

Number of Company: 2317427 *re*  
2137427  
COMPANIES ACT 1985 TO 1989

PRIVATE LIMITED COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

CHINESE ARTS CENTRE

(passed the 9<sup>th</sup> day of January 2003)

We, the undersigned being the members of the Company who at the date of this Special Resolution would be entitled to attend and vote at general meetings of the Company **HEREBY** pass the following Special Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company convened and held:-

"to substitute the existing Memorandum of Association and Articles of Association of the Company with the documents annexed hereto and signed by the directors of the Company for the purposes of identification."

*Albert Cheah*

Albert Cheah

*Hutton Lo*

Hutton Lo

*J. Fendall*

Jacqui Fendall

*Kin Cheng*

Kin Cheng

*Louie Chow*

Louie Chow

*Robert Fester*

Robert Fester

*Chris Lethbridge*

Chris Lethbridge

*Katharine De Lisle*

Katharine De Lisle

*Andrew Lloyd-Sadler*

Andrew Lloyd-Sadler

*Peter McNamara*

Peter McNamara

*Angela Pickering*

Angela Pickering

*Alan Seatwu*

Alan Seatwu



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A.P.  
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J.S.  
Q.W.  
AS

**THE COMPANIES ACT 1985**      NO. 2137427  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**CHINESE ARTS CENTRE**

**(AS AMENDED BY SPECIAL RESOLUTION DATED 9 January 2003)**

1. The name of the Company is 'Chinese Arts Centre' (hereinafter called 'the Association').
2. The registered office of the Association will be situated in England.
3. The objects of the Association are:
  - i) to advance the education of the public in all forms of Chinese culture;
  - ii) to support such charitable institutions or such charitable purposes as the Association may determine.
4. In furtherance of the purposes herein before defined, but not further or otherwise, the Association may:-
  - i) organise and promote events of Chinese culture;
  - ii) obtain, collect and receive money and funds by way of contribution, donations, legacies, grants, lotteries and any other lawful method and receive gifts of property of any description, whether or not subject to any specific trust;
  - iii) act as a general organising body for festival and similar cultural activities;
  - iv) be a focal point for individuals and groups interested in the aims of the Association;
  - v) employ and retain on a full-time or part-time basis and on such terms as to pay and other conditions of employment as the Association shall agree or on a voluntary basis all or any persons whose particular skills, qualifications or knowledge may be of assistance in the purpose of the Association;
  - vi) subject to such consents as may be required by law, purchase, take on, lease or license and otherwise freehold and leasehold property with full power to lease, sub-lease or licence occupation of all or any part of such property;
  - vii) open and operate banking accounts and other facilities for banking in the name of the Association;
  - viii) enter into any contract of insurance howsoever in respect of any matter in which the Association has an insurable interest and in particular, but without derogating from the generality of the foregoing, in connection with any real or personal property in which the Association shall have any interest or with any acts of omissions done by persons employed by the Association, including indemnity insurance in respect of any fraudulent, negligent and other tortious acts by any such person;
  - ix) undertake and execute or create any charitable trust and support or subscribe to

any charitable fund or charitable institution;

- x) invest the monies of the Association not immediately requested for its purpose in or upon such investments, security or property as may be determined from time to time, subject nevertheless to such conditions (if any) as may from time to time be imposed or required by law and subject also as hereinafter provided;
- xi) enter into arrangements with any government authority, supreme, municipal, local or otherwise and obtain from such government or authority any rights, privileges and concessions and carry, exercise and comply with any such arrangements, rights, privileges and concessions;
- xii) to act as trustees, governors or managers of any real or personal property given or held upon trust or charitable purposes;
- xiii) to accept gifts of any real or personal property for the general purposes of the Association or for any particular purpose thereof;
- xiv) to hold any securities or shares of, and to manage, and conduct, any corporation or company which carries on or intends to carry on any of the charitable objects;
- xv) to promote any charitable company or companies for the purposes of carrying on its objects;
- xvi) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association;
- xvii) to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit and in particular by the issue of debentures or debenture stock charged upon all or any of the Association's property;
- xviii) to amalgamate, affiliate or co-operate with and subscribe to any association, society or corporation whose objects shall be charitable and to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any such association, society or corporation. PROVIDED THAT the Association shall not amalgamate, affiliate with or subscribe to any association, society or corporation which shall not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under or by virtue of the clauses below;
- xix) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

*Provided that:-*

- a) the Association exists only for the purposes which are charitable and notwithstanding anything herein before contained and nothing shall be an object of the Association which is not a charitable object;
- b) in case 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 manner as allowed by law, having regard to such trusts;

- c) in case the Association shall take or hold any property 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 and as regards any such property the Management Committee of the Association 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 have been as such members of the Management Committee if no incorporation had been effected and 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 members of the Management Committee but they shall as regards any such property be subject jointly and severally to such control or authority as if the Association were not incorporated.
5. The income and property of the Association shall be applied solely towards the promotion of its objects 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 members of the Association,
- Provided that* nothing herein shall prevent any payment in good faith by the Association of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Management Committee) for any service rendered to the Association.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he/she is a member, or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the Association contracted before he/she 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 amount as may be required, not exceeding *one pound* (£1.00).
8. No addition, alteration or amendment shall be made to or in the provisions for the Memorandum of Articles of Association for the time being in force which would have the effect that the Association shall cease to be a Company to which Section 30 of the Companies Act 1985 applies, or cease to be a charity in Law.
9. If upon winding up or dissolution of the Association, 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 Association, but shall be given or transferred to some other charitable voluntary organisation or organisations having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 5 hereof, such organisation or organisations to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object with the prior approval of the Charity Commissioners for England and Wales.

We the several persons whose names, addresses and descriptions are subscribed hereto are desirous of being formed into a company in pursuance of the Memorandum of Association.

THE COMPANIES ACT 1985

NO. 2137427

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
CHINESE ARTS CENTRE

(AS AMENDED BY A SPECIAL RESOLUTION DATED 9 January 2003)

- 1 In these Articles, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite them respectively in the column thereof:

The Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force
The Company	The above-named company
The Articles	These Articles of Association as originally framed or as from time to time altered by a special resolution
The Committee	The Management Committee for the time being of the Company.
Office	The office of the Company
Chair	The Chairman or Chairwoman of the Company
Meeting Chair	Committee member elected to chair a General Meeting
Member	A member of the Company
Secretary	Any person appointed by the Committee to perform any of the duties of the Company Secretary
United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
Year	Calendar year
In writing	Written, printed or lithographed or partly one or partly another and other modes of representing or reproducing words in visible form

Words importing the singular number one shall include the plural number and vice versa .

Words importing persons shall exclude corporations and local organisations.

Save as aforesaid, any words or expressions defined in the Act, shall, if not consistent with the subject or context, bear the same meaning as in the Articles.

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

## MEMBERS

3. The number of members with which the Company proposes to be registered is 40, but the Committee may from time to time register an increase in the number of members.

4. The provisions of Sections 352 and 353 of the Act shall be observed by the Company and every member shall either sign written consent to become a member or sign the register of members on becoming a member.

5. The following persons shall be members of the Company:

- a) The Subscribers to the Memorandum of the Association
  - b) The members of the Committee
  - c) All the staff and volunteer helpers of the Company while actually employed by or giving help to the Company.
  - d) Any person who supports the objects and purposes of the Company and whose application for membership complies with the requirements laid down by the Committee. Such a member shall be called an individual member.
  - e) Any voluntary or statutory organisation within North West England which supports the objects of the Company and whose application for membership complies with the provisions of Article 5 d) above and provided that such membership meets with the approval of the Committee, and provided that each such organisation shall appoint one named representative to represent it and vote at General Meetings of the Company and also provided that any decision of the Committee that such named person has not been validly nominated shall not be open to challenge. Such a member shall be called an affiliated member. Any such organisation which shall indicate to the Secretary that it no longer wishes to be an affiliated member or shall cease to exist shall lose the right to nominate a person to represent it and vote at General Meetings and shall also lose the right to nominate a person to stand for election to the Committee.
- 6 a) Every person who is a member of the Company by reason only of being a member of the Committee shall cease to be a member immediately s/he ceases to be a member of the Committee.
- b) Every person who is a member of the Company shall cease to be a member upon the passing of an ordinary resolution at a General Meeting of the Company terminating his/her membership, provided that the person concerned shall have the right to be heard before the resolution is passed.
- c) Every person who is a member of the Company shall cease to be a member upon receipt at the Office of a written resignation of his/her membership signed by him/her.

7. The right of a member as such shall be personal and not transferable and cease on death.
8. Any person whose membership has ceased shall be eligible for re-admission as member.

### GENERAL MEETINGS OF THE COMPANY

9. The Company shall in each calendar year hold a General meeting as its Annual General Meeting at such time and place as may be determined by the Committee and shall specify the Meeting as such in the Notice 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 also provided that so long as the Company holds its first Annual General meeting within eighteen months after its incorporation it need not hold it in the year of incorporation or in the following year.
10. All General Meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings. The Company may convene an Extraordinary General Meeting whenever they think fit. Extraordinary General Meetings shall be convened according to Section 368 of the Act, or in the event of a default by the Committee, by the requisitionists themselves.

### RESOLUTIONS

11. Decisions at General Meetings shall be made by passing resolutions. Decisions involving an alteration of the Memorandum and Articles of Association and such other decisions as are from time to time required by Statute shall be made by Special Resolution.

A Special Resolution is one passed by a majority of not less than three fourths of such members as, being entitled so to do, vote in person at a General Meeting of which not less than twenty one (21) days notice in writing, specifying the intention to propose the resolution as a Special Resolution and giving the exact wording of the Resolution, has been given to all the members.

12. All other decisions shall be made by Ordinary Resolution requiring a simple majority of those members as, being entitled to do so, vote in person at a General Meeting.

### NOTICES

13. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one days notice in writing. Any other General Meeting shall be called by fourteen days notice in writing (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).

14. Notwithstanding the above:

- a) With the consent of all the members having the right to attend and vote, an Annual General Meeting may be convened by such notice as those members think fit.
- b) With the consent of a majority representing not less than 50% of the total voting rights of all the members having the right to attend and vote, any other General Meeting may be convened by such notice as those members think fit.

15. The notice shall specify the place, day and the hour of the meeting, and in case of special business the general nature of that business, and shall be given to such persons (including the auditors) as are entitled under these Articles and under the Act to receive such notice.

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

17. Any notice served by post shall be deemed to have been served at the expiration of 24 hours after the letter containing the notice is posted. In proving such service it shall be sufficient to show that the letter containing the notice was properly stamped and posted.

#### PROCEEDINGS AT GENERAL MEETINGS OF COMPANY

18. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual general Meeting with the exception of the consideration of:-

- a) the accounts and balance sheets
- b) the Reports of the Management Committee and the Auditors
- c) the election or appointment of the Management Committee and of the Honorary Officers.
- d) the appointment and fixing of the remuneration of the Auditors.

19. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be one third of all total members, present in person or three members, whichever is the greater.

20. If within one hour of the time appointed for the holding of a General Meeting a quorum is not present, the meeting 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 Committee may determine.



21. The Meeting Chair or Meeting Vice-Chair of the Committee of the Company shall take the chair at all General Meetings. If the Meeting Chair or Meeting Vice-Chair are not present or are unwilling to preside the members present shall choose one of their number to preside.

22. The Meeting Chair may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn any General Meeting from time to time, and from place to place, as the Meeting shall determine. Whenever a General Meeting is adjourned for more than thirty (30) days, notice of the adjourned Meeting shall be given in the same manner as in the case of the original Meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned Meeting. No business shall be transacted at any adjourned Meeting other than the business which might have been transacted at the Meeting from which the adjournment took place.

23. At a General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless demand for a poll is made by not less than five members present and entitled to vote. Unless a poll is so demanded, a declaration by the Meeting Chair that a resolution has been carried, or carried unanimously or by a particular majority, or lost and an entry in the Minute Book to that effect shall be conclusive evidence of that effect. No poll shall be demanded on the election of a Meeting Chair or on any question of an adjournment.

24. Every member shall have one vote.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Meeting Chair shall be entitled to a second casting vote.

26. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at A General Meeting of the Company duly convened and held.

#### MANAGEMENT COMMITTEE

27. The first members of the Committee shall be appointed by the Subscribers to the Memorandum of Association and shall hold office until the end of the first Annual General Meeting of the Company.

28. The maximum and minimum number of the members of the Committee shall be determined by the Company in General Meeting but unless and until so fixed there shall be no maximum number and the minimum number shall be three.

29. The Committee may from time to time and at any time appoint any member of the Company as a member of the Committee, either to fill a casual vacancy or by way of co-option, provided that the number of co-opted members shall not exceed one-third of the total membership of the Committee. Any member so appointed or co-opted shall retain office only until the next Annual General Meeting, but shall be eligible for re-election or re-co-option.

## BORROWING POWERS OF THE COMMITTEE

30. The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertakings or property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party, subject to the jurisdiction of the Charity Commissioners of England and Wales.

## POWERS AND DUTIES OF THE COMMITTEE

31. The business of the Company shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Company which would have been valid if that regulation had not been made.

32. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time by resolution determine.

33. The Committee shall cause minutes to be made in books provided for the purpose:-

- a) of all appointments of officers made by the Committee,
- b) of the names of the members of the Committee present at each meeting of the Committee and of any committee of the Committee,
- c) of all resolutions and proceedings at all meetings of the Company and of the Committee and of committees of the Committee.

34. The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

## APPOINTMENT AND RETIREMENT OF THE COMMITTEE AND OF THE HONORARY OFFICERS

35a) Members of the Committee shall be elected at the Annual General meeting for a period of three years and shall hold office from the end of such meeting.

b) The Chair, Vice-Chair, Treasurer (and other such Honorary Officers as the members shall from time to time decide) shall be elected at the Annual General Meeting and shall hold office from the end of such meeting.

36a) ~~Honorary Officers shall hold office until the end of the Annual General Meeting next following their election and shall be eligible for re-election~~

b) ~~Members of the Committee may be re-elected or re-co-opted at the Annual general meeting when their period of office ends.~~

## DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

37. The office of a member of the Committee shall be vacated:

a) If by notice in writing to the Company he or she resigns.

b) If she or he becomes of unsound mind.

c) In the case of an elected nominee of an affiliated member, if for any reason that affiliated member withdraws its approval for such nominee continuing in office.

d) If a receiving order is made against her or him or she or he makes an arrangement or composition with his or her creditors.

e) If he or she ceases to hold office by virtue of any provision of the Act or he or she becomes prohibited by law from being a director of a company.

f) If she or he ceases to be a member of the Company.

g) If she or he is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest as required by the Act.

38. In addition and without prejudice to the provisions of Section 303 of the Act, ~~the Company may by Extraordinary Resolution remove any member of the Committee before the expiration of his or her period of office and may by an ordinary resolution appoint another member in his or her stead and the person so appointed shall retain office for so long as the member in whose place she or he is appointed would have held the same if he or she had not been removed, provided that the person concerned shall have the right to be heard before the resolution is passed.~~

39. Members of the Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a simple majority of votes. In the case of an equality of votes the Meeting Chair shall have a casting vote.

40. The quorum necessary for the transaction of business shall be determined by the Committee but shall never be less than three, or one third of the total membership of the Committee, whichever is greater.

41. On the request of at least two members of the Committee the Secretary shall at any time summon a meeting of the Committee by notice served upon the several members of the Committee. It shall not be necessary to give notice of a meeting of the Committee to a member thereof who is for the time being absent from the UK.

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

43. The Committee shall cause proper minutes to be made of the proceedings of all General Meetings of the Company and of the Committee and all business transacted at such meetings and any such minutes of any meeting and any extract from such minutes purporting to be signed by the Chair of such meeting shall be sufficient evidence without any further proof of the facts therein stated.

44. If at any meeting of the Committee the Chair or the Vice-Chair is not present within 15 minutes after the time appointed for holding the same, the members of the Committee present may choose one of their number to be the Chair of the meeting.

45. All acts bona fide done by any meeting of the Committee or any sub-committee of the Committee or by any person acting as a member of the Committee 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 qualified to be a member of the Committee or sub-committee as the case may be.

46. The Committee shall be entitled to invite, whether on a temporary or permanent basis, any persons who are not members of the Committee to attend any or all of the meetings of the Committee as observers provided that where such invitation is issued it may be revoked without notice by the Committee, and provided that any invitation issued under the Articles may not be issued on such terms as to prevent the Committee from so revoking such invitation.

47. The Committee may delegate any of their powers to the committee consisting of such member or members of the Committee 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 Committee. The meetings and proceedings of any such committees shall be governed by the provisions of those present for regulating the meetings and proceedings of the committee so far as the same shall not be superseded by any regulations made by the committee. All acts and proceedings of such committee must be reported back fully and promptly to the Committee.

## SECRETARY

48. Subject to the provisions of the Act, the Secretary shall be appointed by the Committee for such time, at such remuneration and upon such conditions as they may think, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Committee 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

49. The seal of the Company shall not be affixed to any instrument except by the authority of the Committee and every instrument to which the seal shall be affixed shall be signed by a member of the Committee or by the Secretary (or by some other person appointed by the Committee for the purpose) and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal was properly affixed.

## ACCOUNTS

50. The Committee shall cause proper books of accounts to be kept with respect to:-

- a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place,
- b) all sales and purchases of goods by the Company
- c) the assets and liabilities of the Company

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

51. The books of account shall be kept at the office of the Company or at such other place as the Committee think fit and shall be open to the inspection of the members during normal office hours upon the giving of 48 hours notice and by such other persons authorised by the Committee.

52. The Committee shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are required by statute.

53. At the Annual General Meeting in every year the Committee shall in accordance with the provisions of the Act lay before the Company an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Company 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 Committee and the Auditors, and copies of such accounts, 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 at which they are to be laid, be delivered or sent by post to the Auditors and to all other persons

entitled to receive notices of General Meetings in accordance with Section 240 of the Act 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 241 (2) of the Act.

### AUDIT

54. Once at least in every year the accounts of the Company 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.

55. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Committee being treated as the Directors mentioned in those provisions.

56. None of the following persons shall be appointed as an Auditor of the Company:-

- a) A member of the staff of the Company
- b) Any person interested in any contract, other than a contract arising from his/her appointment and duties as Auditor to the Company
- c) Any person who is a partner, spouse or in the employment of a person in a or b above.

### INDEMNITY

57. Subject to the provisions of the Act and of the Memorandum of Association, every member of the Committee, auditor, secretary or other officer for the time being of the Company and the Trustees (if any) for the time being in relation to any of the affairs of the Company including any trust set up by the Company to act as a means of raising or holding funds for the Company and each of their representatives shall be entitled to be indemnified by the Company from and against all actions, costs, charges, losses, damages, expenses and liabilities which they shall or may incur or sustain by or in the execution and discharge of their duties or supposed duties or in relation thereto and none of them shall be answerable for the acts, receipts, neglects or defaults of the others or other of them or for joining in any receipts for the sake of conformity or for any bankers or other persons with whom any money or effects of the Company shall be placed or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto; but this article shall have effect only in so far as its provisions are not avoided by any provision of the Act.

### WINDING UP

58. The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if same were repeated in these Articles.