of Interest which he or she has declared to the Trustees, he or she shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her
- 22. Trustees' power to authorise a conflict of interest**
- 22 1 The Trustees have power to authorise a Trustee to be in a position of Conflict of Interest provided
- 22 1 1 this power cannot be used to authorise a Conflict of Interest arising from a benefit permitted under Article 4 4 3 or Article 4 4 3 as it applies by virtue of Article 4 5,
- 22 1 2 in relation to the decision to authorise a Conflict of Interest, the conflicted Trustee must comply with Article 21 4,
- 22 1 3 in authorising a Conflict of Interest, the Trustees can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Trustee with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum,
- 22.1 4 the decision to authorise a Conflict of Interest can impose such terms as the Trustees think fit and is subject always to their right to vary or terminate the authorisation, and
- 22.1 5 nothing in this Article 22 shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with Article 4
- 22 2 If a matter, or office, employment or position, has been authorised by the Trustees in accordance with Article 22 1 then, even if he or she has been authorised to remain at the meeting by the other Trustees, the Trustee may absent himself or herself from meetings of the Trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed
- 22 3 A Trustee shall not be accountable to the Charity for any benefit which he or she derives from any matter, or from any office, employment or position, which has been

authorised by the Trustees in accordance with Article 22.1 (subject to any limits or conditions to which such approval was subject)

23. Register of Trustees' interests

The Trustees must cause a register of Trustees' interests to be kept. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she 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.

APPOINTMENT AND RETIREMENT OF TRUSTEES

24. Number of Trustees

There shall be at least three Trustees

25. Appointment of Trustees and retirement of Trustees by rotation

25 1 Those persons notified to the Registrar of Companies as the first directors of the Charity shall be the first Trustees

25 2 Any person who is willing to act as a Trustee, and is permitted by law to do so, may be appointed to be a Trustee

25 2 1 by ordinary resolution, or

25 2 2 by a decision of the Trustees

25 3 At every annual general meeting the following Trustees must retire from office but may (subject to the provisions of this Article 25) offer themselves for reappointment by the members

25 3 1 one-third of the Trustees who are subject to retirement by rotation, or the number nearest to one-third, and

25 3 2 any Trustees who have been appointed by the Trustees since the last annual general meeting

25 4 The following rules shall apply to determine who shall retire by rotation under Article 25 3 1

25 4 1 The Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment

25 4 2 As between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot

25 4 3 If there is only one Trustee who is subject to retirement by rotation, he or she shall retire

- 25 4 4 Trustees appointed by the Trustees under Article 25.2 2 shall not be taken into account in determining the Trustees who are to retire by rotation
- 25 5 Subject to Article 25.6, if the Charity at the meeting at which a Trustee retires by virtue of Article 25 3 1 does not fill the vacancy, the retiring Trustee will, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Trustee is put to the meeting and lost
- 25 6 On coming to the end of a term of office or consecutive terms of office lasting more than six years in total, a Trustee must take a break from office and may not be reappointed until the earlier of
- 25 6 1 the anniversary of the commencement of his or her break from office, and
- 25 6 2 if applicable, the annual general meeting following the annual general meeting at which his or her break from office commenced
- 25 7 No person may be appointed as a Trustee unless he or she has reached the age of [16/18] years
- 25 8 No person other than a Trustee retiring by virtue of Article 25.3 1 shall be appointed or reappointed a Trustee at any general meeting unless
- 25 8 1 he or she is recommended by the Trustees, or
- 25 8 2 at least 10 but not more than 35 Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of Trustees together with notice executed by that person of his or her willingness to be appointed or reappointed.
- 25 9 At least five but not more than 28 Clear Days before the date appointed for holding a general meeting notice must be given to all who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by virtue of Article 25 3 1 at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him or her at the meeting for appointment or reappointment as a Trustee [The notice must give such information about the Trustee as the Trustees shall decide/the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of Trustees]
- 25 10 A Trustee who retires at an annual general meeting and who is not reappointed shall retain office until either
- 25 10 1 the meeting appoints someone in his or her place, or
- 25 10 2 (if no one is appointed in his or her place) until the end of the meeting

25 11 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees

26. Termination of Trustee's appointment

A person ceases to be a Trustee as soon as

26 1 that person ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law,

26 2 that person is disqualified under the Charities Act 1993 from acting as a trustee of a charity,

26 3 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

26 4 a composition is made with that person's creditors generally in satisfaction of that person's debts,

26 5 the Trustees reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,

26 6 notification is received by the Charity from the Trustee that the Trustee is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Trustees will remain in office when such resignation has taken effect),

26 7 the Trustee fails to attend three consecutive meetings of the Trustees and the Trustees resolve that the Trustee be removed for this reason,

26 8 at a general meeting of the Charity, a resolution is passed that the Trustee be removed from office, provided the meeting has invited the views of the Trustee concerned and considered the matter in the light of such views, or

26 9 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either, at the option of the Trustee being removed, being heard by or of making written representations to the Trustees

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

27. Becoming a member

27 1 The members of the Charity shall be the subscribers to the Memorandum and such other persons as are admitted to membership by the Trustees in accordance with the Articles

- 27 2 With the exception of the subscribers to the Memorandum, no person may become a member of the Charity unless
- 27 2 1 that person has completed an application for membership in a form approved by the Trustees, and
- 27 2 2 the Trustees have approved the application The Trustees may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing
- 27 3 The Trustees may from time to time prescribe criteria for membership but will not be obliged to accept persons fulfilling those criteria as members
- 27 4 The names of the members of the Charity must be entered in the register of members.

28. Termination of membership

28 1 Membership is not transferable

28 2 A member shall cease to be a member

28 2 1 if the member dies or, if it is an organisation, ceases to exist,

28 2 2 on the expiry of at least seven Clear Days' notice given by the member to the Charity of his, her or its intention to withdraw, or

28 2 3 if any subscription or other sum payable by the member to the Charity is not paid on the due date and remains unpaid at the end of the period of six calendar months beginning with the due date The Trustees may re-admit to membership any person who ceases to be a member on this ground on him, her or it paying such reasonable sum as the Trustees may determine,

28 2 4 if, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the member be expelled on the ground that his, her or its continued membership is harmful to or is likely to become harmful to the interests of the Charity Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees A member expelled by such a resolution will nevertheless remain liable to pay to the Charity any subscription or other sum owed by him, her or it

ORGANISATION OF GENERAL MEETINGS

29. Annual general meetings

The Charity must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next It shall be held at such time and place as the Trustees think fit

30. Other general meetings

- 30 1 The Trustees may call a general meeting at any time
- 30 2 The Trustees must call a general meeting if required to do so by the members under the Companies Acts

31. Length of notice

All general meetings must be called by either.

- 31 1 at least 14 Clear Days' notice, or
- 31 2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members

32. Contents of notice

- 32 1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted
- 32 2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 32 3 In every notice calling a meeting of the Charity there must appear with reasonable prominence a statement informing the member of his, her or its rights to appoint another person as his, her or its proxy at a general meeting

33. Service of notice

Notice of general meetings must be given to every member, to the Trustees and to the auditors of the Charity.

34. Attendance and speaking at general meetings

- 34 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- 34 2 A person is able to exercise the right to vote at a general meeting when
 - 34 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 34 2 2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- 34 3 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it

34 4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other

34 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

35. Quorum for general meetings

35 1 No business (other than the appointment of the chair of the meeting) may be transacted at any general meeting unless a quorum is present

35 2 Two persons entitled to vote on the business to be transacted (each being a member, a proxy for a member or a duly authorised representative of a member) or 10% of the total membership (represented in person, by proxy or by duly authorised representative) whichever is greater shall be a quorum

35 3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day, time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum

36. Chairing general meetings

36 1 The Chair (if any) or in his or her absence some other Trustee nominated by the Trustees will preside as chair of every general meeting

36 2 If neither the Chair nor any Trustee nominated in accordance with Article 36 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting and, if there is only one Trustee present and willing to act, he or she shall be chair of the meeting

36 3 If no Trustee is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person, by proxy or by duly authorised representative and entitled to vote must choose one of the members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting.

37. Attendance and speaking by Trustees and non-members

37 1 A Trustee may, even if not a member, attend and speak at any general meeting

37.2 The chair of the meeting may permit other persons who are not members of the Charity to attend and speak at a general meeting.

38. Adjournment

- 38 1 The chair of the meeting may adjourn a general meeting at which a quorum is present if
- 38 1 1 the meeting consents to an adjournment, or
- 38 1 2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 38 2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting
- 38 3 When adjourning a general meeting, the chair of the meeting must
- 38 3 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees, and
- 38 3 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 38 4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least 7 Clear Days' notice of it
- 38 4 1 to the same persons to whom notice of the Charity's general meetings is required to be given, and
- 38 4 2 containing the same information which such notice is required to contain
- 38 5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

39. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles

40. Votes

- 40 1 On a vote on a resolution on a show of hands at a meeting every person present in person who is a member, proxy or duly authorised representative of a member shall have one vote, provided that if such a person attends the meeting in more than one capacity, he or she is not entitled to cast more than one vote
- 40.2 On a vote on a resolution on a poll at a meeting every member present (whether in person, by proxy or via duly authorised representative) shall have one vote

- 40.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have
- 40.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Charity have been paid
- 40.5 The following provisions apply to any organisation that is a member ("a Member Organisation")
- 40.5.1 a Member Organisation may nominate any individual to act as its representative ("a Nominee") at any meeting of the Charity;
- 40.5.2 the Member Organisation must give notice in Writing to the Charity of the name of its Nominee. The Nominee will not be entitled to represent the Member Organisation at any meeting of the Charity unless such notice has been received by the Charity. The Nominee may continue to represent the Member Organisation until notice in Writing is received by the Charity to the contrary,
- 40.5.3 a Member Organisation may appoint a Nominee to represent it at a particular meeting of the Charity or at all meetings of the Charity until notice in Writing to the contrary is received by the Charity;
- 40.5.4 any notice in Writing received by the Charity shall be conclusive evidence of the Nominee's authority to represent the Member Organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the Nominee has been properly appointed by the Member Organisation,
- 40.5.5 subject to Article 40.1, the Nominee is entitled to exercise (on behalf of the Member Organisation) the same powers as the Member Organisation could exercise as if it were an individual member,
- 40.5.6 subject to Article 40.1 on a vote on a resolution on a show of hands at a meeting of the Charity, the Nominee has the same voting rights as the Member Organisation would be entitled to if it was an individual member present in person at the meeting, and
- 40.5.7 the power to appoint a Nominee under this Article 40.5 is without prejudice to the Member Organisation's rights under the Companies Acts and the Articles to appoint a proxy or a corporate representative

41. Errors and disputes

- 41.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 41.2 Any such objection must be referred to the chair of the meeting whose decision is final

42. Poll votes

42 1 A poll on a resolution may be demanded.

42 1 1 in advance of the general meeting where it is to be put to the vote, or

42.1 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

42 2 A poll may be demanded by.

42 2 1 the chair of the meeting,

42 2 2 the Trustees,

42 2 3 two or more persons having the right to vote on the resolution,

42 2 4 any person, who, by virtue of being appointed proxy or duly authorised representative for one or more members having the right to vote on the resolution, holds two or more votes, or

42 2 5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution

42 3 A demand for a poll may be withdrawn if.

42 3 1 the poll has not yet been taken, and

42 3 2 the chair of the meeting consents to the withdrawal

42 4 Polls must be taken immediately and in such manner as the chair of the meeting directs

43. Content of proxy notices

43 1 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which

43 1.1 states the name and address of the member appointing the proxy,

43 1 2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,

43 1 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine, and

43 1 4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate

43 2 The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes

43 3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

43 4 Unless a Proxy Notice indicates otherwise, it must be treated as

43 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

43 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

44. Delivery of proxy notices

44 1 A Proxy Notice and any evidence of authority under which it is executed may

44 1 1 be deposited at the registered office of the Charity or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting at least 48 hours (not including any part of a day that is a Saturday, Sunday or Public Holiday) before the time for holding the meeting or adjourned meeting at which the person named in the Proxy Notice proposes to vote, or

44 1 2 where an Address for the purpose of sending or receiving Documents or information by Electronic Means has been specified

(a) in the notice calling the meeting, or

(b) in any instrument of proxy sent out by the Charity in relation to the meeting, or

(c) in any invitation to appoint a proxy issued by the Charity in relation to the meeting;

be sent by Electronic Means to that Address provided it is received at such address not less than 48 hours (not including any part of a day that is a Saturday, Sunday or Public Holiday) before the time for holding the meeting or adjourned meeting at which the person named in the Proxy Notice proposes to vote,

and Proxy Notice which is not deposited, delivered or received in a manner so permitted shall be invalid

44 2 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Charity by or on behalf of that person.

44 3 An appointment under a Proxy Notice may be revoked by delivering to the Charity a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given

- 44 4 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

45. Amendments to resolutions

- 45 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

45 1 1 notice of the proposed amendment is given to the Charity in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and

45 1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution

- 45 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

45 2 1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

45 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

- 45 3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution

WRITTEN RESOLUTIONS

46. Written resolutions

- 46 1 Subject to Article 46 3, a written resolution of the Charity passed in accordance with this Article 46 shall have effect as if passed by the Charity in general meeting

46 1 1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the eligible members

46 1 2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution

- 46 2 In relation to a resolution proposed as a written resolution of the Charity the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution

- 46 3 A members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution

- 46 4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Companies Acts
- 46 5 A member signifies their agreement to a proposed written resolution when the Charity receives from them (or from someone acting on their behalf) an authenticated Document identifying the resolution to which it relates and indicating the member's agreement to the resolution. For these purposes
- 46.5 1 if the Document is sent to the Charity in Hard Copy Form, it is authenticated if it bears the signature of the person sending it,
- 46 5 2 if the Document is sent to the Charity in Electronic Form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Charity or, where no such manner has been specified by the Charity, if the communication contains or is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement
- 46 6 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 46 7 A proposed written resolution lapses if it is not passed within 28 days beginning with the Circulation Date

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

47. Means of communication to be used

- 47 1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity
- 47.2 Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or Documents for the time being
- 47.3 A Trustee may agree with the Charity that notices or Documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

48. Secretary

A Secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary

48 1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity, and

48 2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees

49. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice

50. Minutes

The Trustees must cause minutes to be made in books kept for the purpose

50 1 of all appointments of officers made by the Trustees,

50 2 of all resolutions of the Charity and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting), and

50 3 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting,

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings

51. Records and accounts

51 1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of

51 1 1 annual reports,

51 1 2 annual returns, and

51 1 3 annual statements of account

51 2 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Charity, no person is entitled to inspect any of the Charity's accounting or other records or Documents merely by virtue of being a member

52. Regulations

The Trustees may, from time to time, make, repeal or alter regulations as to the management of the Charity and its affairs, the duties of any officers or employees of the Charity, the conduct of business of the Trustees or any committee and any of the matters or things within the powers or under the control of the Trustees. Such regulations must not be inconsistent with the Companies Acts, the Articles or any rule of law.

53. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

SCHEDULE

INTERPRETATION

Defined terms

1 In the Articles, unless the context requires otherwise, the following terms shall have the following meanings

| | Term | Meaning |
|-----|------------------------|--|
| 1 1 | “Address” | includes a number or address used for the purposes of sending or receiving documents by Electronic Means, |
| 1 2 | “Articles” | the Charity’s articles of association, |
| 1 3 | “Chair” | has the meaning given in Article 10, |
| 1 4 | “Charity” | Get Legal, |
| 1 5 | “Circulation Date” | in relation to a written resolution, has the meaning given to it in the Companies Acts, |
| 1 6 | “Clear Days” | in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect, |
| 1 7 | “Companies Acts” | means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Charity, |
| 1 8 | “Conflict of Interest” | any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Charity, |
| 1 9 | “Connected Person” | any person falling within one of the following categories (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, or (b) the spouse or civil partner of any person in (a), or (c) any person living with a Trustee as his or her partner, or |

- (d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital,
- 1 10 “Document” includes, unless otherwise specified, any document sent or supplied in Electronic Form,
- 1 11 “Electronic Form” and “Electronic Means” have the meanings respectively given to them in Section 1168 of the Companies Act 2006,
- 1 12 “Financial Expert” an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000,
- 1 13 “Hard Copy” and “Hard Copy Form” have the meanings respectively given to them in the Companies Act 2006,
- 1 14 “Proxy Notice” has the meaning given in Article 43,
- 1 15 “Public Holiday” means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered,
- 1 16 “Secretary” the secretary of the Charity (if any),
- 1.17 “Subsidiary Company” any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company,
- 1 18 “Trustee” a director of the Charity, and includes any person occupying the position of director, by whatever name called; and
- 1 19 “Writing” the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise
- 2 Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it
3. Unless the context otherwise requires, other words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Charity