Number of Company } 1150304

THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) *of the Companies Act* 1948

Insert the Name of the Company. THE ARCHITECTURAL HERITAGE FUND

LIMITED

Presented by

Presentor's Reference 14/

PAISNER & CO.,

44 BEDFORD SQUARE,

LONDON W.C.1.

Form No. 41
(No filing fee payable)

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PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, MARTIN DAVID PAISNER

of 44 BEDFORD SQUARE,

LONDON W.C.1.

Do solemnly and sincerely declare that I am (a) a Solicitor

of the Supreme Court engaged in the formation

of The Architectural Heritage Fund

and that all the requirements of the Companies Act 1948 in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

(a) Here insert: "A Solicitor of the "Supreme Court" (or in Scotland "a Solicitor") "engaged "in the formation" or "A person named "in the Articles of "Association as a "Director or "Secretary".

Note.—This margin is reserved for binding and must not be written across.

Declared at 42 Bedford Square,

London W.C.1.

the 28th day of November

one thousand nine hundred and seventy three.

Before me,

DEPARTMENT OF TRADE AND INDUSTRY

LICENCE granted by the Secretary of State pursuant to Section 19(1) of the Companies Act, 1948

WHEREAS it has been proved to the satisfaction of the Secretary of State that

THE ARCHITECTURAL HERITAGE FUND

an Association about to be formed as a limited company under the Companies Act, 1948, is to be formed for promoting objects of the nature contemplated by Section 19 of that Act, and that it is the intention of the said Association that the income and property of the said Association whencesoever derived shall be applied solely towards the promotion of the objects of the said Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus to the members of the said Association

NOW, THEREFORE, in consideration of the provisions and conditions contained in the Memorandum and Articles of Association of the said Association as subscribed by seven members thereof on the Nineteenth day of November 19 73 , and on the condition that no addition, alteration or amendment shall be made to or in the Memorandum of Association or the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by him, the Secretary of State in exercise of his powers under subsection (1) of the said Section 19, does by this licence direct that

THE ARCHITECTURAL HERITAGE FUND

be registered as a company with limited liability, without the addition of the word "Limited" to its name.

SIGNED this 26th day of NOVEMBER 1973

L. S. Davis

An Assistant Secretary, Department of Trade and Industry

CD/43

PRIN/10/N.S C 1150304/2

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

— OF —

THE ARCHITECTURAL HERITAGE FUND

£1.00 OVERPAYMENT FOR REFUND. 30.11.73

1. The name of the Company (hereinafter called "the Trust") is "THE ARCHITECTURAL HERITAGE FUND".

2. The registered office of the Trust will be situate in England.

3. The objects for which the Trust is established are as follows:-

(a) To promote the permanent preservation for the benefit of the public generally of buildings monuments or other edifices or structures of whatsoever kind and whether permanent or attaching to land or not (including but without prejudice to the generality of the foregoing any building as defined in Section 290 (1) of the Town and Country Planning Act 1971) and wheresoever in the United Kingdom situate of particular beauty or historical architectural or constructional interest.

(b) To protect and conserve or promote the protection and conservation of the character and heritage of the cities towns and villages in and around which such buildings monuments or other edifices or structures exist.

(c) To advance public education of and interest in the history of the United Kingdom and its people and thereby to promote public taste and education in and concerning the conservation of its creative heritage and the encouragement of aesthetic standards attaching to its contemporary environment.

And in furtherance of the above mentioned objects

COMPANIES REGISTRATION OFFICE 29 NOV 1973

but not otherwise the Trust shall have power to do all or any of the following:-

(i) Make grants or loans whether out of income or capital and upon such terms and conditions (if any) as to interest repayment security or otherwise as may be thought fit to any local authority administrative or governmental agency public body or other institution or association for or towards charitable purposes in any way connected with the purposes of the Trust and calculated to further its objects.

(ii) Purchase or otherwise acquire any buildings monuments, edifices, structures or land or any estate or interest therein of whatsoever nature.

(iii) Sell, let on lease or tenancy, exchange, mortgage or otherwise dispose of buildings, monuments, edifices, structures or land or any estate or interest therein and whether or not for full consideration in money or money's worth if calculated to further the objects of the Trust.

(iv) Lay out moneys of the Trust (whether income or capital) in or towards the repair, renovation, restoration, rebuilding, adaptation, equipping, furnishing and generally the maintenance and development of any buildings, monuments, edifices, structures or land.

(v) Publish or produce or promote the publication or production of books, pamphlets, exhibitions, films, audio or visual aids or in other appropriate manner make known to the public the existence of buildings, monuments, edifices or other structures of particular beauty or historical, architectural or constructional interest or the individual features thereof.

(vi) Make such arrangements as may be thought fit to enable the public to view and enjoy any such buildings, monuments, edifices or other structures.

(vii) Undertake or support research in or about the architectural, archaeological or environmental history of the United Kingdom, all methods of conservation, preservation or restoration connected therewith and publish the results of such research.

(viii) Raise funds by subscription, donation, grants, loans or otherwise for the purposes of the Trust, invite and accept gifts of all kinds and whether inter vivos or by will and whether or not subject to conditions and carry out any condition imposed on any gift which may be accepted Provided that the Trust shall not undertake or carry on any trading of a permanent nature in raising funds for the objects of the Trust.

(ix) Enter into and carry out contracts.

(x) Engage and remunerate agents, employ and remunerate such staff as may from time to time be necessary, grant pensions and retirement benefits to or for employees or former employees of the Trust and to the widows children and other dependants of deceased employees who are in necessitous circumstances and pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees of the Trust their widows children and other dependants.

(xi) Make planning applications, applications for consent under bye-laws or building regulations and other like applications.

(xii) Constitute special charitable trusts for any particular purposes of the Trust, to act as trustee of any such special charitable trust whether constituted by the Trust or otherwise and generally undertake and execute any charitable trusts which may lawfully be undertaken by the Trust and may be conducive to its objects.

(xiii) Co-operate with any local or public authority or other body concerned to achieve the objects of the Trust or any of them.

(xiv) Borrow or raise money for the purposes of the Trust on such terms and on such security (if any) as may be thought fit.

(xv) Invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property of whatsoever nature and wheresoever situate and whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required

by law and subject also as hereinafter provided.

(xvi) Establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects.

(xvii) Do all such other things as are necessary for the attainment of the above objects or any of them.

Provided that:-

(i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Trust shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Trust would make it a Trade Union.

(iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

4. The income and property of the Trust whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Trust.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade and Industry.

6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Department of Trade and Industry to the Trust in pursuance of Section 19 (1) of the Companies Act, 1948, is subject.

7. The liability of the members is limited.

8. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a

member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust; and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS		
SUBSCRIBERS		WITNESS
1. Michael Middleton MICHAEL HUMPHREY MIDDLETON 46 HOLLAND PARK AVENUE, LONDON W.11. DIRECTOR/CIVIC TRUST		(FRANCIS JOHN BARROLL) 1 UPPER WARREN AV. CAVERSHAM READING BERKSHIRE. SECRETARY/ CIVIC TRUST
2 Graham W. Ashworth. GRAHAM WILLIAM ASHWORTH DEPT OF CIVIL ENGINEERING UNIVERSITY SALFORD PROFESSOR OF URBAN ENVIRONMENTAL STUDIES		As above
3. Alfred A Wood ALFRED ARDEN WOOD WEST MIDLANDS METROPOLITAN COUNTY COUNCIL 16 SUMMER LANE, BIRMINGHAM COUNTY PLANNING OFFICER		As above
4 DWRing DEREK WARNING MUNICIPAL OFFICES, CIRENCESTER LOCAL GOVT OFFICER		As above
5 William Bell. WILLIAM BELL 165 CRANTER COURT, LONDON SW3 BANKER		As above
6 S. Young STUART YOUNG ST ALPHAGE HOUSE, 2 FORE STREET, LONDON WALL EC2 CHARTERED ACCOUNTANT		As above
7 Raine Dartmouth RAINE LEGGE, COUNTESS OF DARTMOUTH 40A HILL STREET LONDON W1 MARRIED WOMAN		As above

DATED the 19th day of November 1973

WITNESS to the above Signatures:-

We hereby certify that the names, addresses and descriptions shown above are those of the persons who have signed as subscribers to this Memorandum and Articles of Association and of Francis John Barroll who witnessed their signatures.

PAISNER & Co.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

— OF —

THE ARCHITECTURAL HERITAGE FUND

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act 1948.
These presents ..	These Articles of Association, and the regulations of the Trust from time to time in force.
The Trust	The above-named Company.
The Council ..	The Council of Management for the time being of the Trust.
The Office	The registered office of the Trust.
The Seal	The common seal of the Trust.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. The number of members with which the Trust proposes to be registered is 25 but the Council may from time to time register an increase of members.

4. (i) The subscribers to the Memorandum of Association and such other persons or corporations as may desire to be admitted to membership and who may be elected by the Council to membership shall be members of the Trust.

(ii) For the purposes hereof the expression "corporation" shall be deemed to include any body corporate, any county, local or other public authority, and any unincorporated association whom the Council may elect to membership Provided that no firm or other unincorporated association may as such become a member of the Trust, but if any firm or other unincorporated association, which would, if incorporated, have been eligible for membership, should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf. Every person so nominated who is admitted to membership shall have the same rights and be subject to the same incidents and liabilities as any other individual member, except that if his nomination is revoked by the body nominating him he shall forthwith cease to be a member of the Trust.

5. Every application for membership shall be

in writing signed by or on behalf of the applicant in such form as the Council may from time to time determine.

6. Election to membership shall be made by the Council which shall have full discretion to elect or refuse to elect a member.

7. The Council may elect as Honorary Members of the Trust, for life or for any less period, persons having distinguished architectural or other attainments or qualifications. Honorary Members shall not sign an application for membership of the Trust and shall not have any vote at meetings of the Trust. They may be invited by the Council to sit, without any vote, on the Council or on any committee and to give to the Trust their advice and assistance. The Council shall from time to time define the privileges which Honorary Members shall be entitled to enjoy, but Honorary Members shall not be members for the purposes of the Act and accordingly particulars in relation to them shall not be entered in the Register of Members kept pursuant to Section 110 thereof.

8. By unanimous vote of the Council or, if there shall be more than six members of the Council, by resolution of the Council passed by a majority of not less than three-fourths of the Council members present and voting at a meeting of the Council convened for the purpose (at which the member concerned shall be entitled to be heard in person) the membership of any member of the Trust may be terminated.

9. A member may by notice in writing resign his membership but shall be eligible for re-election.

GENERAL MEETINGS

10. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

12. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

13. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved

In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

18. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Trust who shall be present to preside.

19. The Chairman may, with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so 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 minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22,

if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

24. 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 a poll has been demanded.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member shall have one vote.

26. (a) Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

(b) Any Corporation which is a member of the Trust may by resolution of the governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Trust. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or other proper officer of the governing body of a corporation shall be conclusive evidence of such appointment.

27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Article 26 (b) or Section 139 of the Act. A proxy need not be a member.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, or under the hand of some officer duly authorised in that behalf.

29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"The Architectural Heritage Fund

"I, ,
"of ,
"a member of The Architectural Heritage
"Fund, hereby appoint ,
"of ,
"and failing him, ,
"of ,
"to vote for me and on my behalf at the
"/Annual or Extraordinary, or Adjourned, as
"the case may be/ General Meeting of the
"Trust to be held on the day of
" , and at every adjournment thereof.

"As witness my hand this day of
"19 ".

The instrument appointing a proxy shall be

deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

32. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than three nor more than twenty.

33. The members of the Council shall be:

(A) The Subscribers to the Memorandum of Association, and

(B) Such other persons (being members of the Trust or the authorised representatives of corporations which are Members) as shall from time to time be elected thereto by the Council or by the members of the Trust in General Meeting as hereinafter provided.

Provided that no person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council.

POWERS OF THE COUNCIL

34. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

35. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or

be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

36. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

37. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of a member of the Council shall be vacated:-

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

(C) If he ceases to be a member of the Trust or the authorised representative of a corporation which is a Member.

(D) If by notice in writing to the Trust he resigns his office.

(E) If he ceases to hold office by reason of any order made under Section 188 of the Act.

(F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

(G) If he ceases to be a member by virtue of Section 185 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

39. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

40. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

41. The Trust may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

42. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

43. The Trust may from time to time in General

Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

44. In addition and without prejudice to the provisions of Section 184 of the Act, the Trust may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

45. The Council may from time to time appoint any eligible person as a member of the Council to fill a casual vacancy or as an addition to the Council provided that the prescribed maximum be not exceeded. Any member so appointed shall vacate office at the next Annual General Meeting but shall then be eligible for election.

PROCEEDINGS OF THE COUNCIL

46. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

47. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

48. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council shall choose one of their number to be Chairman of the meeting.

49. A meeting of the Council at which a quorum

is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.

50. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

51. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

52. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust, and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

53. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

54. The Council shall cause proper books of account to be kept with respect to -

(A) all sums of money received and expended

by the Trust and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Trust; and

(C) the assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Trust and to explain its transactions.

55. The books of account shall be kept at the office, or, subject to Section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

56. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Council or by the Trust in General Meeting.

57. At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before

the meeting as required by Section 14 of the Companies Act 1967.

AUDIT

58. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

59. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act and Section 14 of the Companies Act 1967, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

60. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

61. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom, shall be entitled to receive notices from the Trust.

62. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

63. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

SUBSCRIBERS	WITNESS
1 Michael Middleton MICHAEL HUMFREY MIDDLETON 46 HOLLAND PARK AVENUE LONDON W11 DIRECTOR, CIVIC TRUST.	FRANCIS JOHN BARRELL 8 UPPER WARREN AV. CAVERSHAM, READING, BERKS SECRETARY, CIVIC TRUST.
2 Graham W. Ashworth GRAHAM WILLIAM ASHWORTH DEPT OF CIVIL ENGINEERING UNIVERSITY, SALFORD PROFESSOR OF URBAN ENVIRONMENTAL STUDIES	As above
3 S. Young STUART YOUNG ST ALPHAGE HOUSE 2 FORE STREET, LONDON EC2 CHARTERED ACCOUNTANT	As above
4 Derek Waring DEREK WARING MUNICIPAL OFFICER, CIRENCESTER LOCAL GOVT. OFFICER	As above
5 Alfred A. Wood ALFRED ARDEN WOOD 16 SUMMER LANE, BIRMINGHAM. COUNTY PLANNING OFFICER	As above
6 William Bell WILLIAM BELL 165 CRANMER COURT LONDON SW3 BANKER	As above
7 Raine Jarrett RAINE LEGGE, COUNTESS OF DARTMOUTH 40A HILL STREET LONDON W1 MARRIED WOMAN	As above

DATED this 19th day of November 1973.

WITNESS to the above Signatures :-

We hereby certify that the names, addresses and description shown above are those of the persons who have signed as subscribers to this Memorandum and Articles of Association and of Francis John Barrell who witnessed their signatures.

PAISNER & CO.

19th November 1973

CERTIFICATE OF INCORPORATION

No. 1150304

I hereby certify that

THE ARCHITECTURAL HERITAGE FUND
(THE WORD "LIMITED" BEING OMITTED BY LICENCE OF
THE SECRETARY OF STATE FOR TRADE AND INDUSTRY)

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 10TH DECEMBER 1973

N. TAYLOR

Assistant Registrar of Companies

C.173

No. 1150304 9.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

of

THE ARCHITECTURAL HERITAGE FUND

(Passed 26 May 1976)

AT THE ANNUAL GENERAL MEETING OF THE ABOVE NAMED COMPANY duly convened and held at 17 Carlton House Terrace, London S W 1 on the twenty-sixth day of May 1976 the following Resolution was passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

"THAT the Articles of Association of the Company be amended in the following respects, viz:-

(a) by the deletion of Article 32 and the substitution of the following Article in lieu thereof, that is to say:-

32. Until otherwise determined by a General Meeting the number of the members of the Council shall not be less than three nor more than ten.

(b) by the deletion of Article 33 and the substitution

COMPANIES REGISTRATION OFFICE
- 2 JUN 1976

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of the following Article in lieu thereof, that is to say:-

33. The members of the Council shall be:

(A) Not more than five persons who shall have been appointed by the Secretary of State for the Department of the Environment (or such Minister of the Crown as may from time to time be vested with responsibility for the business of the said Department), and such appointment being subject to the prior approval of H.M. Treasury, and,

(B) Not more than five persons appointed by the Board of Trustees for the time being of the Civic Trust.

Provided that no person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council.

(c) by the deletion in Article 35 of the whole of the proviso thereto.

(d) by the deletion of sub paragraphs (C) and (G) of Article 38 and the renumbering of the remaining sub paragraphs of that Article accordingly.

(e) by the deletion of Articles 39 to 45 (both inclusive) and the substitution of the following Article in lieu thereof, that is to say:-

39. (A) The members of the Council shall hold office for a term of three years but shall be eligible

for re-appointment in accordance with the provisions thereof.

(B) Upon the death or retirement of a member of the Council or if he shall be removed from office or cease to be eligible for membership of the Council in accordance with Article 38 hereof the Secretary of State for the Department of the Environment (in the case of a member originally appointed by him) or the Board of Trustees for the time being of the Civic Trust (in the case of a member originally appointed by them) shall respectively have the power to appoint a successor in his place, any such appointment on the part of the Secretary of State for the Department of the Environment to be subject to the prior approval of H.M. Treasury in accordance with Article 33 hereof.

(C) A member appointed in accordance with the provisions of sub paragraph (B) hereof shall hold office for the remainder of the term of the member of the Council whose office shall have been vacated as aforesaid.

(D) Upon the expiration of his term of office a member shall be eligible for reappointment in accordance with the provisions hereof.

(f) by the consequential renumbering of Articles 46 to 63 (both inclusive).

Michael Middleton

SECRETARY

No. 1350304

10

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

of

THE ARCHITECTURAL HERITAGE FUND

(Passed 26 May 1976)

AT THE ANNUAL GENERAL MEETING OF THE ABOVE NAMED COMPANY duly convened and held at 17 Carlton House Terrace, London S W 1 on the twenty-sixth day of May 1976 the following Resolution was passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

"THAT the Articles of Association of the Company be amended in the following respects, viz:-

(a) by the deletion of Article 32 and the substitution of the following Article in lieu thereof, that is to say:-

32. Until otherwise determined by a General Meeting the number of the members of the Council shall not be less than three nor more than ten.

(b) by the deletion of Article 33 and the substitution

18 SEP 1976

of the following Article in lieu thereof, that is to say:-

33. The members of the Council shall be:

(A) Not more than five persons who shall have been appointed by the Secretary of State for the Department of the Environment (or such Minister of the Crown as may from time to time be vested with responsibility for the business of the said Department), and such appointment being subject to the prior approval of H.M. Treasury, and,

(B) Not more than five persons appointed by the Board of Trustees for the time being of the Civic Trust.

Provided that no person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council.

(c) by the deletion in Article 35 of the whole of the proviso thereto.

(d) by the deletion of sub paragraphs (C) and (G) of Article 38 and the renumbering of the remaining sub paragraphs of that Article accordingly.

(e) by the deletion of Articles 39 to 45 (both inclusive) and the substitution of the following Article in lieu thereof, that is to say:-

39. (A) The members of the Council shall hold office for a term of three years but shall be eligible

for re-appointment in accordance with the provisions thereof.

(B) Upon the death or retirement of a member of the Council or if he shall be removed from office or cease to be eligible for membership of the Council in accordance with Article 38 hereof the Secretary of State for the Department of the Environment (in the case of a member originally appointed by him) or the Board of Trustees for the time being of the Civic Trust (in the case of a member originally appointed by them) shall respectively have the power to appoint a successor in his place, any such appointment on the part of the Secretary of State for the Department of the Environment to be subject to the prior approval of H.M. Treasury in accordance with Article 33 hereof.

(C) A member appointed in accordance with the provisions of sub paragraph (B) hereof shall hold office for the remainder of the term of the member of the Council whose office shall have been vacated as aforesaid.

(D) Upon the expiration of his term of office a member shall be eligible for reappointment in accordance with the provisions hereof.

(f) by the consequential renumbering of Articles 46 to 63 (both inclusive).

Michael Middleton

SECRETARY

No. 1150304.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

of

THE ARCHITECTURAL HERITAGE FUND

On the 7th December 1983 the following Resolution was duly passed as a WRITTEN RESOLUTION by all the members entitled to attend and vote at general meetings of the above Company.

SPECIAL RESOLUTION

"THAT the Articles of Association of the Company be amended in the following respects, viz:-

(a) by the deletion of Article 32 and the substitution of the following Article in lieu thereof, that is to say:-

32. Until otherwise determined by the Trust in General Meeting the number of the members of the Council shall not be less than three but there shall be no maximum to the number of members on the Council Provided always that the Council will consist of equal numbers of Crown Appointees and Civic Trust Appointees (as defined in Article 33.)

18 JAN 1984

(b) by the deletion of Article 33 and the substitution of the following Article in lieu thereof, that is to say:-

33(1) subject to Article 32 the members of the Council shall be:

(A) the persons who shall have been appointed by the Secretary of State for the Department of the Environment (or such Minister of the Crown as may from time to time be vested with responsibility for the business of the said Department), and such appointment being subject to the prior approval of H.M. Treasury ("a Crown Appointee") and,

(B) the persons appointed by the Board of Trustees for the time being of the Civic Trust ("a Civic Trust Appointee").

(2) no appointment shall be made of a Council member (except to fill a vacancy pursuant to Article 39) in accordance with sub-clauses 1(A) or 1(B) of this Article unless the Council will consist of equal numbers of Crown Appointees and Civic Trust Appointees after such appointment.

(3) no person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council.

Alan Dawling Roy Bosstock. Graftin.

Hadley Beck Peter Rumble Jennifer Jenkins

John R James

James Durham Nasmith

No. 1150304 | 32

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

M E M O R A N D U M

- and -

A R T I C L E S O F A S S O C I A T I O N

(amended by Special Resolutions dated 26th May 1976 and 7th December 1983)

- of -

THE ARCHITECTURAL HERITAGE FUND

Incorporated 10th December 1973

COMPANIES REGISTRATION
L C
24 OCT 1984
OFFICE

PAISNER & CO
SOLICITORS
BOUVERIE HOUSE
154 FLEET STREET
LONDON EC4A 2DQ
TELEPHONE 01-353 0299
TELEX 263189

No.1150304

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

M E M O R A N D U M O F A S S O C I A T I O N

- of -

THE ARCHITECTURAL HERITAGE FUND

1. The name of the Company (hereinafter called "the Trust") is "THE ARCHITECTURAL HERITAGE FUND".

2. The registered office of the Trust will be situate in England.

3. The objects for which the Trust is established are as follows:-

(a) To promote the permanent preservation for the benefit of the public generally of buildings monuments or other edifices or structures of whatsoever kind and whether permanent or attaching to land or not (including but without prejudice to the generality of the foregoing any building as defined in Section 290 (1) of the Town and Country Planning Act 1971) and wheresoever in the United Kingdom situate of particular beauty or historical architectural or constructional interest.

(b) To protect and conserve or promote the protection and conservation of the character and heritage of the cities towns and villages in and around which such buildings monuments or other edifices or structures exist.

(c) To advance public education of and interest in the history of the United Kingdom and its people and thereby to promote public taste and education in and concerning the conservation of its creative heritage and the encouragement of aesthetic standards attaching to its contemporary environment.

And in furtherance of the above mentioned objects but not otherwise the Trust shall have power to do all or any of the following:-

(i) Make grants or loans whether out of income or capital and upon such terms and conditions (if any) as to interest repayment security or otherwise as may be thought fit to any local authority administrative or governmental agency public body or other institution or association for or towards charitable purposes in any way connected with the purposes of the Trust and calculated to further its objects.

(ii) Purchase or otherwise acquire any buildings monuments, edifices, structures or land or any estate or interest therein of whatsoever nature.

(iii) Sell, let on lease or tenancy, exchange, mortgage or otherwise dispose of buildings, monuments, edifices, structures or land or any estate or interest therein and whether or not for full consideration in money or money's worth if calculated to further the objects of the Trust.

(iv) Lay out moneys of the Trust (whether income or capital) in or towards the repair, renovation, restoration, rebuilding, adaptation, equipping, furnishing and generally the maintenance and development of any buildings, monuments, edifices, structures or land.

(v) Publish or produce or promote the publication or production of books, pamphlets, exhibitions, films, audio or visual aids or in other appropriate manner make known to the public the existence of buildings, monuments, edifices or other structures of particular beauty or historical, architectural or constructional interest or the individual features thereof.

(vi) Make such arrangements as may be thought fit to enable the public to view and enjoy any such buildings, monuments, edifices or other structures.

(vii) Undertake or support research in or about the architectural, archaeological or environmental history of the United Kingdom, all methods of conservation, preservation or restoration connected therewith and publish the results of such research.

(viii) Raise funds by subscription, donation, grants, loans or otherwise for the purposes of the Trust, invite and accept gifts of all kinds and whether inter vivos or by will and whether or not subject to conditions and carry out any condition imposed on any gift which may be accepted Provided that the Trust shall not undertake or carry on any trading of a permanent nature in raising funds for the objects of the Trust.

(ix) Enter into and carry out contracts.

(x) Engage and remunerate agents, employ and remunerate such staff as may from time to time be necessary, grant pensions and retirement benefits to or for employees or former employees of the Trust and to the widows children and other dependants of deceased employees who are in necessitous circumstances and pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees of the Trust their widows children and other dependants.

(xi) Make planning applications, applications for consent under bye-laws or building regulations and other like applications.

(xii) Constitute special charitable trusts for any particular purposes of the Trust, to act as trustee of any such special charitable trust whether constituted by the Trust or otherwise and generally undertake and execute any charitable trusts which may lawfully be undertaken by the Trust and may be conducive to its objects.

(xiii) Co-operate with any local or public authority or other body concerned to achieve the objects of the Trust or any of them.

(xiv) Borrow or raise money for the purposes of the Trust on such terms and on such security (if any) as may be thought fit.

(xv) Invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property of whatsoever nature and wheresoever situate and whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the

time being be imposed or required by law and subject also as hereinafter provided.

(xvi) Establish and support or aid in the establishment and support of any charitable associations or institutions and subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects.

(xvii) Do all such other things as are necessary for the attainment of the above objects or any of them.

PROVIDED THAT:-

(i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Trust shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Trust would make it a Trade Union.

(iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

4. The income and property of the Trust whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Trust.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade and Industry.

6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Department of Trade and Industry to the Trust in pursuance of Section 19 (1) of the Companies Act, 1948, is subject.

7. The liability of the members is limited.

8. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the

adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust; and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

SUBSCRIBERS		WITNESS
1.	MICHAEL HUMFREY MIDDLETON 46 Holland Park Avenue, London W11. Director	FRANCIS JOHN BARROLL 1 Upper Warren Avenue Caversham, Reading, Berkshire Secretary
2.	GRAHAM WILLIAM ASHWORTH Dept of Civil Engineering University Salford. Professor of Urban Environmental Studies	(as above)
3.	ALFRED ARDEN WOOD West Midlands Metropolitan County Council 16 Summer Lane, Birmingham. County Planning Officer	(as above)
4.	DEREK WARING Municipal Offices, Cirencester. Local Grant Officer	(as above)
5.	WILLIAM BELL 165 Cramner Court London SW3. Banker	(as above)

6. STUART YOUNG (as above)

St. Alphage House,
2 Fore Street,
London Wall EC2.

Chartered Accountant.

7. RAINE LEGGE - COUNTESS OF DARTMOUTH (as above)

40A Hill Street,
London W1.

Married Woman

DATED the 19th day of November 1973

WITNESS to the above Signatures:-

We hereby certify that the names, addresses and descriptions shown above are those of the persons who have signed as subscribers to this Memorandum and Articles of Association and of Francis John Barroll who witnessed their signatures.

Paisner & Co.
19th November 1973

No. 1150304

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
(amended by Special Resolutions dated 26th May 1976 and 7th December 1983)

- of -

THE ARCHITECTURAL HERITAGE FUND

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act 1948.
These presents ..	These Articles of Association, and the regulations of the Trust from time to time in force.
The Trust	The above-named Company.
The Council ..	The Council of Management for the time being of the Trust.
The Office	The registered office of the Trust.
The Seal	The common seal of the Trust.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. The number of members with which the Trust proposes to be registered is 25 but the Council may from time to time register an increase of members.

4. (i) The subscribers to the Memorandum of Association and such other persons or corporations as may desire to be admitted to membership and who may be elected by the Council to membership shall be members of the Trust.

(ii) For the purposes hereof the expression "corporation" shall be deemed to include any body corporate, any county, local or other public authority, and any unincorporated association whom the Council may elect to membership Provided that no firm or other unincorporated association may as such become a member of the Trust, but if any firm or other unincorporated association, which would, if incorporated, have been eligible for membership, should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf. Every person so nominated who is admitted to membership shall have the same rights and be subject to the same incidents and liabilities as any other individual member, except that if his nomination is revoked by the body nominating him he shall forthwith cease to be a member of the Trust.

5. Every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Council may from time to time determine.

6. Election to membership shall be made by the Council which shall have full discretion to elect or refuse to elect a member.

7. The Council may elect as Honorary Members of the Trust, for life or for any less period, persons having distinguished architectural or other attainments or qualifications. Honorary Members shall not sign an application for membership of the Trust and shall not have any vote at meetings of the Trust. They may be invited by the Council to sit, without any vote, on the Council or on any committee and to give to the Trust their advice and assistance. The Council shall from time to time define the privileges which Honorary Members shall be entitled to enjoy, but Honorary Members shall not be members for the purposes of the Act and accordingly particulars in relation to them shall not be entered in the Register of Members kept pursuant to Section 110 thereof.

8. By unanimous vote of the Council or, if there shall be more than six members of the Council, by resolution of the Council passed by a majority of not less than three-fourths of the Council members present and voting at a meeting of the Council convened for the purpose (at which the member concerned shall be entitled to be heard in person) the membership of any member of the Trust may be terminated.

9. A member may by notice in writing resign his membership but shall be eligible for re-election.

GENERAL MEETINGS

10. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

12. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in

default may be convened by such requisitionists, as provided by Section 132 of the Act.

13. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved.

In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other

place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

18. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Trust who shall be present to preside.

19. The Chairman may, with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so 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 minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to

be the resolution of the meeting at which the poll was demanded.

22. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

24. 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 a poll has been demanded.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member shall have one vote.

26. (a) Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

(b) Any Corporation which is a member of the Trust may by resolution of the governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Trust. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or other proper officer of the governing body of a corporation shall be conclusive evidence of such appointment.

27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Article 26(b) or Section 139 of the Act. A proxy need not be a member.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation

under its common seal, if any, or under the hand of some officer duly authorised in that behalf.

29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"The Architectural Heritage Fund

"I, ,
"of ,
"a member of The Architectural Heritage
"Fund, hereby appoint ,
"of ,
"and failing him, ,
"of ,
"to vote for me and on my behalf at the
"[Annual or Extraordinary, or Adjourned,
"as the case may be] General Meeting of
"the Trust to be held on the day
"of , and at every adjournment
"thereof.

"As witness my hand this day of
"19 ".

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

32. Until otherwise determined by the Trust in General Meeting the number of the members of the Council shall not be less than three but there shall be no maximum to the number of members on the Council Provided always that the Council will consist of equal numbers of Crown Appointees and Civic Trust Appointees (as defined in Article 33.)

33. (1) Subject to Article 32 the members of the Council shall be:

(A) the persons who shall have been appointed by the Secretary of State for the Department of the Environment (or such Minister of the Crown as may from time to time be vested with responsibility for the business of the said Department), and such appointment being subject to the prior approval of H.M. Treasury ("a Crown Appointee") and,

(B) the persons appointed by the Board of Trustees for the time being of the Civic Trust ("a Civic Trust Appointee").

(2) No appointment shall be made of a Council member (except to fill a vacancy pursuant to Article 39) in accordance with sub-clauses 1(A) or 1(B) of this Article unless the Council will consist of equal numbers of Crown Appointees and Civic Trust Appointees after such appointment.

(3) No person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council.

POWERS OF THE COUNCIL

34. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as

may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

35. The members for the time being of the Council may act notwithstanding any vacancy in their body;

SECRETARY

36. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

37. The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of a member of the Council shall be vacated:-

(A) If a rec ving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

(C) If by notice in writing to the Trust he resigns his office.

(D) If he ceases to hold office by reason of any order made under Section 188 of the Act.

(E) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

39. (A) The members of the Council shall hold office for a term of three years but shall be eligible for re-appointment in accordance with the provisions hereof.

(B) Upon the death or retirement of a member of the Council or if he shall be removed from office or cease to be eligible for membership of the Council in accordance with Article 38 hereof the Secretary of State for the Department of the Environment (in the case of a member originally appointed by him) or the Board of Trustees for the time being of the Civic Trust (in the case of a member originally appointed by them) shall respectively have the power to appoint a successor in his place, any such appointment on the part of the Secretary of State for the Department of the Environment to be subject to the prior approval of H.M. Treasury in accordance with Article 33 hereof.

(C) A member appointed in accordance with the provisions of sub-paragraph (B) hereof shall hold office for the remainder of the term of the member of the Council whose office shall have been vacated as aforesaid.

(D) Upon the expiration of his term of office a member shall be eligible for re-appointment in accordance with the provisions hereof.

PROCEEDINGS OF THE COUNCIL

40. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

41. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

42. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the

Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council shall choose one of their number to be Chairman of the meeting.

43. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.

44. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

45. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

46. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust, and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

47. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

48. The Council shall cause proper books of account to be kept with respect to:-

(A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Trust; and

(C) the assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Trust and to explain its transactions.

49. The books of account shall be kept at the office, or, subject to Section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

50. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Council or by the Trust in General Meeting.

51. At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons

entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.

AUDIT

52. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

53. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act and Section 14 of the Companies Act 1967, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

54. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

55. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom, shall be entitled to receive notices from the Trust.

56. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

57. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

SUBSCRIBERS	WITNESS
1. MICHAEL HUMFREY MIDDLETON 46 Holland Park Avenue, London W11. Director	FRANCIS JOHN BARROLL 1 Upper Warren Avenue, Caversham, Reading, Berks Secretary
2. GRAHAM WILLIAM ASHWORTH Dept of Civil Engineering University Salford. Professor of Urban Environmental Studies	(as above)
3. STUART YOUNG St. Alphage House, 2 Fore Street, London EC2. Chartered Accountant	
4. DEREK WARING Municipal Offices, Cirencester. Local Grant Officer	(as above)
5. ALFRED ARDEN WOOD 16 Summer Lane, Birmingham, County Planning Officer	(as above)

6. WILLIAM BELL (as above)

165 Cramner Court
London SW3.

Banker

7. RAINE LEGGE - COUNTESS OF DARTMOUTH (as above)

40A Hill Street,
London W1.

Married Woman

DATED the 19th day of November 1973

WITNESS to the above Signatures:-

We hereby certify that the names, addresses and descriptions shown above are those of the persons who have signed as subscribers to this Memorandum and Articles of Association and of Francis John Barroll who witnessed their signatures.

Paisner & Co.
19th November 1973

3900

Certified a true copy of the
Special Resolution passed
on 7th May 1985
Michael Middleton
Secretary

Company No. 1150304 / 35

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY GUARANTEE

RESOLUTION OF

THE ARCHITECTURAL HERITAGE FUND

(Passed 7th May 1985)

By unanimous resolution of all the Members of the above named Company dated 7th May 1985 the following Resolution was duly passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

THAT the proviso to paragraph 4 of the Memorandum of Association of the Company be deleted and that the following proviso be substituted therefor:-

> "Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust

7477

COMPANIES REGISTRATION OFFICE
L C
17 MAY 1985

or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council (the Council of Management) or Governing Body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust or the payment in good faith to any member of the Council being a person engaged in any profession of all usual or professional or other charges for business done and all time spent by him or his firm on behalf of the Trust provided that such member does not vote on any resolution concerning his remuneration and is not counted for the purpose of ascertaining whether or not the quorum is present at

any meeting considering such a resolution".

Graham
Chairman

7477

No. 1150304 136

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

M E M O R A N D U M

- and -

A R T I C L E S O F A S S O C I A T I O N

(amended by Special Resolution dated 26th May 1976,
7th December 1983 and 7th May 1985)

- of -

THE ARCHITECTURAL HERITAGE FUND

Incorporated 10th December 1973

COMPANIES REGISTRATION
L C
6 AUG 1985
OFFICE

PAISNER & CO
SOLICITORS
BOUVERIE HOUSE
154 FLEET STREET
LONDON EC4A 2DQ
TELEPHONE 01-353 0299
TELEX 263189

No.1150304

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

M E M O R A N D U M O F A S S O C I A T I O N

- of -

THE ARCHITECTURAL HERITAGE FUND

1. The name of the Company (hereinafter called "the Trust") is "THE ARCHITECTURAL HERITAGE FUND".

2. The registered office of the Trust will be situate in England.

3. The objects for which the Trust is established are as follows:-

(a) To promote the permanent preservation for the benefit of the public generally of buildings monuments or other edifices or structures of whatsoever kind and whether permanent or attaching to land or not (including but without prejudice to the generality of the foregoing any building as defined in Section 290 (1) of the Town and Country Planning Act 1971) and wheresoever in the United Kingdom situate of particular beauty or historical architectural or constructional interest.

(b) To protect and conserve or promote the protection and conservation of the character and heritage of the cities towns and villages in and around which such buildings monuments or other edifices or structures exist.

(c) To advance public education of and interest in the history of the United Kingdom and its people and thereby to promote public taste and education in and concerning the conservation of its creative heritage and the encouragement of aesthetic standards attaching to its contemporary environment.

- 6 APR 1986

And in furtherance of the above mentioned objects but not otherwise the Trust shall have power to do all or any of the following:-

(i) Make grants or loans whether out of income or capital and upon such terms and conditions (if any) as to interest repayment security or otherwise as may be thought fit to any local authority administrative or governmental agency public body or other institution or association for or towards charitable purposes in any way connected with the purposes of the Trust and calculated to further its objects.

(ii) Purchase or otherwise acquire any buildings monuments edifices, structures or land or any estate or interest therein of whatsoever nature.

(iii) Sell, let on lease or tenancy, exchange, mortgage or otherwise dispose of buildings, monuments, edifices, structures or land or any estate or interest therein and whether or not for full consideration in money or money's worth if calculated to further the objects of the Trust.

(iv) Lay out moneys of the Trust (whether income or capital) in or towards the repair, renovation, restoration, rebuilding, adaptation, equipping, furnishing and generally the maintenance and development of any buildings, monuments, edifices, structures or land.

(v) Publish or produce or promote the publication or production of books, pamphlets, exhibitions, films, audio or visual aids or in other appropriate manner make known to the public the existence of buildings, monuments, edifices or other structures of particular beauty or historical, architectural or constructional interest or the individual features thereof.

(vi) Make such arrangements as may be thought fit to enable the public to view and enjoy any such buildings, monuments, edifices or other structures.

(vii) Undertake or support research in or about the architectural, archaeological or environmental history of the United Kingdom, all methods of conservation, preservation or restoration connected therewith and publish the results of such research.

(viii) Raise funds by subscription, donation, grants, loans or otherwise for the purposes of the Trust, invite and accept gifts of all kinds and whether inter vivos or by will and whether or not subject to conditions and carry out any condition imposed on any gift which may be accepted Provided that the Trust shall not undertake or carry on any trading of a permanent nature in raising funds for the objects of the Trust.

(ix) Enter into and carry out contracts.

(x) Engage and remunerate agents, employ and remunerate such staff as may from time to time be necessary, grant pensions and retirement benefits to or for employees or former employees of the Trust and to the widows children and other dependants of deceased employees who are in necessitous circumstances and pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees of the Trust their widows children and other dependants.

(xi) Make planning applications, applications for consent under bye-laws or building regulations and other like applications.

(xii) Constitute special charitable trusts for any particular purposes of the Trust, to act as trustee of any such special charitable trust whether constituted by the Trust or otherwise and generally undertake and execute any charitable trusts which may lawfully be undertaken by the Trust and may be conducive to its objects.

(xiii) Co-operate with any local or public authority or other body concerned to achieve the objects of the Trust or any of them.

(xiv) Borrow or raise money for the purposes of the Trust on such terms and on such security (if any) as may be thought fit.

(xv) Invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property of whatsoever nature and wheresoever situate and whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the

time being be imposed or required by law and subject also as hereinafter provided.

(xvi) Establish and support or aid in the establishment and support of any charitable associations or institutions and subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects.

(xvii) Do all such other things as are necessary for the attainment of the above objects or any of them.

PROVIDED THAT:-

(i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Trust shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Trust would make it a Trade Union.

(iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

4. The income and property of the Trust whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Trust.

* Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council (the Council of Management) or Governing Body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust or the payment in good faith to any member of the Council being a person engaged in any profession of all usual or professional or other charges for business done and all time spent by him or his firm on behalf of the Trust provided that such member does not vote on any resolution concerning his remuneration and is not counted for the purpose of ascertaining whether or not the quorum is present at any meeting considering such a resolution.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade and Industry.

6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Department of Trade and Industry to the Trust in pursuance of Section 19 (1) of the Companies Act, 1948, is subject.

7. The liability of the members is limited.

* Amended by special resolution passed on 7th May 1985.

8. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust; and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

SUBSCRIBERS		WITNESS
1.	MICHAEL HUMFREY MIDDLETON 46 Holland Park Avenue, London W11. Director	FRANCIS JOHN BARROLL 1 Upper Warren Avenue Caversham, Reading, Berkshire Secretary
2.	GRAHAM WILLIAM ASHWORTH Dept of Civil Engineering University Salford. Professor of Urban Environmental Studies	(as above)
3.	ALFRED ARDEN WOOD West Midlands Metropolitan County Council 16 Summer Lane, Birmingham. County Planning Officer	(as above)
4.	DEREK WARING Municipal Offices, Cirencester. Local Grant Officer	(as above)
5.	WILLIAM BELL 165 Cramner Court London SW3. Banker	(as above)

6. STUART YOUNG (as above)

St. Alphage House,
2 Fore Street,
London Wall EC2.

Chartered Accountant.

7. RAINE LEGGE - COUNTESS OF DARTMOUTH (as above)

40A Hill Street,
London W1.

Married Woman

DATED the 19th day of November 1973

WITNESS to the above Signatures:-

We hereby certify that the names, addresses and descriptions shown above are those of the persons who have signed as subscribers to this Memorandum and Articles of Association and of Francis John Barroll who witnessed their signatures.

Paisner & Co.
19th November 1973

No. 1150304

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
(amended by Special Resolutions dated 26th May 1976 and 7th December 1983)

- of -

THE ARCHITECTURAL HERITAGE FUND

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act 1948.
These presents ..	These Articles of Association, and the regulations of the Trust from time to time in force.
The Trust	The above-named Company.
The Council ..	The Council of Management for the time being of the Trust.
The Office	The registered office of the Trust.
The Seal	The common seal of the Trust.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. The number of members with which the Trust proposes to be registered is 25 but the Council may from time to time register an increase of members.

4. (i) The subscribers to the Memorandum of Association and such other persons or corporations as may desire to be admitted to membership and who may be elected by the Council to membership shall be members of the Trust.

(ii) For the purposes hereof the expression "corporation" shall be deemed to include any body corporate, any county, local or other public authority, and any unincorporated association whom the Council may elect to membership Provided that no firm or other unincorporated association may as such become a member of the Trust, but if any firm or other unincorporated association, which would, if incorporated, have been eligible for membership, should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf. Every person so nominated who is admitted to membership shall have the same rights and be subject to the same incidents and liabilities as any other individual member, except that if his nomination is revoked by the body nominating him he shall forthwith cease to be a member of the Trust.

5. Every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Council may from time to time determine.

6. Election to membership shall be made by the Council which shall have full discretion to elect or refuse to elect a member.

7. The Council may elect as Honorary Members of the Trust, for life or for any less period, persons having distinguished architectural or other attainments or qualifications. Honorary Members shall not sign an application for membership of the Trust and shall not have any vote at meetings of the Trust. They may be invited by the Council to sit, without any vote, on the Council or on any committee and to give to the Trust their advice and assistance. The Council shall from time to time define the privileges which Honorary Members shall be entitled to enjoy, but Honorary Members shall not be members for the purposes of the Act and accordingly particulars in relation to them shall not be entered in the Register of Members kept pursuant to Section 110 thereof.

8. By unanimous vote of the Council or, if there shall be more than six members of the Council, by resolution of the Council passed by a majority of not less than three-fourths of the Council members present and voting at a meeting of the Council convened for the purpose (at which the member concerned shall be entitled to be heard in person) the membership of any member of the Trust may be terminated.

9. A member may by notice in writing resign his membership but shall be eligible for re-election.

GENERAL MEETINGS

10. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

12. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in

default may be convened by such requisitionists, as provided by Section 132 of the Act.

13. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved.

In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other

place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

18. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Trust who shall be present to preside.

19. The Chairman may, with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so 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 minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to

be the resolution of the meeting at which the poll was demanded.

22. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

24. 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 a poll has been demanded.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member shall have one vote.

26. (a) Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

(b) Any Corporation which is a member of the Trust may by resolution of the governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Trust. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or other proper officer of the governing body of a corporation shall be conclusive evidence of such appointment.

27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Article 26(b) or Section 139 of the Act. A proxy need not be a member.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation

under its common seal, if any, or under the hand of some officer duly authorised in that behalf.

29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"The Architectural Heritage Fund

"I,
"of ,
"a member of The Architectural Heritage
"Fund, hereby appoint ,
"of ,
"and failing him, ,
"of ,
"to vote for me and on my behalf at the
"[Annual or Extraordinary, or Adjourned,
"as the case may be] General Meeting of
"the Trust to be held on the day
"of , and at every adjournment
"thereof.

"As witness my hand this day of
"19 ".

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

32. Until otherwise determined by the Trust in General Meeting the number of the members of the Council shall not be less than three but there shall be no maximum to the number of members on the Council Provided always that the Council will consist of equal numbers of Crown Appointees and Civic Trust Appointees (as defined in Article 33.)

33. (1) Subject to Article 32 the members of the Council shall be:

(A) the persons who shall have been appointed by the Secretary of State for the Department of the Environment (or such Minister of the Crown as may from time to time be vested with responsibility for the business of the said Department), and such appointment being subject to the prior approval of H.M. Treasury ("a Crown Appointee") and,

(B) the persons appointed by the Board of Trustees for the time being of the Civic Trust ("a Civic Trust Appointee").

(2) No appointment shall be made of a Council member (except to fill a vacancy pursuant to Article 39) in accordance with sub-clauses 1(A) or 1(B) of this Article unless the Council will consist of equal numbers of Crown Appointees and Civic Trust Appointees after such appointment.

(3) No person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council.

POWERS OF THE COUNCIL

34. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as

may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

35. The members for the time being of the Council may act notwithstanding any vacancy in their body;

SECRETARY

36. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

37. The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of a member of the Council shall be vacated:-

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

(C) If by notice in writing to the Trust he resigns his office.

(D) If he ceases to hold office by reason of any order made under Section 188 of the Act.

(E) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

39. (A) The members of the Council shall hold office for a term of three years but shall be eligible for re-appointment in accordance with the provisions hereof.

(B) Upon the death or retirement of a member of the Council or if he shall be removed from office or cease to be eligible for membership of the Council in accordance with Article 38 hereof the Secretary of State for the Department of the Environment (in the case of a member originally appointed by him) or the Board of Trustees for the time being of the Civic Trust (in the case of a member originally appointed by them) shall respectively have the power to appoint a successor in his place, any such appointment on the part of the Secretary of State for the Department of the Environment to be subject to the prior approval of H.M. Treasury in accordance with Article 33 hereof.

(C) A member appointed in accordance with the provisions of sub-paragraph (B) hereof shall hold office for the remainder of the term of the member of the Council whose office shall have been vacated as aforesaid.

(D) Upon the expiration of his term of office a member shall be eligible for re-appointment in accordance with the provisions hereof.

PROCEEDINGS OF THE COUNCIL

40. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

41. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

42. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the

Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council shall choose one of their number to be Chairman of the meeting.

43. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.

44. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

45. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

46. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust, and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

47. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

48. The Council shall cause proper books of account to be kept with respect to:-

(A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Trust; and

(C) the assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Trust and to explain its transactions.

49. The books of account shall be kept at the office, or, subject to Section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

50. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Council or by the Trust in General Meeting.

51. At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons

entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.

AUDIT

52. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

53. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act and Section 14 of the Companies Act 1967, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

54. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

55. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom, shall be entitled to receive notices from the Trust.

56. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

57. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

SUBSCRIBERS		WITNESS
1.	MICHAEL HUMFREY MIDDLETON 46 Holland Park Avenue, London W11. Director	FRANCIS JOHN BARROLL 1 Upper Warren Avenue, Caversham, Reading, Berks Secretary
2.	GRAHAM WILLIAM ASHWORTH Dept of Civil Engineering University Salford. Professor of Urban Environmental Studies	(as above)
3.	STUART YOUNG St. Alphage House, 2 Fore Street, London EC2. Chartered Accountant	
4.	DEREK WARING Municipal Offices, Cirencester. Local Grant Officer	(as above)
5.	ALFRED ARDEN WOOD 16 Summer Lane, Birmingham, County Planning Officer	(as above)

6. WILLIAM BELL (as above)

165 Cramner Court
London SW3.

Banker

7. RAINE LEGGE - COUNTESS OF DARTMOUTH (as above)

40A Hill Street,
London W1.

Married Woman

DATED the 19th day of November 1973

WITNESS to the above Signatures:-

We hereby certify that the names, addresses and descriptions shown above are those of the persons who have signed as subscribers to this Memorandum and Articles of Association and of Francis John Barroll who witnessed their signatures.

Paisner & Co.
19th November 1973

3900

Coopers
&Lybrand
Deloitte

chartered accountants

PO Box 207
128 Queen Victoria Street
London EC4P 4JX

telephone 071-583 5000
telex 894941
facsimile 071-248 3623

a member firm of
Coopers
& Lybrand
(International)

115030

The Secretary
The Architectural Heritage Fund
17 Carlton House Terrace
LONDON
SW1Y 5AW

your reference

our reference
LD4/ERD/db/59

14 November 1990

Dear Sir

In accordance with Section 392 of the Companies Act 1985 this will give you formal notice of our resignation as auditors to the company with immediate effect.

Yours faithfully

Coopers&Lybrand Deloitte

COMPANIES HOUSE
16 NOV 1990
A 43

COMPANIES HOUSE
27 NOV 1990
M 99

London Aberdeen Armagh Bangor (NI) Belfast Birmingham Blackburn Bournemouth Bristol Cambridge Cardiff Croydon Dungannon Edinburgh Enniskillen Glasgow Gloucester Inverness King's Lynn Lame Leeds Leicester Liverpool Maidstone Manchester Milton Keynes Newcastle upon Tyne Northampton Norwich Nottingham Oban Plymouth Portadown Reading Sheffield Southampton Swansea Uxbridge

A list of partners' names is available at the above address. The firm is authorised by the Institute of Chartered Accountants in England and Wales

Coopers
&Lybrand
Deloitte

chartered accountants

PO Box 207
128 Queen Victoria Street
London EC4P 4JX

telephone 071-583 5000
telex 884941
facsimile 071-248 3623

a member firm of
Coopers
&Lybrand
(International)

your reference

our reference
LD4/ERD/db/59

The Secretary
The Architectural Heritage Fund
17 Carlton House Terrace
LONDON
SW1Y 5AW

14 November 1990

Dear Sir

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our ceasing to hold office that we consider should be brought to the attention of the company's members or creditors.

Yours faithfully

Coopers&LybrandDeloitte

COMPANIES HOUSE
27 NOV 1990
M 99

London Aberdeen Armagh Bangor (NI) Belfast Birmingham Blackburn Bournemouth Bristol Cambridge Cardiff Croydon Dungannon Edinburgh Enniskillen Glasgow Gloucester Irvine King's Lynn Lame Leeds Leicester Liverpool Maidstone Manchester Middlesbrough Milton Keynes Newcastle upon Tyne Northampton Norwich Nottingham Omagh Plymouth Portadown Reading Sheffield Southampton Swansea Uxbridge

A list of partners' names is available at the above address. The firm is authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business. Coopers & Lybrand Deloitte, the Main Firm, has a number of associate firms. All partners of the associate firms are authorised to conduct business as agents of, and all contracts are with, the Main Firm, Coopers & Lybrand Deloitte

We hereby certify this to be a true copy of the original.
Paisner & Co.
Paisner & Co
3.xi.92

No. 1150304

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

COMPANIES HOUSE
- 4 NOV 1992
M 91

WRITTEN RESOLUTION

OF

THE ARCHITECTURAL HERITAGE FUND
("the Company")

By this unanimous written resolution we, being all the members of the Company entitled to attend and vote at general meetings of the Company, HEREBY DECLARE, that the following resolution be passed as a Special Resolution of the Company, namely:-

SPECIAL RESOLUTION

"That the Articles of Association of the Company be amended in the manner set out below:-

(a) by the deletion of Article 32 and the substitution of the following Article in lieu thereof, that is to say:-

32. Until otherwise determined by the Trust in General Meeting the number of the members of the Council shall not be less than three but there shall be no maximum to the number of members of the Council provided always that the Council shall consist of equal numbers of Crown Appointees (as defined in Article 33) and Architectural Heritage Fund Appointees (as defined in Article 33).

(b) by the deletion of Article 33 and the substitution of the following Article in lieu thereof, that is to

say:-

33. (1) Subject to Article 32 the members of the Council shall be:

(A) the persons appointed by the Secretary of State for National Heritage or such Minister of the Crown as may from time to time be vested with responsibility for the business of the said Department ("Crown Appointees"); and

(B) the persons appointed by a simple majority of the members from time to time of the Council ("Architectural Heritage Fund Appointees").

(2) No appointment shall be made of a Council member in accordance with sub-clauses 1(A) or 1(B) of this Article unless the Council will consist of equal numbers of Crown Appointees and Architectural Heritage Fund Appointees after such appointment.

(3) No person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or monies worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council.

(c) by the deletion of Article 39 and the substitution of the following Article in lieu thereof, that is to say:-

39. (A) The members of the Council shall hold office for a term of three years but shall be eligible for re-appointment in accordance with the provisions hereof.

(B) Upon the death or retirement of a member of

the Council or if he should be removed from office or cease to be eligible for membership of the Council in accordance with Article 38 hereof the Secretary of State for National Heritage or such Minister of the Crown as may from time to time be vested with responsibility for the business of the said Department (in the case of a Crown Appointee) or a simple majority of the members of the Council (in the case of an Architectural Heritage Fund Appointee) shall respectively have the power to appoint a successor in his place.

(C) A member appointed in accordance with the provisions of sub-clause (B) hereof shall hold office for the remainder of the term for the member of the Council whose office shall have been vacated as aforesaid.

(D) Upon the expiration of his term of office a member shall be eligible for re-appointment in accordance with the provisions hereof."

.....
The Duke of Grafton KG

.....
Mr Nicholas Baring

.....
Mr Martin Bradshaw

.....
Mr Hadley Buck

.....
Mr Robert Clow

.....
Professor James Dunbar-Nasmith CBE

Mr John N C James CBE

Sir Brian Jenkins CBE

Dame Jennifer Jenkins DBE

Miss Jennifer Page

Mr Peter Rumble CB

Mr Maurice Stonefrost CBE DL

Dr Roger Wools

Mr Roy Worskett

Date: 30th October 1992

COMPANIES HOUSE
4 NOV 1992
M 91

No. 1150304

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

(amended by Special Resolutions dated 26th May 1976
7th December 1983 and 30th October 1992)

- of -

THE ARCHITECTURAL HERITAGE FUND

GENERAL

1. In These presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act 1948.
These presents	These Articles of Association, and the regulations of the Trust from time to time in force.

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The Trust	The above-named Company.
The Council	The Council of Management for the time being of the Trust.
The Office	The registered office of the Trust.
The Seal	The common seal of the Trust.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the act or any statutory modification thereof in force at the date on which These presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in These presents.

2. The Trust is established for the purposes expressed on the Memorandum of Association.

MEMBERS

3. The number of members with which the Trust proposes to be registered is 25 but the Council may from time to time register an increase of members.

4. (i) The subscribers to the Memorandum of Association and such other persons or corporations as may desire to be admitted to membership and who may be elected by the Council to membership shall be members of the Trust.

(ii) For the purposes hereof the expression "corporation" shall be deemed to include any body corporate, any county, local or other public authority, and any unincorporated association whom the Council may elect to membership Provided that no firm or other unincorporated association may as such become a member of the Trust, but if any firm or other unincorporated association, which would, if incorporated, have been eligible for membership, should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf. Every person so nominated who is admitted to membership shall have the same rights and be subject to the same incidents and liabilities as any other individual member, except that if his nomination is revoked by the body nominating him he shall forthwith cease to be a member of the Trust.

5. Every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Council may from time to time determine.

6. Election to membership shall be made by the Council which shall have full discretion to elect or refuse to elect a member.

7. The Council may elect as Honorary Members of the Trust, for life or for any less period, persons having distinguished architectural or other attainments or qualifications. Honorary Members shall not sign an application for membership of the Trust and shall not have any vote at meetings of the Trust. They may be invited by the Council to sit, without any vote, on the council or on any committee and to give to the Trust their advice and assistance. The Council shall from time to time define the privileges which Honorary Members shall be entitled to enjoy, but Honorary Members shall not be members for the purposes of the Act and accordingly particulars in relation to them shall not be entered in the Register of Members kept pursuant to Section 110 thereof.

8. By unanimous vote of the Council or, if there shall be more than six members of the Council, by resolution of the Council passed by a majority of not less than three-fourths of the Council members present and voting at a meeting of the Council convened for the purpose (at which the member concerned shall be entitled to be heard in

person) the membership of any member of the Trust may be terminated.

9. A member may by notice in writing resign his membership but shall be eligible for re-election.

GENERAL MEETINGS

10. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation, it need not hold it in the year of its incorporation or in the following year.

11. All General meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

12. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

13. Twenty-one days' notice in writing at the least of every Annual General meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting

(exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under These presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved.

In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

18. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Trust who shall be present to preside

19. The Chairman may, with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so 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 minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such

time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

24. 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 a poll has been demanded.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member shall have one vote.

26. (a) Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

(b) Any Corporation which is a member of the Trust may, by resolution of the governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation he represents as that corporation

could have exercised if it were a personal member of the Trust. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or other proper officer of the governing body of a corporation shall be conclusive evidence of such appointment.

27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Article 26(b) or Section 139 of the Act. A proxy need not be a member.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, or under the hand of some officer duly authorised in that behalf.

29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not

less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"The Architectural Heritage Fund

"I,

"of ,

"a member of The Architectural Heritage

"Fund, hereby appoint ,

"of ,

"and failing him, ,

"of ,

"to vote for me and on my behalf at the

"[Annual or Extraordinary, or Adjourned,

"as the case may be] General Meeting of

"the Trust to be held on the day of
" , and at every adjournment
"thereof.

"As witness my hand this day of
"19 ".

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

32. Until otherwise determined by the Trust in General Meeting the number of the members of the Council shall not be less than three but there shall be no maximum to the number of members of the Council provided always that the Council shall consist of equal numbers of Crown Appointees (as defined in Article 33) and Architectural Heritage Fund Appointees (as defined in Article 33).

33. (1) Subject to Article 32 the members of the Council shall be:-

(A) the persons appointed by the Secretary of State for National Heritage or such Minister of the Crown as may from time to time be vested with responsibility for the business of the said Department ("Crown Appointees"); and

(B) the persons appointed by a simple majority of the members from time to time of the Council ("Architectural Heritage Fund Appointees").

(2) No appointment shall be made of a Council member in accordance with sub-clauses 1(A) or 1(B) of this

Article unless the Council will consist of equal numbers of Crown Appointees and Architectural Heritage Fund Appointees after such appointment.

(3) No person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council.

POWERS OF THE COUNCIL

34. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by These presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of These presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

35. The members for the time being of the Council may act notwithstanding any vacancy in their body.

SECRETARY

36. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

37. The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of a member of the Council shall be vacated:-

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

(C) If by notice in writing to the Trust he resigns his office.

(D) If he ceases to hold office by reason of any order made under Section 188 of the Act.

(E) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

39. (A) The members of the Council shall hold office for a term of three years but shall be eligible for re-appointment in accordance with the provisions hereof.

(B) Upon the death or retirement of a member of the Council or if he should be removed from office or cease to be eligible for membership of the Council in accordance with Article 38 hereof the Secretary of State for National Heritage or such Minister of the Crown as may from time to time be vested with responsibility for the business of the said Department (in the case of a Crown Appointee) or a simple majority of the members of the Council (in the case of an Architectural Heritage Fund Appointee) shall respectively have the power to appoint a successor in his place.

(C) A member appointed in accordance with the provisions of sub-paragraph (B) hereof shall hold office for the remainder of the term of the member of the Council whose office shall have been vacated as aforesaid.

(D) Upon the expiration of his term of office a member shall be eligible for re-appointment in accordance with the provisions hereof.

PROCEEDINGS OF THE COUNCIL

40. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, there shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

41. A member of the Council may, and on the request of a member of the Council, the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

42. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman

be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council shall choose one of their number to be Chairman of the meeting.

43. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.

44. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of These presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

45. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

46. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust, and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

47. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

48. The Council shall cause proper books of account to be kept with respect to:-

(A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Trust; and

(C) the assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a

true and fair view of the state of the affairs of the Trust and to explain its transactions.

49. The books of account shall be kept at the office, or, subject to Section 147(3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

50. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Council or by the Trust in General Meeting.

51. At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time

being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.

AUDIT

52. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

53. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act and Section 14 of the Companies Act 1967, the members of the Council being treated as the Directors mentioned in those Sections.

NOTICES

54. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

55. Any member described in the register of members by an address not within the United Kingdom, who shall from

time to time give the Trust an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom, shall be entitled to receive notices from the Trust.

56. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

57. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

NAMES ADDRESSES AND DESCRIPTIONS

SUBSCRIBERS		WITNESS
1.	Michael Humfrey Middleton 46 Holland Park Avenue London W11	Francis John Barroll 1 Upper Warren Avenue Caversham Reading Berks
	Director	Secretary
2.	Graham William Ashworth Dept of Civil Engineering University Salford	(As above)
	Professor of Urban Environmental Studies	
3.	Stuart Young St Alphage House 7 Fore Street London EC2	
	Chartered Accountant	
4.	Derek Waring Municipal Offices Cirencester	(As above)
	Local Grant Officer	
5.	Alfred Arden Wood 16 Summer Lane Birmingham	(As above)
	Country Planning Officer	

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005491196

We hereby certify this to be a true copy of the original.
Paisner & Co.
Paisner & Co
11.3.93

THE ARCHITECTURAL HERITAGE FUND

("the Company")

Unanimous written resolution of all the members of the Company

dated .....10th March.....1993

By this unanimous written resolution we, being all the members of the Company entitled to vote at general meetings of the Company, HEREBY DECLARE unanimously that the following resolution be passed:-

"That the provisions of Article 39(A) of the Articles of Association shall not apply to the appointments to be made upon the retirement from membership of the Council of Management of Nicholas Baring, Martin Bradshaw and Maurice Stonefrost on 23rd June 1993 and such appointments shall be for a period of two years, eight months and eleven days and not for three years as stipulated in Article 39(A)."

This resolution may be signed in counterpart and when taken together such documents will constitute the original resolution.

Signed .....

Nicholas Baring

COMPANIES HOUSE
16 MAR 1993
M 87

We hereby certify
this to be a true copy
of the original,
Palsner & Co.
Palsner & Co
11.3.93

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Signed .....

Martin Bradshaw

CO
16 MAR 1993
M 87

We hereby certify this to be a true copy of the original.
Paisner & Co.
Paisner & Co
11.3.93

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Signed .....Hadley Buck.....

Hadley Buck

HOUSE
16 MAR 1993
87

We hereby certify
this to be a true copy
of the original.
Paisner & Co.
Paisner & Co
11-3-93

1993

THE ARCHITECTURAL HERITAGE FUND

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This resolution may be signed in counterpart and when taken together such documents will constitute the original resolution.

Signed .....

Robert Clow

HOUSE
16 MAR 1993
87

We hereby certify
this to be a true copy
of the original.
Paisner & Co.
Paisner & Co
11.3.93

THE ARCHITECTURAL HERITAGE FUND

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This resolution may be signed in counterpart and when taken together such documents will constitute the original resolution.

Signed ..James Dunbar Nasmith.....

James Dunbar-Nasmith

COMPANIES HOUSE
16 MAR 1993
M

We hereby certify
this to be a true copy
of the original.
Paisner & Co.
Paisner
11.3.93

THE ARCHITECTURAL HERITAGE FUND

("the Company")

Unanimous written resolution of all the members of the Company

dated .....10th March.....1993

Bu this unanimous written resolution we, being all the members of the Company entitled to vote at general meetings of the Company, HEREBY DECLARE unanimously that the following resolution be passed:-

> "That the provisions of Article 39(A) of the Articles of Association shall not apply to the appointments to be made upon the retirement from membership of the Council of Management of Nicholas Baring, Martin Bradshaw and Maurice Stonefrost on 23rd June 1993 and such appointments shall be for a period of two years, eight months and eleven days and not for three years as stipulated in Article 39(A)."

This resolution may be signed in counterpart and when taken together such documents will constitute the original resolution.

Signed .....

John N C James

COMPANIES HOUSE
16 MAR 1993
M 87

We hereby certify
this to be a true copy
of the original.
Paisner & Co.
Paisner & Co
11.3.93

THE ARCHITECTURAL HERITAGE FUND

("the Company")

Unanimous written resolution of all the members of the Company

dated .....10th March.....1993

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This resolution may be signed in counterpart and when taken together such documents will constitute the original resolution.

Signed .....

Sir Brian Jenkins

COMPANIES HOUSE
16 MAR 1993
M 87

We hereby certify
this to be a true copy
of the original.
Paisner & Co.
Paisner & Co
11.3.93

THE ARCHITECTURAL HERITAGE FUND

("the Company")

Unanimous written resolution of all the members of the Company

dated ...20. Feb.....1993

Bu this unanimous written resolution we, being all the members of the Company entitled to vote at general meetings of the Company, HEREBY DECLARE unanimously that the following resolution be passed:-

"That the provisions of Article 39(A) of the Articles of Association shall not apply to the appointments to be made upon the retirement from membership of the Council of Management of Nicholas Baring, Martin Bradshaw and Maurice Stonefrost on 23rd June 1993 and such appointments shall be for a period of two years, eight months and eleven days and not for three years as stipulated in Article 39(A)."

This resolution may be signed in counterpart and when taken together such documents will constitute the original resolution.

Signed .....Jennifer Jenkins.....

Dame Jennifer Jenkins

COMPANIES HOUSE
16 MAR 1993
M 87

We hereby certify
this to be a true copy
of the original.
Paisner & Co.
Paisner & Co
11.3.93

THE ARCHITECTURAL HERITAGE FUND

("the Company")

Unanimous written resolution of all the members of the Company

dated .....10th March.....1993

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This resolution may be signed in counterpart and when taken together such documents will constitute the original resolution.

Signed .....Jennifer A Page.....

Jennifer Page

COMPANIES HOUSE
16 MAR 1993
M 87

We hereby certify
this to be a true copy
of the original.
Paisner & Co.
Paisner & Co
11 3 93

THE ARCHITECTURAL HERITAGE FUND

("the Company")

Unanimous written resolution of all the members of the Company

dated .....10th March.....1993

Bu this unanimous written resolution we, being all the members of the Company entitled to vote at general meetings of the Company, HEREBY DECLARE unanimously that the following resolution be passed:-

"That the provisions of Article 39(A) of the Articles of Association shall not apply to the appointments to be made upon the retirement from membership of the Council of Management of Nicholas Baring, Martin Bradshaw and Maurice Stonefrost on 23rd June 1993 and such appointments shall be for a period of two years, eight months and eleven days and not for three years as stipulated in Article 39(A)."

This resolution may be signed in counterpart and when taken together such documents will constitute the original resolution.

Signed ...Peter Rumble.....

Peter Rumble

COMPANIES HOUSE
16 MAR 1993
M 87

We hereby certify
this to be a true copy
of the original,
Paisner & Co.
Paisner & Co
11.3.93

THE ARCHITECTURAL HERITAGE FUND

("the Company")

Unanimous written resolution of all the members of the Company

dated .....6. 3.....1993

Bu this unanimous written resolution we, being all the members of the Company entitled to vote at general meetings of the Company, HEREBY DECLARE unanimously that the following resolution be passed:-

"That the provisions of Article 39(A) of the Articles of Association shall not apply to the appointments to be made upon the retirement from membership of the Council of Management of Nicholas Baring, Martin Bradshaw and Maurice Stonefrost on 23rd June 1993 and such appointments shall be for a period of two years, eight months and eleven days and not for three years as stipulated in Article 39(A)."

This resolution may be signed in counterpart and when taken together such documents will constitute the original resolution.

[name] .....M. Stonefrost.....

Maurice Stonefrost

COMPANIES HOUSE
16 MAR 1993
M 87

We hereby certify
this to be a true copy
of the original.
Palsner & Co.

Palsner & Co
11.3.93

THE ARCHITECTURAL HERITAGE FUND

("the Company")

Unanimous written resolution of all the members of the Company

dated .....10th March.....1993

Bu this unanimous written resolution we, being all the members of the Company entitled to vote at general meetings of the Company, HEREBY DECLARE unanimously that the following resolution be passed:-

> "That the provisions of Article 39(A) of the Articles of Association shall not apply to the appointments to be made upon the retirement from membership of the Council of Management of Nicholas Baring, Martin Bradshaw and Maurice Stonefrost on 23rd June 1993 and such appointments shall be for a period of two years, eight months and eleven days and not for three years as stipulated in Article 39(A)."

This resolution may be signed in counterpart and when taken together such documents will constitute the original resolution.

Signed Roger M Wools

Roger Wools

COMPANIES HOUSE
16 MAR 1993
M 87

We hereby certify
this to be a true copy
of the original,
Paisner & Co.
Paisner & Co
11393

THE ARCHITECTURAL HERITAGE FUND

("the Company")

Unanimous written resolution of all the members of the Company

dated .....10th March.....1993

By this unanimous written resolution we, being all the members of the Company entitled to vote at general meetings of the Company, HEREBY DECLARE unanimously that the following resolution be passed:-

"That the provisions of Article 39(A) of the Articles of Association shall not apply to the appointments to be made upon the retirement from membership of the Council of Management of Nicholas Baring, Martin Bradshaw and Maurice Stonefrost on 23rd June 1993 and such appointments shall be for a period of two years, eight months and eleven days and not for three years as stipulated in Article 39(A)."

This resolution may be signed in counterpart and when taken together such documents will constitute the original resolution.

Signed .....Roy Worskett.....

Roy Worskett

COMPANIES HOUSE
16 MAR 1993
M

We hereby certify
this to be a true copy
of the original.
Paisner & Co.
Paisner & Co
4303

THE ARCHITECTURAL HERITAGE FUND

("the Company")

Unanimous written resolution of all the members of the Company

dated .....10th March..1993

Bu this unanimous written resolution we, being all the members of the Company entitled to vote at general meetings of the Company, HEREBY DECLARE unanimously that the following resolution be passed:-

> "That the provisions of Article 39(A) of the Articles of Association shall not apply to the appointments to be made upon the retirement from membership of the Council of Management of Nicholas Baring, Martin Bradshaw and Maurice Stonefrost on 23rd June 1993 and such appointments shall be for a period of two years, eight months and eleven days and not for three years as stipulated in Article 39(A)."

This resolution may be signed in counterpart and when taken together such documents will constitute the original resolution.

Signed .....G. V. Grafton.....

The Duke of Grafton

COMPANIES HOUSE
16 MAR 1993
M 137

No. 1150304

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

OF

THE ARCHITECTURAL HERITAGE FUND

At the ANNUAL GENERAL MEETING of the above named Company duly convened and held the following resolution was passed on 19th October 1993 as a Special Resolution:-

SPECIAL RESOLUTION

"That the Articles of Association of the Company be amended in the manner set out below:-

By the deletion of Article 39 (A) and the substitution of the following Article in lieu thereof, that is to say:-

39. (A) The members of the Council shall hold office for a term of three years or such lesser term as the Secretary of State for National Heritage or such Minister of the Crown as may from time to time be vested with the responsibility for the business of the said Department (in the case of a Crown appointee) or a simple majority of Members of the Council (in the case of an Architectural Heritage Fund appointee) shall in his/their absolute discretion decide but a member shall be eligible for re-appointment in accordance with the provisions hereof."

.....

CHAIRMAN

COMPANIES
PR8
21 OCT 1993
HOUSE

THE ARCHITECTURAL HERITAGE FUND

Registered Charity No 206780

No. 1150304

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

OF

THE ARCHITECTURAL HERITAGE FUND

At the EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held the following resolution was passed on 8th June 1994 as a Special Resolution:-

SPECIAL RESOLUTION

"That the Memorandum and Articles of Association of the Company with respect to its powers be amended in the manner set out below:-

By the addition to the Memorandum of Association of the following new clauses (xvii) and (xviii) and the redesignation of the existing clause (xvii) as clause (xix):

"(xvii) To appoint as Investment Manager or Managers an investment expert or investment experts (as defined below), having taken all reasonable care to ensure that the Investment Manager is or the Investment Managers are suitable for the purposes of this paragraph, and to delegate to him or them on such terms as may be thought fit power at his or their discretion to buy and sell investments for the Trust and to pay such reasonable charges for these services as may be thought fit.

The expression "investment expert" means:-

(a) an individual with at least 15 years' experience of investment or financial management who is an authorised person within the meaning of the Financial Services Act 1986; or

(b) a company or firm of repute which is (otherwise than by virtue of section 45(I)(j) of that Act) an authorised or exempted person within the meaning of that Act.

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A21 RECEIPT DATE:22/06/94

(xviii) To make such arrangements as may be thought fit for any investments of the Trust, or income from those investments, to be held by a corporate body and to pay reasonable and proper remuneration to any corporate body acting as the Trust's nominee in pursuance of this power."

By the deletion from the Articles of Association of Article 42 and the substitution of the following Article in lieu thereof, that is to say:-

"42. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office. The Council may from time to time elect a Deputy Chairman and a Vice Chairman. The Deputy Chairman, or in his absence the Vice Chairman, shall be entitled to preside at any meetings of the Council at which the Chairman is not present and willing to preside. If at any meeting neither the Chairman, the Deputy Chairman nor the Vice Chairman is present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council shall choose one of their number to be Chairman of the meeting."

.....

CHAIRMAN

ABQEG284
A21 RECEIPT DATE:22/06/94

No. 1150304

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

THE ARCHITECTURAL HERITAGE FUND

(As altered by Special Resolutions passed
7th May 1985 and 8th June 1994)

1. The name of the Company (hereinafter called "the Trust") is "THE ARCHITECTURAL HERITAGE FUND".

2. The registered office of the Trust will be situate in England.

3.[1] The objects for which the Trust is established are as follows:-

(a) To promote the permanent preservation for the benefit of the public generally of buildings monuments or other edifices or structures of whatsoever kind and whether permanent or attaching to land or not (including but without prejudice to the generality of the foregoing any building as defined in Section 290 (1) of the Town and Country Planning Act 1971) and wheresoever in the United Kingdom situate of particular beauty or historical architectural or constructional interest.

(b) To protect and conserve or promote the protection and conservation of the character and heritage of the cities towns and villages in and around which such buildings monuments or other edifices or structures exist.

(c) To advance public education of and interest in the history of the United Kingdom and its people and thereby to promote public taste and education in and concerning the conservation of its creative heritage and the encouragement of aesthetic standards attaching to its contemporary environment.

---

[1]Sub-clauses (xvii) and (xviii) of Clause 4 were added to the Memorandum of Association and sub-clause (xix) renumbered by a Special Resolution passed on 8th June 1994.

And in furtherance of the above mentioned objects but not otherwise the Trust shall have power to do all or any of the following:-

(i) Make grants or loans whether out of income or capital and upon such terms and conditions (if any) as to interest repayment security or otherwise as may be thought fit to any local authority administrative or governmental agency public body or other institution or association for or towards charitable purposes in any way connected with the purposes of the Trust and calculated to further its objects.

(ii) Purchase or otherwise acquire any buildings monuments, edifices, structures or land or any estate or interest therein of whatsoever nature.

(iii) Sell, let on lease or tenancy, exchange, mortgage or otherwise dispose of buildings, monuments, edifices, structures or land or any estate or interest therein and whether or not for full consideration in money or money's worth if calculated to further the objects of the Trust.

(iv) Lay out moneys of the Trust (whether income or capital) in or towards the repair, renovation, restoration, rebuilding, adaptation, equipping, furnishing and generally the maintenance and development of any buildings, monuments, edifices, structures or land.

(v) Publish or produce or promote the publication or production of books, pamphlets, exhibitions, films, audio or visual aids or in other appropriate manner make known to the public the existence of buildings, monuments, edifices or other structures of particular beauty or historical, architectural or constructional interest or the individual features thereof.

(vi) Make such arrangements as may be thought fit to enable the public to view and enjoy any such buildings, monuments, edifices or other structures.

(vii) Undertake or support research in or about the architectural, archaeological or environmental history of the United Kingdom, all methods of conservation, preservation or restoration connected therewith and publish the results of such research.

(viii) Raise funds by subscription, donation, grants, loans or otherwise for the purposes of the Trust, invite and accept gifts of all kinds and whether inter vivos or by will and whether or not subject to conditions and carry out any condition imposed on any gift which may be accepted Provided that the Trust shall not undertake or carry on any trading of a permanent nature in raising funds for the objects of the Trust.

(ix) Enter into and carry out contracts.

(x) Engage and remunerate agents, employ and remunerate such staff as may from time to time be necessary, grant pensions and retirement benefits to or for employees or former employees of the Trust and to the widows children and other dependants of deceased employees who are in necessitous circumstances and pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees of the Trust their widows children and other dependants.

(xi) Make planning applications, applications for consent under bye-laws or building regulations and other like applications.

(xii) Constitute special charitable trusts for any particular purposes of the Trust, to act as trustee of any such special charitable trust whether constituted by the Trust or otherwise and generally undertake and execute any charitable trusts which may lawfully be undertaken by the Trust and may be conducive to its objects.

(xiii) Co-operate with any local or public authority or other body concerned to achieve the objects of the Trust or any of them.

(xiv) Borrow or raise money for the purposes of the Trust on such terms and on such security (if any) as may be thought fit.

(xv) Invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property of whatsoever nature and wheresoever situate and whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(xvi) Establish and support or aid in the establishment and support of any charitable associations or institutions and subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects.

(xvii) To appoint as Investment Manager or Managers an investment expert or investment experts (as defined below), having taken all reasonable care to ensure that the Investment Manager is or the Investment Managers are suitable for the purposes of this paragraph, and to delegate to him or them on such terms as may be thought fit power at his or their discretion to buy and sell investments for the Trust and to pay such reasonable charges for these services as may be thought fit.

The expression "investment expert" means:-

(a) an individual with at least 15 years' experience of investment or financial management who is an authorised person within the meaning of the Financial Services Act 1986; or

(b) a company or firm of repute which is (otherwise than by virtue of section 45(I)(j) of that Act) an authorised or exempted person within the meaning of that Act.

(xviii) To make such arrangements as may be thought fit for any investments of the Trust, or income from those investments, to be held by a corporate body and to pay reasonable and proper remuneration to any corporate body acting as the Trust's nominee in pursuance of this power.

(xix) Do all such other things as are necessary for the attainment of the above objects or any of them.

PROVIDED THAT:-

(i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Trust shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Trust would make it a Trade Union.

(iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of management or Governing Body have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

4.[2] The income and property of the Trust whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Trust.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Council of management or Governing Body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council (the Council of Management) or Governing Body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust or the payment in good faith to any member of the Council being a person engaged in any profession of all usual or professional or other charges for business done and all time spent by him or his firm on behalf of the Trust provided that such member does not vote on any resolution concerning his remuneration and is not counted for the purpose of ascertaining whether or not the quorum is present at any meeting considering such a resolution.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade and Industry.

6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Department of Trade and Industry to the Trust in pursuance of Section 19(1) of the Companies Act, 1948, is subject.

7. The liability of the members is limited.

8. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

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[2]The proviso to the original Clause 4 of the Company's Memorandum of Association was replaced by the proviso set out herein by Special Resolution passed on 7th May 1985.

9. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust; and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

SUBSCRIBERS		WITNESS
1.	MICHAEL HUMFREY MIDDLETON	FRANCIS JOHN BARROLL
	46 Holland Park Avenue, London, W11	1 Upper Warren Avenue, Caversham, Reading, Berkshire
	Director, Civic Trust	Secretary, Civic Trust
2.	GRAHAM WILLIAM ASHWORTH	(As above)
	Dept of Civil Engineering, University Salford	
	Professor of Urban Environmental Studies	
3.	ALFRED ARDEN WOOD	(As above)
	West Midlands Metropolitan County Council, 16 Summer Lane, Birmingham	
	County Planning Officer	
4.	DEREK WARING	(As above)
	Municipal Offices, Cirencester	
	Local Grant Officer	

5. WILLIAM BELL (As above)

165 Cranmer Court,
London, SW3

Banker

6. STUART YOUNG (As above)

St. Alphage House,
2 Fore Street,
London Wall, EC2

Chartered Accountant

7. RAINE LEGGE (As above)
(COUNTESS OF DARTMOUTH)

40A Hill Street,
London, W1

Married Woman

DATED the 19th day of November 1973

WITNESS to the above Signatures:-

We hereby certify that the names, addresses and descriptions shown above are those of the persons who have signed as subscribers to this Memorandum and Articles of Association and of Francis John Barroll who witnessed their signatures.

PAISNER & CO.
19th November 1973

003234\000009\EP000282.WOT

No. 1150304

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

(As altered by Special Resolutions passed 26th May 1976
7th December 1983, 30th October 1992,
19th October 1993 and 8th June 1994)

- of -

THE ARCHITECTURAL HERITAGE FUND

GENERAL

1. In These presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act 1948.
These presents	These Articles of Association, and the regulations of the Trust from time to time in force.
The Trust	The above-named Company.

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A21 RECEIPT DATE:22/06/94

The Council	The Council of Management for the time being of the Trust.
The Office	The registered office of the Trust.
The Seal	The common seal of the Trust.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which These presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in These presents.

2. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. The number of members with which the Trust proposes to be registered is 25 but the Council may from time to time register an increase of members.

4. (i) The subscribers to the Memorandum of Association and such other persons or corporations as may desire to be admitted to membership and who may be elected by the Council to membership shall be members of the Trust.

(ii) For the purposes hereof the expression "corporation" shall be deemed to include any body corporate, any county, local or other public authority, and any unincorporated association whom the Council may elect to membership Provided that no firm or other unincorporated association may as such become a member of the Trust, but if any firm or other unincorporated association, which would, if incorporated, have been eligible for membership, should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf. Every person so nominated who is admitted to membership shall have the same rights and be subject to the same incidents and liabilities as any other individual member, except that if his nomination is revoked by the body nominating him he shall forthwith cease to be a member of the Trust.

5. Every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Council may from time to time determine.

6. Election to membership shall be made by the Council which shall have full discretion to elect or refuse to elect a member.

7. The Council may elect as Honorary Members of the Trust, for life or for any less period, persons having distinguished architectural or other attainments or qualifications. Honorary Members shall not sign an application for membership of the Trust and shall not have any vote at meetings of the Trust. They may be invited by the Council to sit, without any vote, on the council or on any committee and to give to the Trust their advice and assistance. The Council shall from time to time define the privileges which Honorary Members shall be entitled to enjoy, but Honorary Members shall not be members for the purposes of the Act and accordingly particulars in relation to them shall not be entered in the Register of Members kept pursuant to Section 110 thereof.

8. By unanimous vote of the Council or, if there shall be more than six members of the Council, by resolution of the Council passed by a majority of not less than three-fourths of the Council members present and voting at a meeting of the Council convened for the purpose (at which the member concerned shall be entitled to be heard in person) the membership of any member of the Trust may be terminated.

9. A member may by notice in writing resign his membership but shall be eligible for re-election.

GENERAL MEETINGS

10. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual

General Meeting within eighteen months after its incorporation, it need not hold it in the year of its incorporation or in the following year.

11. All General meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

12. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

13. Twenty-one days' notice in writing at the least of every Annual General meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under These presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved.

In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

18. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Council, or if no such

member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Trust who shall be present to preside

19. The Chairman may, with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so 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 minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

24. 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 a poll has been demanded.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member shall have one vote.

26. (a) Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

(b) Any Corporation which is a member of the Trust may, by resolution of the governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Trust. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy

by the Chairman or other proper officer of the governing body of a corporation shall be conclusive evidence of such appointment.

27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Article 26(b) or Section 139 of the Act. A proxy need not be a member.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, or under the hand of some officer duly authorised in that behalf.

29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the

office before the commencement of the meeting or adjourned meeting at which the proxy is used.

31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"The Architectural Heritage Fund

"I,

"of ,

"a member of The Architectural Heritage

"Fund, hereby appoint ,

"of ,

"and failing him, ,

"of ,

"to vote for me and on my behalf at the

"[Annual or Extraordinary, or Adjourned,

"as the case may be] General Meeting of

"the Trust to be held on the day of

" , and at every adjournment

"thereof.

"As witness my hand this day of

"19 ".

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

32.[1] Until otherwise determined by the Trust in General Meeting the number of the members of the Council shall not be less than three but there shall be no maximum to the number of members of the Council provided always that the Council shall consist of equal numbers of Crown Appointees (as defined in Article 33) and Architectural Heritage Fund Appointees (as defined in Article 33).

33.[2] (1) Subject to Article 32 the members of the Council shall be:-

(A) the persons appointed by the Secretary of State for National Heritage or such Minister of the Crown as may from time to time be vested with responsibility for the business of the said Department ("Crown Appointees"); and

(B) the persons appointed by a simple majority of the members from time to time of the Council ("Architectural Heritage Fund Appointees").

(2) No appointment shall be made of a Council member in accordance with sub-clauses 1(A) or 1(B) of this Article unless the Council will consist of equal numbers of Crown Appointees and Architectural Heritage Fund Appointees after such appointment.

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[1]The original Article 32 of the Company's Articles of Association was replaced by the Article set out in the Special Resolution passed on 26th May 1976. That Article was then replaced by the Article set out in the Special Resolution passed on 7th December 1983. That Article was then replaced by the Article set out herein by Special Resolution passed on 30th October 1992.

[2]The original Article 33 of the Company's Articles of Association was then replaced by the Article set out in the Special Resolution passed on 26th May 1976. That Article was then replaced by the Article set out in the Special Resolution passed on 7th December 1983. That Article was then replaced by the Article set out herein by Special Resolution passed on 30th October 1992.

(3) No person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or monies worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council.

POWERS OF THE COUNCIL

34. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by These presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of These presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

35.[3] The members for the time being of the Council may act notwithstanding any vacancy in their body.

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[3]The proviso to the original Article 35 of the Company's Articles of Association was deleted by Special Resolution passed on 26th May 1976.

SECRETARY

36. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

37. The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38.[4] The office of a member of the Council shall be vacated:-

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

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[4]Sub-paragraphs (C) and (G) of the original Article 38 of the Company's Articles of Association were deleted and the remaining sub-paragraphs of that Article renumbered accordingly by Special Resolution passed on 26th May 1976.

(C) If by notice in writing to the Trust he resigns his office.

(D) If he ceases to hold office by reason of any order made under Section 188 of the Act.

(E) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

39.[5] (A) The members of the Council shall hold office for a term of three years or such lesser term as the Secretary of State for National Heritage or such Minister of the Crown as may from time to time be vested with the responsibility for the business of the said Department (in the case of a Crown appointee) or a simple majority of Members of the Council (in the case of an Architectural Heritage Fund appointee) shall in his/their absolute discretion decide but a member shall be eligible for re-appointment in accordance with the provisions hereof.

(B) Upon the death or retirement of a member of the Council or if he should be removed from office or cease to be eligible for membership of the Council in accordance with Article 38 hereof the Secretary of State for National Heritage or such Minister of the Crown as may from time to time be vested with responsibility for the business of the said Department (in the case of a Crown Appointee) or a simple majority of

[5]The original Articles 39 to 45 (inclusive) of the Company's Articles of Association were replaced (and the original Articles 46 to 63 (inclusive) renumbered in consequence) by the Article set out in the Special Resolution passed on 26th May 1976. That Article was then replaced by the Article set out in the Special Resolution passed on 30th October 1992. Sub-clause 39(A) of that Article was then replaced by sub-clause 39(A) set out herein by Special Resolution passed on 19th October 1993.

the members of the Council (in the case of an Architectural Heritage Fund Appointee) shall respectively have the power to appoint a successor in his place.

(C) A member appointed in accordance with the provisions of sub-paragraph (B) hereof shall hold office for the remainder of the term of the member of the Council whose office shall have been vacated as aforesaid.

(D) Upon the expiration of his term of office a member shall be eligible for re-appointment in accordance with the provisions hereof.

PROCEEDINGS OF THE COUNCIL

40. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, there shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

41. A member of the Council may, and on the request of a member of the Council, the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

42.[6] The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for

[6]The original Article 42 of the Company's Articles of Association (as renumbered by Special Resolution passed on 26th May 1976) was replaced by the Article set out herein by Special Resolution passed on 8th June 1994.

what period he is to hold office. The Council may from time to time elect a Deputy Chairman and a Vice Chairman. The Deputy Chairman, or in his absence the Vice Chairman, shall be entitled to preside at any meetings of the Council at which the Chairman is not present and willing to preside. If at any meeting neither the Chairman, the Deputy Chairman nor the Vice Chairman is present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council shall choose one of their number to be Chairman of the meeting.

43. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.

44. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of These presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

45. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were

disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

46. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust, and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

47. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

48. The Council shall cause proper books of account to be kept with respect to:-

(A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Trust; and

(C) the assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Trust and to explain its transactions.

49. The books of account shall be kept at the office, or, subject to Section 147(3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

50. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Council or by the Trust in General Meeting.

51. At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to

inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.

AUDIT

52. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

53. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act and Section 14 of the Companies Act 1967, the members of the Council being treated as the Directors mentioned in those Sections.

NOTICES

54. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

55. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom, shall be entitled to receive notices from the Trust.

56. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving

such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

57. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

SUBSCRIBERS		WITNESS
1.	Michael Humfrey Middleton 46 Holland Park Avenue London W11	Francis John Barroll 1 Upper Warren Avenue Caversham Reading Berks
	Director, Civic Trust	Secretary, Civic Trust
2.	Graham William Ashworth Dept of Civil Engineering University Salford	(As above)
	Professor of Urban Environmental Studies	
3.	Stuart Young St Alphage House 7 Fore Street London EC2	(As above)
	Chartered Accountant	
4.	Derek Waring Municipal Offices Cirencester	(As above)
	Local Grant Officer	
5.	Alfred Arden Wood 16 Summer Lane Birmingham	(As above)
	Country Planning Officer	

(As above)

6. William Bell
165 Cranmer Court
London SW3

Banker

(As above)

7. Raine Legge
(Countess of Dartmouth)
40A Hill Street
London W1

Married Woman

DATED this 19th day of November 1973.

WITNESS to the above Signatures:-

We hereby certify that the names, addresses and descriptions shown above are those of the persons who have signed as subscribers to this Memorandum and Articles of Association and of Francis John Barroll who witnessed their signatures.

PAISNER & CO.
19th November 1973