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THE GUIDE DOGS FOR THE BLIND ASSOCIATION

The following resolution was passed by the members on 17 July 2007:

SPECIAL RESOLUTION

That the New Memorandum and Articles of Association, produced to the meeting and signed for the purposes of identification by the Chairman of the meeting, are hereby adopted as the New Memorandum and Articles of Association in substitution for and to the exclusion of the previous Memorandum and Articles of Association.



Signed by the Chairman

WEDNESDAY




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25/02/2009

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COMPANIES HOUSE


TONY ASTON
CHAIRMAN

Companies Acts 1985 and 1989

Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

of

THE GUIDE DOGS FOR THE BLIND ASSOCIATION

(As altered by Special Resolutions passed on 18th March 1954, 6th May 1968, 10th May 1971, 28th June 1977, 13th June 1978, 23rd June 1987 and 17th July 2007)

1. NAME

The name of the Association is The Guide Dogs for the Blind Association.

2. REGISTERED OFFICE

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

3. OBJECTS

The Objects for which the Association is established are to promote the health, equality and independence of blind and partially sighted people by:

- (i) providing guide dogs for blind and partially sighted people;
 - (ii) training and educating blind and partially sighted people in the use of such guide dogs;
 - (iii) the relief, prevention and cure of vision impairment; and
 - (iv) providing such services, facilities and activities for the benefit of blind and partially sighted people as the Association shall from time to time deem fit
- (the "Objects").

4. POWERS

The Association has the following powers (the "Powers"), which may be exercised only in promoting the Objects:

- 4.1 to purchase, breed or otherwise acquire and to train and educate dogs to act and be provided as efficient and safe guides for blind or partially sighted people;
- 4.2 to provide dogs to act as guides for persons with other disabilities where the dogs are not required or suitable for blind or partially sighted people;
- 4.3 to provide education, advice and assistance to blind or partially sighted people, their families, relatives, dependants or other people responsible for the care and welfare of such

blind or partially sighted people and those training them in the use, training, maintenance and care of guide dogs, in the use of other mobility aids and in such other ways to help to improve the conditions of life and achieve fuller mobility for such blind or partially sighted people;

- 4.4 to provide tuition to people who wish to become trainers or instructors for blind or partially sighted people in the use of guide dogs, and to provide rehabilitation, counselling and mobility aids and techniques;
- 4.5 to form branches of the Association and to appoint representatives and local committees (with such powers and subject to such conditions or restrictions as the Council may, from time to time, deem advisable) to represent the Association;
- 4.6 to act solely or jointly with any other person, company, corporation or body in undertaking and carrying on the office or offices and duties of trustee, custodian trustee, executor or administrator, and to undertake and execute any trust or discretion, and to act as a trust corporation;
- 4.7 to promote or carry out research;
- 4.8 to undertake such campaigning activities as shall be consistent with the Association's charitable status;
- 4.9 to provide advice;
- 4.10 to publish or distribute information;
- 4.11 to co-operate with other bodies including forming alliances, partnerships and joint ventures;
- 4.12 to support, merge, administer, amalgamate with or set up other charities;
- 4.13 to raise funds (but not by means of taxable trading);
- 4.14 to accept donations, whether subject to any special trusts or not;
- 4.15 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act);
- 4.16 to acquire, rent or hire property of any kind;
- 4.17 to sell, let or otherwise dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 4.18 to make grants or loans of money and to give guarantees;
- 4.19 to set aside funds for special purposes or as reserves against future expenditure;
- 4.20 to deposit or invest its funds in any manner including, but without limitation, the use of derivatives (but to invest only after obtaining such advice from a financial expert as the Council considers necessary and having regard to the suitability of investments and the need for diversification);

- 4.21 to delegate the management of investments to financial experts, but only on terms that:
 - 4.21.1 the investment policy is notified to the financial expert by the Council;
 - 4.21.2 transactions are reported regularly to the Council;
 - 4.21.3 the performance of the investments is reviewed regularly with the Council;
 - 4.21.4 the Council is entitled to cancel the delegation arrangement on reasonable notice;
 - 4.21.5 the investment policy and the delegation arrangement are reviewed on a regular basis;
 - 4.21.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance; and
 - 4.21.7 the financial expert must not do anything outside the powers of the Council;
- 4.22 to arrange for investments or other property of the Association to be held in the name of a nominee company acting under the control of the Council or of any financial expert acting under their instructions, and to pay any reasonable fee required;
- 4.23 to deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required;
- 4.24 to insure the property and activities of the Association against any foreseeable risk and take out other insurance policies to protect the Association when required (including insurance for any staff member, volunteer, agent or charitable beneficiary) ;
- 4.25 to insure any Council member, Trustee or Director of any pension fund or any subsidiary thereof or any subsidiary of the Association (who may or may not be a Council member) against his liability:
 - 4.25.1 which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of trust, or breach of duty of which he may be guilty in relation to the Association or subsidiary of the Association or any pension fund or any subsidiary thereof;
 - 4.25.2 to make contributions to the assets of the Association or any subsidiary in accordance with the provisions of section 214 of the Insolvency Act 1986;
 - 4.25.3 provided that any such insurance shall not extend to:
 - (a) liability resulting from conduct which the Council member, Trustee or Director knew, or must be assumed to have known, or was reckless as to whether or not it was in the best interests of the Association, subsidiary of the Association or pension scheme;
 - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of any Council member, Trustee or Director of any pension fund or any subsidiary thereof or any subsidiary of the Association;
 - (c) any liability to pay a fine or other penalty;

- 4.25.4 provided that any insurance in the case of 4.25.2 shall not extend to any liability to make such a contribution where the basis of the liability of the Council member, Trustee or Director is his knowledge prior to the insolvent liquidation of that Association or subsidiary (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Association or subsidiary would avoid going into insolvent liquidation;
- 4.26 subject to clause 5, to employ paid or unpaid agents, staff or advisers and to establish, undertake, maintain, superintend, administer, subscribe and contribute to any pension or superannuation funds, retirement benefit schemes and life assurance schemes for the benefit of paid officials and servants of the Association and their widows, children and other dependants;
- 4.27 to pay such gratuities as the Association considers appropriate to paid or unpaid agents, staff, advisers and volunteers;
- 4.28 to enter into contracts to provide services to or on behalf of other bodies;
- 4.29 to establish subsidiary companies or acquire shares in companies which will assist in the promotion of the Objects or the exercise of the Powers or act as agents for the Association;
- 4.30 to engage the services of volunteers in all aspects of the Association's activities in order to allow the Association to fulfil its Objects; and
- 4.31 to do anything else within the law which the Council considers necessary or desirable and which promotes or helps to promote the Objects.

5. BENEFITS TO MEMBERS AND COUNCIL MEMBERS

- 5.1 The property and funds of the Association must be used only for promoting the Objects and do not belong to the Members but, subject to the remainder of clause 5:
- 5.1.1 Members and associated persons (who are not Council members) may enter into contracts with the Association and receive reasonable payment for goods or services supplied;
- 5.1.2 Members and associated persons (including Council members) may be paid interest at a reasonable rate on money lent to the Association;
- 5.1.3 Members and associated persons (including Council members) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Association;
- 5.1.4 Members and associated persons (including Council members) who are also beneficiaries of the Objects of the Association may receive charitable benefits in that capacity;
provided that such Members or associated persons who are Council members must disclose their membership to the Secretary and obtain the consent of the Council in advance of receiving such benefits referred to in clauses 5.1.1 to 5.1.3.
- 5.2 A Council member must not receive any payment of money or other material benefit (whether directly or indirectly) from the Association except:

- 5.2.1 as mentioned in clauses 4.25 (indemnity insurance), 5.1.2 (interest), 5.1.3 (rent) and 5.1.4 (charitable benefits) or 5.3 (contractual payments) but, in the case of indemnity insurance, interest and contractual payments, only with the prior permission of the Commission if required by legislation;
- 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel, travel and communication costs) actually incurred in managing, monitoring and directing the Association;
- 5.2.3 an indemnity in respect of any liabilities properly incurred in managing, monitoring and directing the Association (including the costs of a successful defence to criminal proceedings);
- 5.2.4 payment to any company in which a Council member has no interest other than a one per cent shareholding; and
- 5.2.5 in exceptional cases, other payments, emoluments or benefits (but only with the written approval of the Commission in advance).
- 5.3 A Council member or connected person (save as provided in clause 5.2.5) may not be an employee of the Association, nor enter into a contract with the Association to supply goods or services in return for a payment or other material benefit, other than in exceptional circumstances and only with the prior permission of the Commission if required by legislation, but only then with the written approval in advance of a majority of Council members not affected, and further provided that:
 - 5.3.1 the goods or services are actually required by the Association;
 - 5.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services (reasonable for the purposes of this clause means such benefit for goods or services as would normally be negotiated between parties at arms' length) and is set at a meeting of the Council in accordance with the procedure in clause 5.4; and
 - 5.3.3 no more than one half of the members of Council are interested in such a contract;
- 5.4 Whenever a Council member has a personal interest in a matter to be discussed at a meeting of the Council or a committee, the Council member concerned must:
 - 5.4.1 declare an interest at the meeting or at the meeting before discussion begins on the matter;
 - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 5.4.3 not be counted in the quorum for that part of the meeting; and
 - 5.4.4 withdraw during the vote and have no vote on the matter;
- 5.5 This clause may not be amended without the written consent of the Commission in advance.

6. LIMITED LIABILITY

The liability of Members is limited.

7. GUARANTEE

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

8. DISSOLUTION

- 8.1 If the Association is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
- 8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
 - 8.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects; and
 - 8.1.3 in such other manner consistent with charitable status as the Commission approves in writing in advance;
- 8.2 A final report and statement of account must be sent to the Commission.

9. INTERPRETATION

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS:

LUCY SCHUSTER,
Fair Crouch,
Wadhurst,
Sussex.
Married Woman.

ANNE SACKVILLE,
Knole,
Sevenoaks,
Kent.
Married Woman.

HORACE EDWIN HOBBS,
York Lodge,
Beaconsfield,
Bucks.
Organiser.

ALAN J.C. SINGTON,
Dunham House,
Dunham Massey,
Cheshire.
Captain, Barrister-at-Law (non-Practising), MA (Cantab).

KITTY RITSON,
Frittenden,
Fairmile Avenue,
Cobham.
Married Woman.

ALBERT ARCHIE STOW,
121 Beach Road,
Shoreham-by-Sea.
Secretary to Public Company.

ARTHUR CROXTON SMITH,
Embankment Chambers,
43, Villiers Street,
London WC2.
Journalist.

DATED the 23rd day of August 1934.

WITNESS to the above Signatures: -

J. COURTNEY BUCHANAN,
351, STAG LANE,
KINGBURY,
LONDON NW9.

Barrister-at-Law.

DRAFT (23.04.07) FOR CONSULTATION

Companies Acts 1985 and 1989

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

of

THE GUIDE DOGS FOR THE BLIND ASSOCIATION

(Adopted by Special Resolution passed on 18th March 1954 and altered by Special Resolutions passed on 10th May 1971, 28th June 1977, 13th June 1978, 8th June 1982, 7th July 1998 and 17th July 2007)

1. MEMBERSHIP

- 1.1 The Association may have any number of Members.
- 1.2 Membership of the Association is open to any individual interested in promoting the Objects who:
 - 1.2.1 applies to the Association in the form required by the Council;
 - 1.2.2 is not an employee of the Association;
 - 1.2.3 is approved by the Council; and
 - 1.2.4 consents in writing to become a Member.
- 1.3 Members of the Council shall be Members.
- 1.4 There shall be the following classes of Membership in respect of each of which the Council shall prescribe its respective privileges and duties and set the amounts of any subscriptions:
 - 1.4.1 Life Members (each of whom shall be entitled, subject to the provisions of Article 1.5, to be a Member for life) who shall comprise the following:
 - (a) Any person who is or has been a Council member;
 - (b) Donors or subscribers of such amount or amounts as the Council may from time to time determine;
 - (c) Such people as Council may from time to time determine to be Honorary Life Members in consideration of special services or by virtue of their interest in blind welfare work or in breeding and training of dogs or as representative of other institutions, societies and agencies for the blind in the guide dog movement.
 - 1.4.2 Such further classes of Membership (including informal membership and honorary membership) as the Council may establish.

- 1.5 Membership is terminated if the Member concerned:
 - 1.5.1 gives written notice of resignation to the Association;
 - 1.5.2 dies;
 - 1.5.3 is more than six months in arrear in paying the relevant subscription, if any (but in such a case the Member may be reinstated on payment of the amount due); or
 - 1.5.4 is removed from Membership by resolution of the Council on the ground that in their reasonable opinion the Member's continued Membership is not in the best interests of the Association. The Council may only pass such a resolution after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice.
- 1.6 Membership of the Association is not transferable.

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings either personally or by proxy.
- 2.2 General meetings may be called by the Council and the Council shall, on the requisition of such number of Members as prescribed in, and pursuant to, the provisions of the Companies Act, forthwith proceed to convene an EGM for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Council members to call a general meeting, any Council member or any Member of the Association may call a general meeting.
- 2.3 At an AGM the Members:
 - 2.3.1 receive the accounts of the Association for the previous financial year;
 - 2.3.2 receive the Council's report on the Association's activities since the previous Council report;
 - 2.3.3 elect Council members to fill any vacancies arising; and
 - 2.3.4 appoint auditors for the Association.
- 2.4 Any general meeting which is not an AGM is an EGM.
- 2.5 An AGM and an EGM called for the passing of a special or elective resolution shall be called by giving at least twenty one clear days' notice, or such shorter period as permitted by legislation. All other EGMs shall be called by giving at least fourteen clear days' notice.
- 2.6 The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such.
- 2.7 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

- 2.8 No business shall be transacted at any meeting unless a quorum is present. There is a quorum at a general meeting if the number of Members present in person or by proxy is at least twenty in number or ten per cent of the total Membership at any time (if less). In the event that the chairman of the meeting or another Member holds one or more proxies, each of the proxies shall be treated as being separate Members for the purposes of calculating the quorum for the meeting.
- 2.9 If within half an hour after the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall stand adjourned until the same day in the next week at the same time and place or such other day, time and place as the Council may determine, and, if at the adjourned meeting a quorum is not present or ceases to be present, then the Member or Members present shall be a quorum.
- 2.10 The Chairman or (if the Chairman is unable or unwilling to do so) some other Member elected by those present presides at a general meeting as chairman.
- 2.11 The chairman of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give such notice.
- 2.12 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a majority of the votes cast.
- 2.13 Except for the chairman of the meeting, who, in the case of an equality of votes, shall have a second or casting vote, every Member present in person or by proxy has one vote on each resolution.
- 2.14 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 2.14.1 by the chairman of the meeting; or
 - 2.14.2 by at least four Members having the right to vote at the meeting; or
 - 2.14.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; and a demand by a person as proxy for a Member shall be the same as a demand by the Member.
- 2.15 Unless a poll is duly demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 2.16 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 2.17 A poll shall be taken as the chairman of the meeting directs and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The chairman of the meeting has no authority however in exercising this power to extend the poll to Members of the Association who are not present at the meeting in question. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 2.18 A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 2.19 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

3. VOTES OF MEMBERS

- 3.1 On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
- 3.2 Only a Member who shall have paid every subscription and other sum (if any), which shall be due and payable to the Association in respect of his Membership, shall (to the extent that he or she is otherwise entitled to do so) be entitled to be present or to vote on any question either personally or by proxy.
- 3.3 A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than two business days before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 3.4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed

at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

- 3.5 The appointment of a proxy shall be in writing, executed by or on behalf of the appointor and shall be in a form approved by Council.
- 3.6 Where it is desired to afford Members an opportunity of instructing the proxy how he or she shall act the instrument appointing a proxy shall be in a form approved by Council.
- 3.7 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may:
 - 3.7.1 be deposited at the office 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 Association in relation to the meeting, not less than two business days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 3.7.2 in the case of a poll taken more than two business days after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than one business day before the time appointed for the taking of the poll; or
 - 3.7.3 where the poll is not taken forthwith but is taken not more than two business days after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any Council member; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid; or
 - 3.7.4 in the case of an appointment of a proxy contained in an electronic communication, where an electronic address has been specified for the purpose of receiving electronic communications:
 - (a) in the notice convening the meeting; or
 - (b) in a form of appointment of proxy sent out by the Association in relation to the meeting; or
 - (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Association in relation to the meetingbe received at such electronic address at two business days before the time fixed for holding the meeting or adjourned meeting or the taking of a poll at which the person named in the appointment proposes to vote.
- 3.8 A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination was received by the Association at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

4. THE COUNCIL

- 4.1 The Council members as charity trustees have control of the Association and its property and funds.
- 4.2 Subject to the following provisions of this Article, a Council member shall be elected at an AGM and shall hold office from the end of that AGM until the end of the AGM in the third year after his election at which election of Council members takes place. A Council member who remains qualified shall be eligible for re-election for two further three year terms and, thereafter, shall not be eligible to stand for re-election subject to the following. If agreed by Council, a Council member who would otherwise remain qualified may serve up to an additional three year term for a defined reason as determined by Council provided that such Council member is re-elected by the Membership at the relevant AGM.
- 4.3 For the purposes only of calculating the number of terms of office served by those Council members who are in post at the EGM immediately following the 2007 AGM at which these revised Articles are approved, all Council members present shall be deemed to have been appointed at the AGM in the year that they were appointed or, if they were appointed in a year before the 2002 AGM, at the 2002 AGM. For the avoidance of doubt, Council members retiring at the AGMs in 2008, 2009 and 2010 shall be those who were last elected or re-elected in 2005, 2006 and 2007 respectively, as if they had been elected for three year terms of office.
- 4.4 Subject to Article 4.7.2, the Council shall comprise a minimum of at least eight and a maximum of not more than fifteen individuals, all of whom:
- 4.4.1 must be Members or must have agreed in writing, following an invitation by the other Council members, to become Members;
- 4.4.2 must have confirmed in writing before appointment that they do not hold any office, title, appointment, position or employment with any other company, firm, trust or other organisation established for the provision of benefits and/or services to blind or partially sighted people and must have confirmed that they will not accept during their terms of office any such office, title, appointment, position or employment unless such interest has been disclosed and the Council has resolved that the person can become or continue to be a Council member notwithstanding such interest.
- 4.5 No person shall be appointed or reappointed a Council member at any general meeting unless:
- 4.5.1 he or she is recommended by the Council; or
- 4.5.2 at least forty-two clear days before the date appointed for the meeting, notice executed by the lower of ten in number or five per cent of the Members of the Association qualified to vote at the meeting has been given to the Association 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 Association's register of directors maintained pursuant to the Companies Act, together with notice executed by that person of his willingness to be appointed or reappointed.

4.6 Notice shall be given to all who are entitled to receive notice of a general meeting at which the appointment of Council members is to be considered giving details of any person (other than a Council member retiring at the meeting) who is recommended by the Council for appointment or reappointment as a Council member at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or reappointment as a Council member. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Association's register of directors maintained pursuant to the Companies Act.

4.7 The Council may appoint a person who is willing to act to be a Council member, either;

4.7.1 to fill a vacancy, in which case a Council member so appointed shall be counted in the quorum and be entitled to vote at Council meetings and, further, shall hold office until the next AGM following the appointment; or

4.7.2 as an additional Council member to address specific skill shortages (as determined by Council); subject to a maximum of up to three appointed Council members in addition to the number fixed by or in accordance with the Articles as the maximum number of Council members subject to the following. A Council member so appointed shall not be a director or charity trustee for the purposes of the Companies Act nor the Charities Act, nor shall he be counted in the quorum or be entitled to vote at Council meetings, but shall hold office for a term of up to three years until the AGM in the third year of appointment;

provided that Council shall have the power to remove Council members appointed pursuant to Articles 4.7.1 and 4.7.2 at any time during their term of office.

4.8 Every Council member after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Association before he or she may vote at any meeting of the Council.

4.9 A Council member's term of office automatically terminates if he or she:

4.9.1 is disqualified under the Charities Act from acting as a charity trustee;

4.9.2 is or may be suffering from a mental disorder and either:

(a) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

(b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs;

4.9.3 is absent without notice from four consecutive meetings of the Council and is asked by a majority of the other Council members to resign;

- 4.9.4 ceases to be a Member (but such a person may be reinstated by resolution passed by all the other Council members on resuming Membership of the Association before the next AGM) or fails to become a Member within ninety days of becoming a Council member;
- 4.9.5 resigns by written notice to the Council members (but only if at least seven Council members will remain in office);
- 4.9.6 is removed by resolution of the Members pursuant to the provisions of the Companies Act;
- 4.9.7 is in breach of the requirements of Article 4.4.2; or
- 4.9.8 is removed by a resolution passed by four-fifths of all members of the Council, provided that such Council member has been given the opportunity to make representations at a meeting of Council in advance of a resolution being put to the Council.
- 4.10 A technical defect in the appointment of a Council member of which the Council is unaware at the time does not invalidate decisions taken at a meeting.

5. COUNCIL PROCEEDINGS

- 5.1 The Council must hold at least three meetings each year.
- 5.2 A quorum at a meeting of Council is five Council members or fifty per cent of the Council members (if greater). If the number of Council members is less than the number fixed as the quorum, the continuing Council members or Council member may act only for the purpose of filling vacancies or of calling a general meeting.
- 5.3 A meeting of the Council may be held either in person or by suitable electronic means agreed by the Council members in which all participants may communicate with all the other participants.
- 5.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Council member chosen by the Council members present presides at each meeting as chairman.
- 5.5 Unless otherwise provided in these Articles, any issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by at least fifty percent of the Council members is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 5.6 Except for the chairman of the meeting, who, in the case of an equality of votes, shall have a second or casting vote, every Council member has one vote on each issue.
- 5.7 A procedural defect of which the Council is unaware at the time does not invalidate decisions taken at a meeting.

6. COUNCIL'S POWERS

The Council has the following powers in the administration of the Association:

- 6.1 to appoint (and remove) any person (who may be a Council member) to act as Secretary in accordance with the Companies Act;
- 6.2 to appoint (and remove) a Chairman, Deputy Chairman, Honorary Treasurer and other honorary officers from among their number, subject to the provisions of Article 7;
- 6.3 to appoint (and remove) Patrons;
- 6.4 to co-opt individuals who are not already members of Council to a Committee of Council, subject to the provisions of Article 4.8;
- 6.5 to delegate any of their functions to Committees of Council consisting of two or more individuals appointed by them including, but not limited to, people employed by the Association, provided that at least two members of every committee must be Council members, only Council members are entitled to vote and all proceedings of committees must be reported promptly to the Council;
- 6.6 to establish other committees or working groups consisting of two or more individuals and determine their terms of reference;
- 6.7 to make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings;
- 6.8 to make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees;
- 6.9 to make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Association;
- 6.10 to establish procedures to assist the resolution of disputes or differences within the Association;
- 6.11 to make decisions as decisions of the Association which, subject to anything to the contrary in these Articles, the provisions of the Companies Act or an extraordinary resolution passed by the Members, shall be valid and binding on the Association, and no decision of Council that was valid at the time it was made shall be invalidated by a subsequent resolution passed by the Members.

7. HONORARY OFFICERS

- 7.1 Any Council member may be elected by the Council as a honorary officer, such honorary officers including the Chairman, Deputy Chairman and Honorary Treasurer subject always to the following provisions of this Article.
- 7.2 A Council member appointed as Chairman or Honorary Treasurer shall serve a term as Chairman or Honorary Treasurer (as the case may be) for a period of up to three years (such term of office to expire at the end of the first Council meeting following the third anniversary of the appointment), and shall be eligible for re-election for further terms of three years as Chairman or Honorary Treasurer (as the case may be), provided always that if

the Chairman's or the Honorary Treasurer's (as the case may be) term of office as a Council member shall cease, and he or she is not re-appointed as a Council member, then his or her position as Chairman or Honorary Treasurer (as the case may be) shall similarly cease.

- 7.3 A Council member appointed as Deputy Chairman shall serve a term as Deputy Chairman for a period of up to two years (such term of office to expire at the end of the first Council meeting following the second anniversary of the appointment), and shall be eligible for re-election for further terms of two years as Deputy Chairman, provided always that if the Deputy Chairman's term of office as a Council member shall cease, and he or she is not re-appointed as a Council member, then his or her position as Deputy Chairman shall similarly cease.

- 7.4 Any Honorary Officer may be removed by resolution of the Council.

8. SEAL

The Association is not required to have a common seal. If the Association has a common seal, it may only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Council member and either the Secretary or a second Council member.

9. RECORDS AND ACCOUNTS

- 9.1 The Council must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- 9.1.1 annual returns;
- 9.1.2 annual reports; and
- 9.1.3 annual statements of account.

- 9.2 The Council must keep proper records of:

- 9.2.1 all proceedings at general meetings;
- 9.2.2 all proceedings at meetings of the Council;
- 9.2.3 all reports of committees; and
- 9.2.4 all professional advice obtained.

- 9.3 Accounting records relating to the Association must be made available for inspection by any Council member at any time during normal office hours and may be made available for inspection by Members who are not Council members if the Council so decides.

- 9.4 A copy of the Association's latest available statement of account must be supplied on request to any Council member or Member. A copy must also be supplied, within two

months, to any other person who makes a written request and pays the Association's reasonable costs.

10. NOTICES

- 10.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Association.
- 10.2 The only address at which a Member is entitled to receive notices sent by post is an address shown in the register of Members.
- 10.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 10.3.1 two business days after being sent by electronic means or delivered by hand to the relevant address;
 - 10.3.2 two business days after being sent by first class post to that address;
 - 10.3.3 three business days after being sent by second class or overseas post to that address;
 - 10.3.4 on the date of publication of a newspaper containing the notice;
 - 10.3.5 on being handed to the Member personally; or, if earlier,
 - 10.3.6 as soon as the Member acknowledges actual receipt.
- 10.4 A technical defect in the giving of notice of which the Council is unaware at the time does not invalidate decisions taken at a meeting.

11. INDEMNITY

Subject to the provisions of the Companies Act and of the Memorandum, every Council member or other officer of the Association shall be entitled to be indemnified out of the assets of the Association against any liabilities, losses, costs and expenses incurred or sustained by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

12. DISSOLUTION

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

13. INTERPRETATION

- 13.1 In the Memorandum and in the Articles, unless the context indicates another meaning:

“AGM”

means an annual general meeting of the Association;

“Articles”

means the Association’s articles of association;

“associated person”

means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Member or any company or business in or for which such a person is employed or is acting as agent or has any interest in excess of five per cent of the issued share capital or share of profits;

“business day”

means any working day excluding weekends and English national holidays ending at 1700 hours;

“Association”

means the company governed by the Articles;

“Chairman”

means the chairman of the Council appointed as detailed at Article 7;

“Charities Act”

means the Charities Act 1993;

“charitable purposes”

means a purpose that is regarded as charitable in the law of England and Wales, in the law of Scotland and in the law of Northern Ireland, and the term “charitable” is to be interpreted in accordance with the law of England and Wales, the law of Scotland and the law of Northern Ireland;

“charity trustee”

has the meaning prescribed by section 97(1) of the Charities Act;

“clear day”

means 24 hours from midnight following the relevant event;

“Commission”

means the Charity Commissioners for England and Wales;

“Companies Act”

means the Companies Act 1985;

“connected person”

means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Council member, any company of which a Council member is a member (other than where his membership interest is no more than a one per cent shareholding), or employee, and any firm of which a Council member is a director, employee or shareholder having a beneficial interest in more than one per cent of the share capital;

“Council member”

means a director of the Association as defined in the Companies Act and “**Council members**” or “**Council**” means the directors;

“custodian”

means a person or body who undertakes safe custody of assets or of documents or records relating to them;

“EGM”

means an extraordinary general meeting of the Association;

“financial expert”

means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

“financial year”

means the Association’s financial year;

“firm”

includes a limited liability partnership;

“informal membership”

refers to a supporter who may be called a ‘member’ but is not a company member of the Association;

“Life Members”

means those Members referred to at Article 1.4.1;

“material benefit”

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

“Member”

refers to a Member of the Association and means any duly approved Member of the Association, which shall include Life Members and such others class of membership as Council may from time to time determine in accordance with Article 1;

"Memorandum"

means the Association's Memorandum of Association;

"month"

means calendar month;

"nominee company"

means a corporate body registered or having an established place of business in England and Wales;

"Objects"

means the Objects of the Association as defined in clause 3 of the Memorandum;

"one per cent shareholding"

means an interest in shares in a company which represent no more than one per cent of the issued shares of the relevant class;

"Secretary"

means the company secretary of the Association;

"taxable trading"

means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

"written" or "in writing"

refers to a legible document on paper not including a fax or email message; and

"year"

means calendar year.

13.2 Expressions defined in the Companies Act have the same meaning.

13.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS:

LUCY SCHUSTER,
Fair Crouch,
Wadhurst,
Sussex.
Married Woman.

ANNE SACKVILLE,
Knole,
Sevenoaks,
Kent.
Married Woman.

HORACE EDWIN HOBBS,
York Lodge,
Beaconsfield,
Bucks.
Organiser.

ALAN J.C. SINGTON,
Dunham House,
Dunham Massey,
Cheshire.
Captain, Barrister-at-Law (non-Practising), MA (Cantab).

KITTY RITSON,
Frittenden,
Fairmile Avenue,
Cobham.
Married Woman.

ALBERT ARCHIE STOW,
121 Beach Road,
Shoreham-by-Sea.
Secretary to Public Company.

ARTHUR CROXTON SMITH,
Embankment Chambers,
43, Villiers Street,
London WC2.
Journalist.

DATED the 23rd day of August 1934.

WITNESS to the above Signatures: -

J. COURTNEY BUCHANAN,
351, STAG LANE,
KINGBURY,
LONDON NW9.

Barrister-at-Law.