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THE COMPANIES ACTS 1948 TO 1980

Form No. 41a

Declaration of compliance with the requirements on application for registration of a company

41a

Pursuant to section 3(5) of the Companies Act 1980

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

*Insert full name of company

For official use

Company number

☐ ☐ ☐ ☐

1792933/1

Name of company

IMPSTART TRUST limited*

I, SUSAN OLLEY

of MARCUS BARNETT, 271 UPPER STREET LONDON N1 2UQ

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland a Solicitor) engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am

a solicitor of the Supreme Court engaged in the formation†

a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976†

IMPSTART TRUST limited*

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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

Declared at 188 Upper Street London N1 1RQ

Signature of Declarant

the 6th day of February One thousand nine hundred and Eighty four

G. H. GELBERG

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presenter's name, address and reference (if any):

MARCUS BARNETT
271 UPPER STREET
LONDON N1 2UQ.

For official use

New companies section

Post room



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Tel: 01-353 9471 (10 lines)

COMPANIES ACTS 1948 to 1981
COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF IMPSTART TRUST

FEE OF PAID
5000

1792933

1. The name of the Company is IMPSTART TRUST (hereinafter called "the Association").
2. The registered office of the Association will be situated in England.
3. The Association is established to promote the social welfare of young people, including those in need by reason of disablement, poverty, social, educational or economic circumstances, and to improve their condition in life.

In furtherance of these objects and as ancillary to the foregoing the Association may:

- a) Provide training, instruction and facilities for adventurous, educational, or social activities for young people; and assist such young people to find employment upon leaving school.
- b) Provide facilities and equipment for training and instruction in the safe use of motorcycles.
- c) Provide advice, grants, interest-free and low interest loans to other organisations for charitable purposes similar to or compatible with the objectives of the Association.
- d) Purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licenses, or property of any kind necessary or convenient for the purposes of or in connection with the activities of the Association.
- e) Erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, ways, plant and machinery necessary or convenient for the activities of the Association.
- f) Mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future; issue debentures or debenture stock, either permanent or repayable; and, collaterally or otherwise, secure any security of the Association by a trust deed or other assurance.
- g) Solicit and receive gifts of both money and equipment, or money on deposit or loan upon such terms as the Association may approve; make applications for Government and local authority grants and receive money subject to charitable trusts; and guarantee the obligations and contracts of members and others.
- h) Draw, make accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable documents.

- 1) Invest and deal with those monies of the Association that are not immediately required for its activities, in or upon such investments or securities and in such a manner as may from time to time be decided.
- j) To do all such things as are incidental to the attainment or furtherance of all or any of the said objectives.

PROVIDED THAT:

- (1) In the event that the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as is allowed by law, having regard to the provisions of such trusts.
 - (2) The Association's objectives shall not extend to the regulation of relationships between workers and employers, or organisations of workers and organisations of employers.
 - (3) In the event that the Association shall take or hold any property that is subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law; furthermore the Board of Trustees shall be chargeable for any such property, if it should come into its hands, and shall be answerable and accountable for the due administration of such property, and for its own acts, receipts, neglects and defaults in the same manner and to the same extent as it would have been, acting as such a Board of Trustees, if no incorporation had been effected; and furthermore, the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the Association's Board of Trustees, but its members shall, as regards any such property, be subject jointly and separately to such control as if the Association were not incorporated.
4. The income and the property of the Association shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to all or any of the members of the Association: PROVIDED THAT nothing herein shall prevent the payment in good faith either of interest on any loan advanced by members of the Association to promote the objectives of the Association, or to any member of the Association or of the Board of Trustees in return for any services rendered to the Association; subject to the condition that -
- (a) No such person shall be entitled to speak or vote upon any resolution concerning his or hers own appointment to an office of the Association or any payment made or to be made to him or her by the Association.

(b) Notwithstanding anything contained in the Articles of Association of the Association, no resolution relating to payments to any officers or employees of the Association shall be effective unless it is passed at a meeting of the Board of Trustees at which are present a quorum of not less than one third, or the multiple of three next above, of the total of those entitled to attend the meeting and by a majority of persons who are not being remunerated for services rendered to the Association.

5. The liability of the members of the Association is limited.
6. Every member of the Association shall undertake to contribute to the assets of the Association in the event of the Association being wound up while he or she is a member, or within one year after he or she has ceased to be a member, for the payment of the debts and liabilities of the Association contracted before he or she ceases or had ceased to be a member, and of the costs, charges & expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves: such contribution not to exceed one pound.
7. If upon the winding up or dissolution of the Association and after satisfaction of all its debts and liabilities, there remain any assets whatsoever, these shall not be paid to or distributed amongst the member of the Association; but shall be given to such other charitable organisation or organisations with objectives similar to the Association as the members for the time being shall decide; or, in default of any such decision, as shall be decided by the Board of Trustees. All such decisions shall be by a simple majority.

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Roy William Pratt
237a Shornall Street
Walthamstow
London E17

W. H. Hatt

38 Stewart



271 Upper Street London N1 2UQ

271 Upper Street London N1 2UG

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLE OF ASSOCIATION

of IMPSTART TRUST

1792933 / 3

INTERPRETATION

1. In these Articles:

"the Act" means the Companies Acts 1948.

"the statute" means the Companies Acts 1948 to 1981.

"the Seal" means the Common Seal of the Association.

"Secretary" means any person appointed to perform the duties of the secretary of the Association.

"the United Kingdom" means Great Britain and Northern Ireland.

"employee" means a person for the time being employed by the Association or any subsidiary of the Association.

"Board of Trustees" means the Board of Directors of the Association.

Expressions referring to writing shall, unless the contrary intention is apparent, be construed as including references to printing, lithography and other modes of representing or reproducing works in a visible form. Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Unless the context requires otherwise, words or expressions contained in these Articles shall have the same meaning as in the Act.

MEMBERSHIP

2. The number of members with which the Association proposes to register is fifty; but the Association in general meeting may decide from time to time to register an increase in members.

3. A person who is sympathetic to the aims and can contribute to the development of the Association may apply in writing to the Trustees to become a member and will become a member if that application is approved by a majority of the Trustees.
4. A person shall cease to be a member if he or she:
- (a) Resigns in writing to the Secretary.
 - (b) Is expelled by a resolution carried by the votes of three-quarters or more of the members of the Association who must be present in person and voting at a general meeting of the Association. Notice of such meeting must be given in writing to the members of the Association and to the member whose expulsion is sought as set out in Article 10, below. Such notice must contain particulars of the conduct complained of and call upon the member to answer the complaint and attend the meeting. At the meeting the members of the Association shall consider the evidence in support of the complaint and such evidence as the member whose expulsion is sought may wish to place before them. If after due notice has been served on the member the member fails to attend the meeting without satisfactory explanation, the meeting may proceed in his or her absence.
 - (c) Dies.
5. The provision of Section 110 of the Act shall be observed by the Association, and every member shall either sign a written consent to become a member or sign the register of members on becoming a member.

GENERAL MEETING

6. The Association shall in each calendar year hold a general meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it; providing 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. The first Annual General Meeting shall be held within eighteen months of the incorporation of the Association.
7. The Association shall hold regular general meetings; the frequency with which they are held shall be decided from time to time at the Annual General Meeting of the Association.
8. The Board of Trustees or ten per cent of the members for the time being of the Association, may whenever they think fit convene an Extraordinary General Meeting of the Association. The notice of such a meeting must be given in accordance with Article 10 (b), below; and must state the objects of the meeting.

9. Decisions at general meeting shall be made by passing resolutions. Any decisions involving an alteration of the Memorandum and Articles of Association of the Association and other decisions so required from time to time by statute shall be made by special resolution. A special resolution is one passed by three-quarters or more of the members voting in person at a general meeting. All other decisions shall be made by ordinary resolution requiring a simple majority.

NOTICES

10. (a) An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days notice. Any other general meeting shall be called by fourteen days notice at least.
- (b) Notice of all general meetings shall be given in writing to every member of the Association and to such persons who are entitled to receive notice by virtue of statute (see sub-clause (c), below); and shall be given personally or despatched by post to him or her, or to his or her registered office or any address given by him or her for this purpose withing the United Kingdom.
- (c) The auditors of the Association shall receive notice of all general meetings.
- (d) The Association in general meeting may decide from time to time to invite by notice any person to a general meeting of the Association.
- (e) Notice shall be exclusive of the day on which it is served or given and shall specify the place and exact time of the meeting and the general nature of the business to be raised thereat.
- (f) Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and to have been effected at the expiration of forty-eight hours after notice has been posted.
- (g) the accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice, shall not invalidate proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. Every member and such other persons as receive notice shall be entitled to attend and speak at a general meeting.
12. No business shall be transacted at a general meeting unless a quorum of members is present. One third of the membership for the time being shall be the quorum.

13. If within half an hour for the time appointed for the meeting a quorum is not present it shall stand adjourned to such date, time and place as the Association shall, in general meeting, previously have determined; and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
14. The chairman of the Board of Trustees shall be the chairman at each general meeting; or, in his or her absence, the general meeting shall elect a chairman from amongst the Trustees present. The function of the chairman will be to conduct the business in an orderly manner.
15. The chairman may with the consent of the meeting at which a quorum is present - and shall, if so directed by the meeting - adjourn the meeting from time to time and place to place; but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
16. 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 either by the chairman or by at least three members of the Association present in person. Unless a poll be so demanded, a declaration by the chairman that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of votes being recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
17. Subject to the provisions of the Act a resolution in writing signed by all members for the time being shall be valid and effective as if the same had been passed at a general meeting duly convened and held.
18. Votes may only be given personally and no member shall have more than one vote.

ANNUAL GENERAL MEETING

19. The Annual General Meeting of the Association (called as in Articles 10 (a) and 10 (b), above), shall transact the following business:
 - (a) To receive the annual report of the Board of Trustees, including an annual statement of the financial position of the Association (see Articles 43 and 44.)
 - (b) To elect Trustees (see Articles 22, 23, 24 and 25.)
 - (c) To elect the Secretary of the Association (see Article 38.)
 - (d) To appoint the auditors to the Association (see Article 47.)

- (e) To confirm the establishment or continuation of any standing Committees of the Association, and elect their members (see Article 37.)
- (f) Such other business as shall have been duly proposed (as in Article 10 (e)).

THE BOARD OF TRUSTEES

20. Unless otherwise determined by the Association in general meeting, the number of members of the Board of Trustees shall be not less than five, nor more than eight. All Trustees shall be members of the Association except as is provided in article 22.
21. The initial Trustees from the incorporation of the Association until the first Annual General Meeting shall be determined in writing by the subscribers to the Memorandum and Articles of Association.
22. The Trustees may, at any time that they consider it advantageous to the objectives of the Association, appoint as a Trustee member of the Association any person from such organisation or organisations as they see fit: but so that the total number of Trustees shall not at any time exceed that specified in Article 20. Any Trustee so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election; but shall not be taken into account when determining the Trustee members who are due to retire by rotation at that Meeting.
23. At the first Annual General Meeting of the Association all the Trustees members shall retire from office and at the Annual General Meeting in every subsequent year one-third of the Trustees for the time being, or if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
24. The Trustees to retire in every year shall be those who have been longest in office since their last election and as between persons who became Trustees on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
25. A retiring Trustee shall be eligible for re-election.
26. (a) Trustee shall be able to vote in respect of any contract in which he or she is directly or indirectly interested or any matter arising therefrom provided that he or she makes a complete disclosure of their interest before the vote is taken.
- (b) A Trustee shall not be entitled to speak or vote upon any resolution concerning his or her own appointment to an office of the Association, or any payment made or to be made to him or her by the Association.

27. The office of a member of the Board of Trustees shall be vacated if:-

- (a) He or she resigns his or her office in writing to the Association.
- (b) He or she fails to declare his or her interest in any contract as referred to in Article 26 (a).
- (c) He or she is absent from three successive meetings of the Board of Trustees without the permissions of the Board of Trustees, and the Board of Trustees resolves by a majority that the office is to be vacated.
- (e) He or she becomes bankrupt or of unsound mind.
- (f) He or she is removed from office by ordinary resolution of the Association in general meeting (in accordance with Section 184 of the Act).

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

- 28. The business of the Association shall be managed by the Board of Trustees who may pay all expenses of the formation of the Association as they think fit and may exercise all such powers of the Association and do all such acts on behalf of the Association as may be exercised and done by the Association and as are not by statute or by these Articles required to be exercised or done by the Association in general meeting.
- 29. No regulation made by the Association in general meeting shall invalidate any prior act of the Board of Trustees which would have been valid had that regulation not been made.
- 30. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Board of Trustees shall from time to time by resolution determine.
- 31. Without prior prejudice to its general powers the Board of Trustees may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures or debenture stock, either permanent or repayable, and collaterally or further to secure any security of the Association by a trust deed or other assurance.

PROCEEDINGS OF THE BOARD OF TRUSTEES

- 32. Trustees may regulate their meetings as they think fit and questions arising at any such meeting shall be decided by a majority of votes. If there is an equality of votes the Board of Trustees shall refer the matter to a general meeting.

33. A Trustee may and the Secretary shall on the requisition of a Trustee summon a meeting of the Board of Trustees at any reasonable time.
34. If the Board of Trustees shall at any time be reduced in number to less than the minimum prescribed in these Articles, it may act as the Board of Trustees for the purpose of filling up vacancies in its body, or summoning a general meeting of the Association but for no other purpose.
35. The Board of Trustees shall cause proper minutes to be made of the proceedings of all meetings of the Association, of the Board of Trustees and any Committees and Sub-Committees, and of all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Association during normal working hours and by any other person authorised by the Association in general meeting.
36. A resolution in writing signed by all Trustees for the time being who are entitled to vote shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees.
37. The Board of Trustees may delegate any of its powers to Committees consisting of such members of the Association and other persons not members of the Association as it may think fit. Any Committee so formed shall conform to any regulations and terms of reference as may be imposed on it by the Board of Trustees. If any such Committee is to become a Standing Committee of the Association its existence shall be confirmed and its members elected or re-elected by the Annual General Meeting of the Association next following its establishment.

SECRETARY

38. The Secretary shall be elected annually by the Association at its General Meeting; in the event of the post of Secretary becoming vacant between Annual General Meeting an acting Secretary may be appointed by the Board of Trustees to serve until the next following Annual General Meeting. The Secretary shall be a member of the Association and may be a Trustee member; and shall serve as Secretary of the Association, and of the Board of Trustees and of all Committees and Sub-Committees, Standing and otherwise.
39. Anything which has to be carried out both by a Trustee and by the Secretary shall not be done by one person acting in both capacities.

THE SEAL

40. The Board of Trustees shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board of Trustees acting on behalf of the Association.

Every instrument to which the Seal shall be attached shall be signed by a Trustee and countersigned by a second Trustee, who shall either be the Secretary or a Trustee appointed by the Board of Trustees for that purpose.

ACCOUNTS

41. The Board of Trustees shall cause proper books of account to be kept with respect to:

- (a) All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure have taken place.
- (b) All sales and purchases of goods by the Association.
- (c) The assets and liabilities of the Association.

Proper books shall be deemed to be kept if they give a true and fair record of the state of the Association's affairs and explain its transactions.

42. The books of accounts shall be kept at the registered office of the Association or at such other places as the Board of Trustees think fit, and shall always be open to the inspection of all members of the Association during normal working hours, and by any other person authorised by the Association in general meeting.

43. The Board of Trustees shall, in accordance with its obligations under Section 1 of the Companies Act, 1981, cause to be prepared and laid before the Annual General Meeting of the Association such accounts of income and expenditure, balance sheets and reports, as are required by statute.

44. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Annual General Meeting of the Association, shall, together with a copy of the auditor's report, be sent or delivered to every member of the Association, to the auditors, and to every holder of loan stock or debentures of the Association, not less than twenty-one days before the date of the Meeting. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware, or to more than one of the joint holders of any debenture.

45. In addition, at general meetings of the Association other than Annual General Meetings the Board of Trustees shall prepare and present to the members of the Association such reports as shall so far as is possible show the current financial position of the Association.

A Trustee may and the Secretary shall on the requisition of a Trustee summon a meeting of the Board of Trustees at any reasonable time.

If the Board of Trustees shall at any time be reduced in number to less than the minimum prescribed in these Articles, it may act as the Board of Trustees for the purpose of filling up vacancies in its body, or summoning a general meeting of the Association but for no other purpose.

The Board of Trustees shall cause proper minutes to be made of the proceedings of all meetings of the Association, of the Board of Trustees and any Committees and Sub-Committees, and of all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Association during normal working hours and by any other person authorized by the Association in general meeting.

A resolution in writing signed by all Trustees for the time being who are entitled to vote shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees.

The Board of Trustees may delegate any of its powers to Committees consisting of such members of the Association and other persons not members of the Association as it may think fit. Any Committee so formed shall conform to any regulations and terms of reference as may be imposed on it by the Board of Trustees. If any such Committee is to become a Standing Committee of the Association its existence shall be confirmed and its members elected or re-elected by the Annual General Meeting of the Association next following its establishment.

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38. The Secretary shall be elected annually by the Association at its General Meeting; in the event of the post of Secretary becoming vacant between Annual General Meeting an acting Secretary may be appointed by the Board of Trustees to serve until the next following Annual General Meeting. The Secretary shall be a member of the Association and may be a Trustee member; and shall serve as Secretary of the Association, and of the Board of Trustees and of all Committees and Sub-Committees, Standing and otherwise.

39. Anything which has to be carried out both by a Trustee and by the Secretary shall not be done by one person acting in both capacities.

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44. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Annual General Meeting of the Association, shall, together with a copy of the auditor's report, be sent or delivered to every member of the Association, to the auditors, and to every holder of loan stock or debentures of the Association, not less than twenty-one days before the date of the Meeting. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware, or to more than one of the joint holders of any debenture.
45. In addition, at general meetings of the Association other than Annual General Meetings the Board of Trustees shall prepare and present to the members of the Association such reports as shall so far as is possible show the current financial position of the Association.

AUDIT

46. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by one or more properly qualified auditor or auditors.
47. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the 1948 Act, Section 14 of the Companies Act 1976, and Section 13 to 18 of the Companies Act 1976, the Trustee being treated as the directors mentioned therein.

AMENDMENTS

48. Subject to the provisions of the Memorandum of Association and to the Act, the Association may by special resolution alter or add to these Articles and any alteration or addition so made shall be as valid as if originally contained herein, and be subject in like manner to alteration by special resolution.

DISSOLUTION

49. Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Association, shall have effect as if the provisions thereof were repeated in these Articles.

NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Roy William Pratt
237a Shernall Street
Walthamstow
London E.17

RW Pratt

Senior Education Welfare Officer

Brian James Stewart
15a Etterick House
Rossendale Street
London
E5

B Stewart

Education Welfare Officer

Dated this

10th

day of

January

1984

Witness to the above signatures:

W. J. P. Jones

271 Upper St London N1 2UG

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Please do not
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binding margin

Please complete
legibly, preferably
in black type, or
bold block lettering

*delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1976

**Statement of first directors and secretary and
intended situation of registered office**

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Form No. 1

1

Company number

1792933/cp

Name of Company

IMPSTART TRUST

Limited*

The intended situation of the registered office of the company on incorporation is as stated below

237a Shernall Street, Walthamstow E17

If the memorandum is delivered by an agent for the subscribers
of the memorandum, please mark 'X' in the box opposite and
insert the agent's name and address below

X

Marcus Barnett, 271 Upper Street, London N.1.

If the spaces provided on page 2 are insufficient and use has been
made of continuation sheets (see note 1), please enter in the box
opposite the number of continuation sheets which form part of
this statement

Presenter's name, address and
reference (if any):

MARCUS BARNETT
271 UPPER STREET
LONDON N1 2UQ.

REF: 50.

For official use
General Section

Post room



The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers
Tel: 01-353 9471 (10 lines)

page 1

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:-

Name (note 2)	PRATT	Business occupation	<input checked="" type="checkbox"/>
Former name(s) (note 3)	ROY WILLIAM	Senior Education Welfare	<input checked="" type="checkbox"/>
Address (note 4)	91 Tottenham Road London N1 4EA	Nationality	BRITISH <input checked="" type="checkbox"/>
		Date of birth (where applicable)(note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 20.8.83 <input checked="" type="checkbox"/>	

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Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1978 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form

Important
The particulars to be given are those referred to in section 21 (2)(b) of the Companies Act 1978 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Stewart	Business occupation	<input checked="" type="checkbox"/>
Former name(s) (note 3)	Brian James	Education Welfare Officer	<input checked="" type="checkbox"/>
Address (note 4)	15a Etterick House Rossendale Street London E.5	Nationality	BRITISH <input checked="" type="checkbox"/>
		Date of birth (where applicable)(note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 20.8.83 <input checked="" type="checkbox"/>	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)(note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

*as required by section 21(3) of the Companies Act 1976

†delete as appropriate

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)(note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

page 2

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Officer

Important
The particulars to
be given are those
referred to in
section 21(2)(a) of
the Companies Act
1976 and section
200(2) of the
Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

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Important
The particulars to
be given are those
referred to in
section 21(2)(b) of
the Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first
secretary, or joint secretaries, of the company are as follows:-

Name (notes 2 and 7)	CLAYTON
Former name(s) (note 3)	DAVID FRANCIS
Address (notes 4 and 7)	62E Blomfield Road London W.9.
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>D.F. Clayton</i> Date 14 December 1983

Name (notes 2 and 7)	
Former name(s) (note 3)	
Address (notes 4 and 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
section 21(3) of the
Companies Act
1976

Signed by or on behalf of the subscribers of the memorandum*

Signature	<i>Mamobamut</i>	[Subscriber][Agent]†	Date	<i>January 31 1984</i>
Signature		[Subscriber][Agent]†	Date	

†delete as
appropriate

G

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Please complete
legibly, preferably
in black type, or
bold block lettering.

Note

This declaration
should accompany
the application for
the registration of
the company.

Insert full name
of company

Please indicate
whether you are
a Solicitor of
the Supreme
Court (or, in
Scotland, a
Solicitor)
engaged in the
formation of the
company, or a
person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of
the Companies
Act 1976

THE COMPANIES ACTS 1948 TO 1981

**Declaration on application for the
registration of a company exempt
from the requirement to use the
word "limited".**

Pursuant to section 25 (4)(a) of the Companies Act 1981

Form No. 61

61

For official use

[] [] [] []

Company number

1792933/5

Name of Company

IMPSTART TRUST

I, SUSAN OILEY

of MARCUS BARNETT, 271 UPPER STREET LONDON N1 2UQ.

being a Solicitor of the Supreme Court engaged in the formation

of IMPSTART TRUST

do solemnly and sincerely declare that the company is a company to which section 25 of the
Companies Act 1981 applies.
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.

Declared at

188 Upper Street
London N1 1RQ

Signature of Declarant

the

6th day of February

One thousand nine hundred and Eighty four

before me G. H. GELBERG

A Commissioner for Oaths or Notary Public or Justice

of the Peace or Solicitor having the powers conferred

on a Commissioner for Oaths

Presenter's name, address and
reference (if any):

MARCUS BARNETT
271 UPPER STREET
LONDON N1 2UQ.

For official use

New companies section

Post room

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1792933

I hereby certify that

IMPSTART TRUST

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 17TH FEBRUARY 1984

E. Jones.

MRS. E. J. JONES
an authorised officer

C.173

A

THE COMPANIES ACTS 1948 TO 1976
Notice of accounting reference date
 Pursuant to section 2(1) of the Companies Act 1976

2

Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Company number

116

1792933

Name of company

Please complete
legibly, preferably
in black type, or
bold block lettering

IMPSTART TRUST

limited

*delete if
inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date
to be entered
alongside
should be
completed as
in the following
examples:

Please mark X in the box, below if a public company

Day Month
3 1 0 3

31 March

Day Month
3 1 0 3

5 April

Day Month
0 5 0 4

31 December

Day Month
3 1 1 2

Signed

D.F. Clayton

Trustee

(Director/Secretary)

Date 1st MARCH, 1984

Presenter's name, address and
reference (if any):

D.F. CLAYTON,
62 BLONFIELD ROAD,
LONDON, W.9

For official use
General section

Post room



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At an Extraordinary General Meeting of the Impatart Trust, held on 10th March 1987, the following Special Resolution was considered:

Item 6 - Special Resolution for the alteration of the Memorandum and Articles of Association of the Impatart Trust.

It is proposed -

A That the Memorandum and Articles of Association of the Impatart Trust shall be amended as set out in paragraphs 1. and 2., below. These amendments arise from the recommendations made by the Charity Commission as a pre-requisite for the registration of the Trust as a charity. The revised wording is, in all cases, that supplied by the Commission.

1. The amendments to the Memorandum of Association are:

- a) Clause 3: the first paragraph (from "The Association .." to " .. conditions of life.") is to be deleted and replaced by:

"The objects of the Association shall be:

- (i) to educate young people, especially but not exclusively through their leisure-time activities, so as to develop their physical, mental and spiritual capacities that they may grow to full maturity as individuals and members of society.

- (ii) to provide or assist in the provision of facilities for the recreation and other leisure-time occupation of young people who have need for such facilities by reason of their youth, disablement, poverty, or social and economic circumstances; in the interests of social welfare, and with the object of improving their conditions of life.

- b) Add: "Subject to such consents as may be required by law," to the beginning of Clause 3 (f).

- c) Add: "as may be necessary for the work of the Association." to the end of Clause 3 (g).

- d) Amend Clause 3 (j) to read: "j) To do all such other lawful things as shall further the attainment of all or any of the said objectives."

- e) Delete Clause 4, and replace by:

"4. The income and property of the Association shall be applied solely toward the promotion of the objectives of the Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to all or any of the members of the Association: PROVIDED THAT nothing herein shall prevent the payment in good faith -

- (a) of reasonable and proper remuneration to any member, officer, or servant of the Association (not being a member of the Board of Trustees) for any services rendered to the Association;

- (b) of interest on money lent by any member of the Association or of the Board of Trustees at a rate per annum not exceeding two per cent less than the base rate prescribed for the time being by the Association's bankers, or three per cent - whichever is the greater;

- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Board

24 MAR 1987

REGISTRATION OFFICE

of Trustees;

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Trustees may be a member holding not more than one hundredth part of the capital of the company;

(e) to any member of the Board of Trustees of reasonable and proper out-of-pocket expenses."

2. The amendments to the Articles of Association are:

- a) Amend Article 20 to read: "20. The number of members of the Board of Trustees shall be not less than five, nor more than eight, unless otherwise determined by the Association in general meeting. All Trustees shall be members of the Association."
- b) Article 26 is to be deleted in toto.
- c) Articles 27 to 33 are to be re-numbered as 26 to 32.
- d) In re-numbered Article 26 (formerly Article 27) delete sub-Article (b); and re-letter sub-Articles (c), (d) and (e) as (b), (c) and (d).
- e) The following additional Article 33 is to be inserted:
"33. The quorum necessary for a meeting of the Board of Trustees shall be three, or one third of the membership, if greater."
- f) Add: "All such acts and proceedings of any such Committee shall be reported to the Board of Trustees as soon as possible, and no such Committee shall incur expenditure on behalf of the Association except in accordance with a budget which has been approved by the Board of Trustees." to the end of Article 37.

B That the Memorandum and Articles of Association of the Impstart Trust, as amended and approved by the Extraordinary General Meeting, shall be adopted as the Memorandum and Articles of Association of the Impstart Trust and forwarded to the Registrar of Companies and to the Charity Commission.

The proposed amendments and alterations to the Memorandum of Association of the Impstart Trust - as set out in the Special Resolution, above - were considered and discussed; and, upon the proposal of Mr Cartwright, seconded by Mr Pratt, were approved by the Meeting.

The proposed amendments and alterations to the Articles of Association of the Impstart Trust - as set out in the Special Resolution, above - were then considered and discussed; and, upon the proposal of Mr Cartwright, seconded by Mr Pratt, were approved by the Meeting.

The amended Memorandum and Articles of Association were then adopted as the Memorandum and Articles of the Impstart Trust; and, upon the proposal of Mr Cartwright, seconded by Mr Pratt, it was resolved that they should be forwarded to the Registrar of Companies and the Charity Commission.

1792933

THE COMPANIES ACT 1948 TO 1981
COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
IMPSTART TRUST



1. The name of the Association is IMPSTART TRUST (hereinafter called "the Association").
2. The registered office of the Association will be situated in England.
3. The objects of the Association shall be:
 - (i) to educate young people, especially but not exclusively through their leisure-time activities, so as to develop their physical, mental and spiritual capacities that they may grow to full maturity as individuals and members of society;
 - (ii) to provide or assist in the provision of facilities for the recreation and other leisure-time occupation of young people who have need for such facilities by reason of their youth, disablement, poverty, or social and economic circumstances; in the interests of social welfare, and with the object of improving their conditions of life.

In furtherance of these objectives, and as ancillary to the foregoing, the Association may:

- a) Provide training, instruction and facilities for adventurous, educational, or social activities for young people; and assist such young people to find employment upon leaving school.
- b) Provide facilities and equipment for training and instruction in the safe use of motorcycles.
- c) Provide advice, grants, interest-free and low interest loans to other organisations for charitable purposes similar to or compatible with the objectives of the Association.
- d) Purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licenses, or property of any kind necessary or convenient for the purposes of or in connection with the activities of the Association.
- e) Erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, ways, plant and machinery necessary or convenient for the activities of the Association.
- f) Subject to such consents as may be required by law, mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future; and, collaterally or otherwise, secure any security of the Association by a trust deed or other assurance.
- g) Solicit and receive gifts of both money and equipment, or money on deposit or loan, upon such terms as the Association may approve; make applications for Government and local authority grants, and receive money subject to charitable trusts; and guarantee the obligations and contracts of members and others, as may be necessary for the work of the Association.
- h) Draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable documents.
- i) Invest and deal with those monies of the Association that are not immediately required for its activities, in or upon such investments or securities and in such a manner as may from time to time be decided.
- j) To do all such other lawful things as shall further the attainment of all or any of the said objectives.

PROVIDED THAT -

- (1) In the event that the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such a manner as is allowed by law, having regard to the provisions of such trusts.
 - (2) The Association's objectives shall not extend to the regulation of relationships between workers and employers, or organisations of workers and organisations of employers.
 - (3) In the event that the Association shall take or hold any property that is subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law; furthermore, the Board of Trustees shall be chargeable for any such property, if it should come into its hands, and shall be answerable and accountable for the due administration of such property, and for its own acts, receipts, neglects and defaults in the same manner and to the same extent as it would have been, acting as such a Board of Trustees, if no incorporation had been effected; and, furthermore, the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the Association's Board of Trustees, but its members shall, as regards to any such property, be subject jointly and separately to such control as if the Association were not incorporated.
4. The income and the property of the Association shall be applied solely toward the promotion of the objectives of the Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to all or any of the members of the Association: PROVIDED THAT nothing herein shall prevent the payment in good faith -
 - (a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of the Board of Trustees) for any services rendered to the Association;
 - (b) of interest on money lent by any member of the Association or of the Board of Trustees at a rate per annum not exceeding two per cent less than the base rate prescribed for the time being by the Association's bankers, or three per cent - whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Board of Trustees;
 - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Trustees may be a member holding not more than one hundredth part of the capital of the company;
 - (e) to any member of the Board of Trustees of reasonable and proper out-of-pocket expenses.
 5. The liability of the members of the Association is limited.
 6. Every member of the Association shall undertake to contribute to the assets of the Association in the event of the Association being wound up while he or she is a member, or within one year after he or she has ceased to be a member, for the payment of the debts and liabilities of

the Association that were contracted before he or she ceases or had ceased to be a member, and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves: such contribution not to exceed one pound.

7. If, upon the winding-up or dissolution of the Association and after the satisfaction of all of its debts and liabilities, there remain any assets whatsoever, these shall not be paid to or be distributed among the members of the Association; but shall be given to such other charitable organisation or organisations with objectives similar to the Association as the members for the time being shall decide; or, in the default of any such decision, as shall be decided by the Board of Trustees. All such decisions shall be by a simple majority.

THE COMPANIES ACTS 1948 TO 1981
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF IMPSTANT TRUST

INTERPRETATION

1. In these Articles:

"the Act" means the Companies Acts 1948.

"the statute" means the Companies Acts 1948 to 1981.

"the Seal" means the Common Seal of the Association.

"Secretary" means any person appointed to perform the duties of the secretary of the Association.

"the United Kingdom" means Great Britain and Northern Ireland.

"employee" means a person for the time being employed by the Association or any subsidiary of the Association.

"Board of Trustees" means the Board of Directors of the Association.

Expressions referring to writing shall, unless the contrary intention is apparent, be construed as including references to printing, lithography and other modes of representing or reproducing words in a visible form. Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Unless the context requires otherwise, words or expressions contained in these Articles shall have the same meaning as in the Act.

MEMBERSHIP

2. The number of members with which the Association proposes to register is fifty; but the Association in general meeting may decide from time to time to register an increase in numbers.
3. A person who is sympathetic to the aims and can contribute to the development of the Association may apply in writing to the Trustees to become a member, and will become a member if that application is approved by a majority of the Trustees.
4. A person shall cease to be a member if he or she -
 - (a) resigns in writing to the Secretary;
 - (b) is expelled by a resolution carried by the votes of three-quarters or more of the members of the Association, who must be present in person and voting at a general meeting of the Association. Notice of such a meeting must be given in writing to the members of the Association and to the member whose expulsion is sought as set out in Article 10, below. Such notice must contain particulars of the conduct complained of and call upon the member to answer the complaint and attend the meeting. At the meeting the members of the Association shall consider the evidence in support of the complaint and such evidence as the member whose expulsion is sought may wish to place before them. If, after due notice has

been served on the member, the member fails to attend the meeting without satisfactory explanation, the meeting may proceed in his or her absence;

(c) dies.

5. The provision of Section 110 of the Act shall be observed by the Association, and every member shall either sign a written consent to become a member, or sign the register of members on becoming a member.

GENERAL MEETINGS

6. The Association shall in each calendar year hold a general meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it; providing 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. The first Annual General Meeting shall be held within eighteen months of the incorporation of the Association.
7. The Association shall hold regular general meetings; the frequency with which they are held shall be decided from time to time at the Annual General Meetings of the Association.
8. The Board of Trustees, or ten percent of the members for the time being of the Association, may whenever they think fit convene an Extraordinary General Meeting of the Association. The notice of such a meeting must be given in accordance with Article 10 (b), below; and must state the objects of the meeting.
9. Decisions at general meetings shall be made by passing resolutions. Any decisions involving an alteration of the Memorandum and Articles of Association of the Association and other decisions so required from time to time by statute shall be made by special resolution. A special resolution is one passed by three-quarters or more of the members voting in person at a general meeting. All other decisions shall be made by ordinary resolution, requiring a simple majority.

NOTICES

10. (a) An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days notice. Any other general meeting shall be called by fourteen days notice at least.
- (b) Notice of all general meetings shall be given in writing to every member of the Association and to such persons as are entitled to receive notice by virtue of statute (see sub-clause (c), below); and shall be given personally or despatched by post to him or her, or to his or her registered office or any address given by him or her for this purpose within the United Kingdom.
- (c) The auditors of the Association shall receive notice of all general meetings.
- (d) The Association in general meeting may decide from time to time to invite by notice any person to a general meeting of the Association.
- (e) Notice shall be exclusive of the day on which it is served or

given, and shall specify the place and exact time of the meeting and the general nature of the business to be raised thereat.

(f) Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting the notice, and to have been effected at the expiration of forty eight hours after notice has been posted.

(g) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice, shall not invalidate the proceedings of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. Every member and such other persons as receive notice shall be entitled to attend and speak at a general meeting.
12. No business shall be transacted at a general meeting unless a quorum of members is present. One third of the membership for the time being shall be the quorum.
13. If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to such date, time and place as the Association shall, in general meeting, previously have determined; and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
14. The chairman of the Board of Trustees shall be the chairman at each general meeting; or, in his or her absence, the general meeting shall elect a chairman from among the Trustees present. The function of the chairman will be to conduct the business in an orderly manner.
15. The chairman may, with the consent of the meeting at which a quorum is present - and shall, if so directed by the meeting - adjourn the meeting from time to time and place to place; but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
16. 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 either by the chairman or by at least three members of the Association present in person. Unless a poll be so demanded, a declaration by the chairman that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of votes being recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
17. Subject to the provisions of the Act, a resolution in writing signed by all members for the time being shall be as valid and effective as if the same had been passed at a general meeting duly convened and held.
18. Votes may only be given personally; and no member shall have more than one vote.

ANNUAL GENERAL MEETING

19. The Annual General Meeting of the Association (called as in Articles 10 (a) and 10 (b), above), shall transact the following business:
 - (a) to receive the annual report of the Board of Trustees, including an annual statement of the financial position of the Association (see Articles 43 and 44);
 - (b) to elect or re-elect Trustees (see Articles 22, 23, 24 and 25);
 - (c) to elect or re-elect the Secretary of the Association (see Article 38);
 - (d) to appoint or re-appoint the auditors to the Association (see Article 47);
 - (e) to confirm the establishment or continuation of any Standing Committees of the Association, and elect or re-elect their members (see Article 37);
 - (f) such other business as shall have been duly proposed (as in Article 10 (e)), or be accepted by the chairman of the Meeting.

THE BOARD OF TRUSTEES

20. The number of members of the Board of Trustees shall be not less than five, nor more than eight, unless otherwise determined by the Association in general meeting. All Trustees shall be members of the Association.
21. The initial Trustees from the incorporation of the Association until the first Annual General Meeting shall be determined in writing by the subscribers to the Memorandum and Articles of Association.
22. The Trustees may, at any time that they consider it advantageous to the objectives of the Association, appoint as a Trustee member of the Association any person from such organisation or organisations as they see fit: but so that the total number of Trustees shall not at any time exceed that specified in Article 20. Any Trustee so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election; but shall not be taken into account when determining the Trustee members who are due to retire by rotation at that Meeting.
23. At the first Annual General Meeting of the Association all the Trustee members shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Trustees for the time being - or, if their number is not three or a multiple of three, then the number nearest one-third - shall retire from office.
24. The Trustees to retire in each year shall be those who have been longest in office since their last election; and as between persons who became Trustees on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
25. A retiring Trustee shall be eligible for re-election.
26. The office of a member of the Board of Trustees shall be vacated if -
 - (a) he or she resigns his or her office in writing to the Association;

- (b) he or she is absent from three successive meetings of the Board of Trustees without the permission of the Board of Trustees, and the Board of Trustees resolves by a majority that the office is to be vacated;
- (c) he or she becomes bankrupt or of unsound mind;
- (d) he or she is removed from office by ordinary resolution of the Association in general meeting (in accordance with Section 184 of the Act.)

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

- 27. The business of the Association shall be managed by the Board of Trustees, who may pay all expenses of the formation of the Association as they think fit and may exercise all such powers of the Association and do all such acts on behalf of the Association as may be exercised and done by the Association, and as are not by statute or by these Articles required to be exercised or done by the Association in general meeting.
- 28. No regulation made by the Association in general meeting shall invalidate any prior act of the Board of Trustees which would have been valid had that regulation not been made.
- 29. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Board of Trustees shall from time to time by resolution determine.
- 30. Without prior prejudice to its general powers the Board of Trustees may exercise all the powers of the Association to borrow money and to mortgage or charge its undertakings and property or any part thereof, and to issue debentures or debenture stock, either permanent or repayable, and collaterally or further to secure any security of the Association by a trust deed or other assurance.

PROCEEDINGS OF THE BOARD OF TRUSTEES

- 31. Trustees may regulate their meetings as they think fit, and questions arising at any meeting shall be decided by a majority of votes. If there is an equality of votes the Board of Trustees shall refer the matter to a general meeting.
- 32. A Trustee may, and the Secretary shall on the requisition of a Trustee summon a meeting of the Board of Trustees at any reasonable time.
- 33. The quorum necessary for a meeting of the Board of Trustees shall be three, or one-third of the membership, if greater.
- 34. If the Board of Trustees shall at any time be reduced in number to less than the minimum prescribed in these Articles, it may act as the Board of Trustees for the purpose of filling up vacancies in its body, or summoning a general meeting of the Association, but for no other purpose.
- 35. The Board of Trustees shall cause proper minutes to be made of the proceedings of all meetings of the Association, of the Board of

Trustees and any Committees and Sub-Committees, and of all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Association during normal working hours, and by any other person authorised by the Association in general meeting.

36. A resolution in writing signed by all Trustees for the time being who are entitled to vote shall be as valid and effective as if it had been passed at a meeting of the Board of Trustees.
37. The Board of Trustees may delegate any of its powers to Committees consisting of such members of the Association and other persons not members of the Association as it may think fit. Any Committee so formed shall conform to any regulations and terms of reference as may be imposed on it by the Board of Trustees. If any such Committee is to become a Standing Committee of the Association its existence shall be confirmed and its members elected or re-elected by the Annual General Meeting of the Association next following its establishment. All acts and proceedings of any such Committee shall be reported to the Board of Trustees as soon as possible, and no such Committee shall incur expenditure on behalf of the Association except in accordance with a budget which has been approved by the Board of Trustees.

SECRETARY

38. The Secretary shall be elected annually by the Association at its Annual General Meeting; in the event of the post of Secretary becoming vacant between Annual General Meetings an acting Secretary may be appointed by the Board of Trustees to serve until the next following Annual General Meeting. The Secretary shall be a member of the Association and may be a Trustee member; and shall serve as Secretary of the Association, and of the Board of Trustees and of all Committees and Sub-Committees, Standing and otherwise.
39. Anything which has to be carried out both by a Trustee and by the Secretary shall not be done by one person acting in both capacities.

THE SEAL

40. The Board of Trustees shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board of Trustees acting on behalf of the Association. Every instrument to which the Seal shall be attached shall be signed by a Trustee and countersigned by a second Trustee, who shall either be the Secretary or a Trustee appointed by the Board of Trustees for that purpose.

ACCOUNTS

41. The Board of Trustees shall cause proper books of accounts to be kept with respect to:
 - (a) all sums of money received and expended by the Association and the matters in respect of which the receipts and payments have taken place;
 - (b) all sales and purchases of goods by the Association;
 - (c) the assets and liabilities of the Association.

Proper books shall be deemed to be kept if they give a true and fair record of the state of the Association's affairs and explain its transactions.

42. The books of accounts shall be kept at the registered offices of the Association or at such other places as the Board of Trustees think fit, and shall always be open to the inspection of all members of the Association during normal working hours, and by any other person authorised by the Association in general meeting.
43. The Board of Trustees shall, in accordance with its obligations under Section 1 of the Companies Act, 1981, cause to be prepared and laid before the Annual General Meeting of the Association such accounts of income and expenditure, balance sheets and reports, as are required by statute.
44. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Annual General Meeting of the Association shall, together with a copy of the auditor's report, be sent or delivered to every member of the Association; to the auditors; and to every holder of loan stock or debentures of the Association: not less than twenty one days before the date of the Meeting. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware, or to more than one of the joint holders of any debenture.
45. In addition, at general meetings of the Association other than Annual General Meetings the Board of Trustees shall prepare and present to the members of the Association such reports as shall so far as is possible show the current financial position of the Association.

AUDIT

46. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by one or more properly qualified auditor or auditors.
47. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the 1948 Act, Section 14 of the Companies Act 1976, and Sections 13 to 18 of the Companies Act 1976; the Trustees being treated as the directors mentioned therein.

AMENDMENTS

48. Subject to the provisions of the Memorandum of Association and to the Act, the Association may by special resolution alter or add to these Articles; and any alteration or addition so made shall be as valid as if originally contained herein, and be subject in like manner to alteration by special resolution.

DISSOLUTION

49. Clause 7 of the Memorandum of Association, relating to the winding-up and dissolution of the Association, shall have effect as if the provisions thereof were repeated in these Articles.