

No. 3260168

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**

**WRITTEN RESOLUTION OF**  
**GREENSLEEVES HOMES TRUST**

It was agreed by the Trustees and Members of Greensleeves Homes Trust, at an Extraordinary General Meeting held at 151 Clapham Road, London SW9 0PU on the 15<sup>th</sup> May 2001 that the Memorandum and Articles of Association should be amended in accordance with the changes previously agreed and subsequently circulated to all Members.

Mrs Walden-Jones proposed, Mrs Boot seconded and it was unanimously Resolved that the Memorandum & Articles of Association in their new revised form should become the adopted instrument under which Greensleeves Homes Trust would now operate.



THE COMPANIES ACT 1985

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION

- of -

**GREENSLEEVES HOMES TRUST**  
**(as amended by Special Resolution passed 16 January 1997)**

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1. The name of the Company ("the Charity") is **GREENSLEEVES HOMES TRUST**.
2. The registered office of the Charity will be situated in England.
3. The exclusively charitable objects for which the Charity is established are:
  - (a) The relief of poverty, distress, suffering or need among all sections of the community in the United Kingdom by all charitable means and particularly by providing residential accommodation and assistance in kind for individuals in the community on terms appropriate to their means.
  - (b) Such other purposes for the benefit of the community as shall be exclusively charitable.
4. In furtherance of the above objects but not further or otherwise the Charity shall have the following powers:
  - (a) to print and publish any newspapers, periodicals, books, articles or leaflets;
  - (b) to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;

- (c) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Charity subject to such consents as may be required by law;
- (d) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;
- (e) to borrow or raise money for the objects of the Charity on such terms and on such security as may be thought fit subject to such consents as may be required by law;
- (f) to take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Charity;
- (g) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Charity shall not undertake any permanent trading activities in raising funds for the charitable objects aforesaid;
- (h) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (i) to invest in its own name or in the name of nominees moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (j) to delegate upon such terms and with such remuneration as the Charity shall think fit to professional investment managers ("the Managers") the exercise of the power contained in the fore-going sub-clause (i) Provided Always that:
  - (i) the Managers shall be persons who are entitled to carry on investment business under the provisions of the Financial Services Act 1986 or any statutory modification or re-enactment of the same;
  - (ii) the Charity shall authorise the managers to exercise such delegated power as aforesaid only within clear investment policy guidelines laid down from time to time by the Charity and the Charity shall use its best endeavours to ensure that those guidelines are observed;

- (iii) the Managers shall be under a duty to report promptly to the Charity any exercise of the power delegated as aforesaid and to report all transactions at least within 14 days and to report on performance of any investments managed by them at least every three months;
- (iv) the Charity shall at all times be free forthwith to review alter or determine such delegation and the terms thereof;
- (v) the Charity shall review such delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Charity to undertake such review within the said period of 12 months shall not invalidate the delegation;
- (k) to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking established with the intention of directly benefiting the Charity provided always that appropriate professional advice shall have been sought before making such subscription or acquisition:
- (l) to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any exclusively charitable trusts, associations or institutions;
- (m) to undertake and execute charitable trusts;
- (n) to engage and pay upon such reasonable and proper terms as may be thought fit any person or persons not being Trustees whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Charity;
- (o) subject to the provisions of Clause 5 to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
- (p) to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Charity and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by this Memorandum of Association;

- (q) to make and alter such rules and regulations as may be requisite for the efficient management development and administration of the Charity;
- (r) to pay out of funds of the Charity the costs charges and expenses of and incidental to the formation and registration of the Charity;
- (s) to do all such other lawful things as will further the attainment of the objects of the Charity of any of them;

Provided that:

- (i) in case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
  - (ii) the Charity's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
  - (iii) in case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Charity 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 Trustees of the Charity shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Trustees have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated;
  - (iv) Section 310(3) of the Companies Act 1985 is excluded in relation to the provisions hereof.
5. The income and property of the Charity 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 Charity and no Trustee shall without the prior written permission of the Charity Commission be appointed to any office of the Charity paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Charity.

Provided that nothing herein shall prevent any payment in good faith by the Charity:

- (a) of reasonable and proper remuneration to any member, officer, servant or consultant of the Charity (not being a Trustee of the Charity) for any services rendered to the Charity and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such member, officer, servant or consultant of the Charity;
  - (b) to any Trustee who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by him or his firm when instructed by the other Trustees to act in that capacity on behalf of the Charity provided that:
    - (i) he shall be absent from all meetings at which the employment and remuneration of such a firm or company are discussed during the relative discussion;
    - (ii) he shall not vote on any resolution relating to the employment or remuneration of such firm or company;
    - (iii) the other Trustees are satisfied that the employment of the firm or company in question is both necessary and expedient in the interests of the Charity;
  - (c) of interest on money lent by a Member of the Charity or its Trustees at a rate per annum not exceeding 2 per cent less than the base lending rate prescribed for the time being by a major London Clearing Bank or 3 per cent whichever is the greater;
  - (d) to any Trustee of reasonable and proper out-of-pocket expenses;
  - (e) to a company of which a Member of the Charity or a Trustee may be a member holding not more than one hundredth part of the capital of such company;
  - (f) of reasonable and proper rent for premises demised or let by any Member of the Charity or by any Trustee;
  - (g) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act of default of the Trustees (or any of them) in relation to the Charity provided that such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default;
6. The liability of the Members is limited.

7. Every Member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Charity contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (one pound).
8. If upon the winding up or dissolution of the Charity 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 Charity but shall be given or transferred to Women's Royal Voluntary Service if it shall be in existence at the date of such winding up or dissolution and if not then to some other charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of Clause 5 hereof, such institution or institutions to be determined by Members of the Charity at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Trustees for some other charitable purpose or purposes.

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

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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JAMES THORNE  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH

SOLICITOR

JUDITH LYNNE HILL  
66 Lincoln's Inn Fields  
LONDON WC2a 3LH

SOLICITOR

ROBERT EDWARD FOSTER  
66 Lincoln's Inn Fields  
LONDON WC2a 3LH

SOLICITOR

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DATED this 30<sup>th</sup> day of September 1996

WITNESS to the above signatures:

LUKE FARRER

66 Lincoln's Inn Fields  
LONDON WC2A 3LH



THE COMPANIES ACT 1985

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

- of -

**GREENSLEEVES HOMES TRUST**  
**(as amended by Special Resolution passed 16 January 1997**  
**and by Special Resolution passed 15 May 2001)**

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GENERAL

- 1.1 In these Articles and in the Memorandum of Association of the Charity, if not inconsistent with the subject or context, the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column:

WORDS

MEANINGS

the Act	the Companies Act 1985 as amended by the Companies Act 1989 and as further
modified by	statute or re-enacted from time to time
these Articles	these Articles of Association, and the regulations of the Charity from time to time in force
the Chairman	the chairman of the Charity
the Charity	the above named Company
the Trustees	the trustees for the time being of the Charity who are the directors for the purposes of the Act
Member	a member of the Charity

Membership	membership in accordance with these Articles
Month	calendar month
the Office	the registered office of the Charity
the Regulations	the regulations for the time being in force made by the Trustees in accordance with Article 35
the Seal	the Common Seal of the Charity
the Secretary	the secretary of the Charity
the Support Groups	Groups of local volunteers who support the work of the homes by providing friendship and support to the residents facilitating links with the local community and arranging fund raising events.
the United Kingdom	Great Britain and Northern Ireland
the Vice-Chairman	the Vice-Chairman of the Charity
in writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

1.2 Words importing the singular number only shall include the plural number, and vice versa.

1.3 Words importing the masculine gender only shall include the feminine gender.

1.4 Words importing persons shall include corporations.

1.5 Subject as aforesaid, any words or expressions defined in the Act at the date on which these Articles become binding on the Charity shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

## OBJECTS

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

## MEMBERSHIP

3. For the purposes of registration the number of Members is declared to be unlimited.
4. The provisions of section 352 of the Act shall be observed by the Charity and every Member shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
5. Subject to Article 6 the Members of the Charity (other than the subscribers to the Memorandum and Association of the Charity) shall be:
  - (a) the Trustees ;
  - (b) such other persons as are admitted to membership in accordance with these presents including members of the Support Groups at the invitation of the Trustees. The number of representatives from Support Groups shall not exceed five in total and there shall not be more than one representative from any individual home.
6. No person shall be admitted a Member of the Charity unless he is approved by the Trustees. Every person who wishes to become a Member shall deliver to the Charity an application for membership in such form as the Trustees require executed by him.
7. A Member may at any time withdraw from the Charity by giving at least seven clear days' notice to the Charity. Membership shall not be transferable and shall cease on death.
- 8.1 It shall be the duty of the Trustees, if at any time they shall be of the opinion that the interests of the Charity so require, by notice in writing sent by prepaid post to a Member's address, to request that Member to withdraw from Membership of the Charity within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the Trustees present and voting, which majority shall include one half of the total number of the Trustees for the time being.
- 8.2 If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from Membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from Membership the Member shall so

request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Trustees. The Trustees and the Member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the Meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from Membership unless half of the Trustees present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a Member and his name shall be erased from the Register of Members.

### GENERAL MEETINGS

9. The Charity shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Trustees, and shall specify the meeting as such in the notices calling it, provided that so long as the Charity holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.
10. The annual general meeting shall be held for the following purposes:
  - (a) to receive from the Trustees a full statement of account, pursuant to Article 52;
  - (b) to receive from the Trustees a report of the activities of the Charity since the previous annual general meeting;
  - (c) to allow the present Trustees to stand down from office;
  - (d) to elect Trustees pursuant to Article 28;
  - (e) to appoint the Charity's auditors; and
  - (f) to transact such other business as may be brought before it.
11. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
12. The Secretary shall, on an order of the Trustees or at the written request of not less than one tenth of the Members, convene an extraordinary general meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the

Chairman who shall authorise the holding of an extraordinary general meeting within 28 days of the receipt of such order or request.

13. There shall be given at least 21 days' notice in writing of every annual general meeting and of every extraordinary general meeting called for the passing of a special resolution and 14 days' notice in writing of every other extraordinary general meeting (exclusive in every case both of the day on which such notice is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Charity.
14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

15. All business transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the Charity's auditors, the election of Trustees in the place of those retiring, and the appointment of the auditors and the fixing of their remuneration shall be deemed special business.
16. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two Members or at any time at which the Charity is a registered charity, five Members (or one tenth of the membership whichever shall be the greater) present in person shall be a quorum.
17. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of the 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 Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

18. The Chairman shall preside as chairman at every general meeting, but if the Chairman shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the Members present shall choose some other Trustee to preside or if no Trustee be present, or if all the Trustees present decline to take the chair, the Members shall choose some Member who is present to preside.
19. The chairman of the meeting may, with the consent of any meeting of the Members 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 20.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, by Members present in person and entitled to vote and, unless a poll is, before or upon the declaration of the result by the show of hands, demanded by the chairman of the meeting or by at least a third of the Members present in person or by proxy, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 20.2 Subject to the provisions of Article 20.3, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 20.3 No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
- 21.1 The chairman of the meeting may vote on all matters and in the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

- 21.2 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

### VOTES OF MEMBERS

22. Every Member shall be entitled to attend general meetings and cast one vote.
23. Every Member may appoint a proxy to vote in their place at general meetings. Such persons having a proxy vote should hold a letter signed by the appointor giving permission of proxy, and should inform the Secretary prior to the commencement of the meeting that they have a proxy vote.
24. Subject to the provisions of sections 381A-C and 382A of the Act a resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members and if described as a special or an extraordinary resolution it shall have effect accordingly.

### TRUSTEES

25. The number of Trustees shall not be less than two or, at any time at which the Charity is a registered charity, three and unless and until varied by ordinary resolution of the Charity in general meeting shall be subject to a maximum of 13 Trustees.
26. Subject to Article 26 the Trustees shall be elected by the Charity at each Annual General Meeting.
27. The Trustees shall retire at each Annual General Meeting of the Charity. No person shall be eligible for election unless he is a retiring Trustee eligible for re-election under the Regulations or his nomination made by one Member and seconded by one other Member has been received by the Secretary at least seven clear days before the meeting. If no nominations for a particular vacancy are so received, nominations made for that vacancy at the meeting shall be valid provided the nominee has agreed to accept office. Any Member shall be entitled to submit nominations. In the event of two or more persons being nominated for any one office, or of opposition to a nomination by any Member present, there shall be a vote by ballot of all Members present.
28. The Trustees shall have power at any time to appoint any person to be a Trustee, either to fill a casual vacancy or as an addition to the

existing Trustees, except that the total number of Trustees shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Trustee so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

29. The Charity shall at the annual general meeting fill up the vacated office of each retiring Trustee to the extent necessary to ensure that there is the minimum permitted number of Trustees by electing a person thereto, unless at the annual general meeting at which any Trustees retire it shall be determined to reduce the number of Trustees.
30. If, at any meeting at which the results of an election of Trustees ought to be announced, the places of the retiring Trustees, or some of them, are not filled up, the retiring Trustees or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of Trustees.
31. In addition and without prejudice to the provisions of section 303 of the Act, the Charity may by ordinary resolution remove any Trustee before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; by any person so appointed shall retain his office so long only as the Trustee in whose place he is appointed would have held the same if he had not been removed.

### DISQUALIFICATION OF TRUSTEES

33.1 The Office of a Trustee shall be vacated:

- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) if he becomes of unsound mind;
- (c) if by notice in writing to the Trustees he resigns his office;
- (d) if he becomes prohibited from holding office by reason of any court order made under the Act;
- (e) if he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

33.2 Section 293 of the Act shall not apply:



34. Unless the Trustees resolve otherwise, any Trustee who shall, without sufficient reason, absent himself from three consecutive meetings of Trustees, will be understood to have resigned his position as Trustee, and the remaining Trustees shall be entitled to appoint another Trustee in his place pursuant to Article 29.

#### POWERS OF THE TRUSTEES

35. The business of the Charity shall be managed by the Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Charity as they think fit and may exercise all such powers of the Charity, and do on behalf of the Charity all such acts as may be exercised and done by the Charity including, without prejudice to the generality of the foregoing, the power to borrow and to make and amend Regulations, and as are not by the Act or by these Articles required to be exercised or done by the Charity in general meeting, subject nevertheless to the provisions of the Act for the time being in force and affecting the Charity, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Charity in general meeting, but no regulation made by the Charity in general meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made.
36. The Trustees may act notwithstanding any vacancy in their body.
37. If the Trustees shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as Trustees for the purpose of admitting persons to membership of the Charity, filling up vacancies in their body, or summoning a general meeting, but not for any other purpose.

#### PROCEEDINGS OF THE TRUSTEES

- 38.1 The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings at they think fit, provided that at least one such meeting shall be held in each year.

38.2 Voting on any issue shall be by show of hands unless any Trustee present shall demand a ballot and decisions taken by vote and by postal ballot shall be determined by a majority of those present and/or voting. Each Trustee including the Chairman shall be entitled to one vote. In the case of an equality of votes the Chairman shall have an additional casting vote.

39. A Trustee, and the Secretary at the request of a Trustee, shall at any time summon a meeting of the Trustees by notice served upon the Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
40. The Trustees may appoint one of their number to be the Chairman of the Board of Trustees and any of their number to be the Vice-Chairman and may at any time remove them from office. The Chairman shall preside as chairman at all meetings of the Trustees at which he shall be present, but if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting or is not willing to preside the Vice-Chairman shall preside failing which the Trustees present shall choose one of their number to be chairman of the meeting.
41. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Charity for the time being vested in the Trustees generally. The quorum for meetings of the Trustees or any committee formed pursuant to the provisions of Article 42 shall be two or such greater number as the Trustees may determine provided that if at any time the Charity is a registered charity the quorum shall not be less than three.
42. The Trustees may delegate any of their powers to any sub-committee consisting of such of their number and such other persons as they think fit Provided that where such committee includes persons not being Trustees, the number of such persons shall be less than one-half of the total number of the committee members and no resolution of the committee shall be effective unless a majority of the Members of the committee present at the meeting are Trustees.
43. Any sub-committee formed pursuant to Article 42 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Trustees. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees. All acts and proceedings of such sub-committees shall be reported in due course to the Trustees.

44. All acts bona fide done by any meeting of the Trustees or of any sub-committee, or by any person acting as a Trustee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.
45. The Trustees shall cause proper minutes to be made of all appointments of the Trustees and of the proceedings of all meetings of the Charity and of the Trustees and of sub-committees, and all business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
46. A resolution in writing signed by all Trustees for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Trustees or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such sub-committee duly convened and constituted.

#### SECRETARY

47. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

#### SEAL

48. The Seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

#### ACCOUNTS

49. The Trustees shall cause accounting records of the Charity to be kept in accordance with section 221 of the Act and the requirements of the Charities Act 1992 and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).

50. Accounting records shall be kept at the Office or, subject to section 222 of the Act, at such other place or places as the Trustees shall think fit and shall always be open to the inspection of the Trustees.
51. The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Charity or any of them shall be open to the inspection of Members of the Charity not being officers of the Charity and no such Member (not being such an officer) shall have any right of inspecting any account or book or document of the Charity except as conferred by statute or authorised by the Trustees or by the Charity in general meeting.
52. At the annual general meeting in every year the Trustees shall lay before the Charity a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Charity made up to a date not more than seven months before such meeting) together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Trustees and the auditors of the Charity, 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 21 clear days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

#### AUDIT

53. Once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors.
54. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### NOTICES

55. A notice may be served by the Charity upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.

56. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Charity an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Charity.
57. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

### INDEMNITY

58. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence default, breach of duty or breach of trust in relation to the affairs of the Charity.

## DISSOLUTION

59. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.

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### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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JAMES THORNE  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH

SOLICITOR

JUDITH LYNNE HILL  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH

SOLICITOR

ROBERT EDWARD FOSTER  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH

SOLICITOR

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DATED this 30<sup>th</sup> day of September 1996.

WITNESS to the above signatures:

LUKE FARRER

66 Lincoln's Inn Fields  
LONDON WC2A 3LH