

Company Number: 6577534

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
WRITTEN RESOLUTION
OF
CATCH 22 CHARITY LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006
Passed on 9 December 2008

On 9 December 2008 the following special resolution in writing was duly passed by members representing 75% of the total voting rights of eligible members of the Company pursuant to sections 288 to 300 Companies Act 2006

WRITTEN RESOLUTION

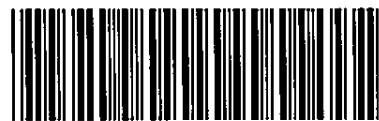
SPECIAL RESOLUTION

That the Articles of Association contained in the document attached to this resolution and for the purposes of identification marked 'A' be and the same are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

.....
SECRETARY / DIRECTOR

Joyce Moseley

MONDAY



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COMPANIES HOUSE

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COMPANIES ACTS 1985, 1989 AND 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF CATCH 22 CHARITY LIMITED

1 MEMBERSHIP

1.1 The Charity must maintain a register of members.

1.2 Membership of the Charity is open to any Trustee interested in promoting the Objects who:

1.2.1 applies to the Charity in the form required by the Trustees;

1.2.2 is approved by the Trustees; and

1.2.3 signs the register of members or consents in writing to become a member either personally or (in the case of an organisation) through an authorised representative.

1.3 Membership is terminated if the member concerned:

1.3.1 gives written notice of resignation to the Charity;

1.3.2 dies ;

1.3.3 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice; or

1.3.4 ceases to be a Trustee.

1.4 Membership of the Charity is not transferable.

2 GENERAL MEETINGS

2.1 Members are entitled to attend general meetings either personally or by proxy. Proxy forms must be disclosed to the Secretary at least 24 hours before the meeting. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed.

2.2 There is a quorum at a general meeting if the number of members or authorised representatives present in person or by proxy is at least 3 or 10% of the members if greater.

2.3 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting.

2.4 Except where otherwise provided by the Articles or the Companies Acts, every issue is decided by a majority of the votes cast.

- 2.5 Every member present in person or by proxy has one vote on each issue.
- 2.6 The Trustees may call a general meeting and, on the requisition of the members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Companies Act 2006.
- 2.7 The members may pass resolutions in writing provided any such written resolution is made fully in accordance with the provisions of the Companies Act 2006.

3 PROXIES

- 3.1 Every notice of a general meeting must include a prominent statement of the right to appoint a proxy that complies with the requirements of the Companies Act 2006.
- 3.2 Any member entitled to attend and vote at any meeting of the Charity shall be entitled to appoint another person (whether a member or not) as his proxy to speak attend and vote (by a show of hands or poll) in his place.
- 3.3 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 3.4 No objection shall be raised to the qualification of any member or proxy to vote or demand a poll except at the meeting or adjourned meeting at which the vote, or demand for a poll, objected to is tendered, and every vote, or poll, not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

4 THE TRUSTEES

- 4.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 4.2 The Trustees when complete consist of at least three and not more than fifteen individuals, all of whom must be members.
- 4.3 The subscribers to the Memorandum are the first Trustees.
- 4.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.
- 4.5 Trustees are appointed by the Trustees and shall serve for a term of four years calculated from the date of appointment.
- 4.6 A Trustee who remains qualified may be reappointed by the Trustees for a further term of four years calculated from the date of reappointment provided that he or she shall not serve for more than two consecutive terms of four years in office.
- 4.7 A Trustee's term of office automatically terminates if he or she:
 - 4.7.1 is disqualified under the Charities Act 1993 from acting as a charity trustee;
 - 4.7.2 is incapable, whether mentally or physically, of managing his or her own affairs;

- 4.7.3 is absent from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;
 - 4.7.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity;
 - 4.7.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office);
 - 4.7.6 is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views;
 - 4.7.7 is not given further approval by the Chair after completing their first four year term following an appraisal by the Chair and his or her recommendation to the Trustees.
- 4.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5 TRUSTEES' PROCEEDINGS

- 5.1 The Trustees must hold at least four meetings each year.
- 5.2 A quorum at a meeting of the Trustees shall be three.
- 5.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 5.4 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 5.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 5.6 Except for the chairman of the meeting, who has a casting vote, every Trustee has one vote on each issue.
- 5.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

6 CONFLICTS OF INTEREST

- 6.1 If a Trustee, or a connected person in relation to a Trustee is in any way directly or indirectly interested in a proposed transaction or arrangement with the Charity the interested Trustee must declare the nature and extent of that interest to the other Trustees at a meeting of the Trustees before the Charity enters into the transaction or arrangement.

6.2 Article 6.1 does not apply to

6.2.1 an interest of which the Trustee is not aware or could not reasonably be expected to be aware, or where the Trustee is not aware of the transaction or arrangement in question;

6.2.2 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

6.2.3 to the extent the Trustees are already aware of it.

6.3 A Trustee of the Charity must avoid a conflict of interest in relation to the Charity that is not authorised by the Trustees under this clause or does not relate to a transaction or arrangement that is authorised by any other provision of this memorandum and articles or by the Charity Commission.

6.4 The Trustees of the Charity may authorise a conflict of interest of a Trustee (an "interested Trustee") that is not authorised by any other provision of this memorandum and articles at a meeting of the Trustees where the following conditions apply:

6.4.1 The interested Trustee has declared his interest at or before the meeting before discussion begins on the matter;

6.4.2 The interested Trustee is absent from the meeting for that item

6.4.3 The interested Trustee is not counted in the quorum for that part of the meeting

6.4.4 The Trustees other than the interested Trustee and any other interested Trustee consider it is in the interests of the Charity to authorise the conflict of interest in the circumstances applying.

6.4.5 The interested Trustee and any other interested Trustee is absent during the vote and has no vote on the matter or in considering whether a quorum is present at the meeting.

6.5 The duty of the Trustee of the Charity to avoid a conflict of interest does not apply to transactions or arrangements described in Clause 5.3 of the memorandum or which directly or indirectly promotes the Objects subject to compliance with clause 5.4 of the memorandum.

7 TRUSTEES' POWERS

7.1 The Trustees have the following powers in the administration of the Charity:

7.1.1 to appoint a President, who unless and until agreed otherwise shall be Her Royal Highness The Princess Royal;

7.1.2 to appoint such number of Vice-Presidents as they consider appropriate from time to time;

7.1.3 to appoint (and remove) any person to act as Secretary in accordance with the Companies Acts;

- 7.1.4 to appoint a Chair, Deputy Chair, Treasurer and other honorary officers from among their number;
- 7.1.5 to delegate any of their functions to committees consisting of three or more individuals appointed by them. At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees;
- 7.1.6 to make standing orders consistent with the Memorandum, the Articles and the Companies Acts to govern proceedings at general meetings;
- 7.1.7 to make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees;
- 7.1.8 to make regulations consistent with the Memorandum, the Articles and the Companies Acts to govern the administration of the Charity and the use of its seal (if any);
- 7.1.9 to establish procedures to assist the resolution of disputes or differences within the Charity;
- 7.1.10 to exercise any powers of the Charity which are not reserved to a general meeting.

8 RECORDS AND ACCOUNTS

- 8.1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Act 1993 (as amended) as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 8.1.1 annual returns;
 - 8.1.2 annual reports; and
 - 8.1.3 annual statements of account.
- 8.2 The Trustees must keep proper records of:
 - 8.2.1 all proceedings at general meetings;
 - 8.2.2 all proceedings at meetings of the Trustees;
 - 8.2.3 all reports of committees; and
 - 8.2.4 all professional advice obtained.
- 8.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.
- 8.4 A copy of the Charity's latest available statement of account must be supplied on request to

any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

9 NOTICES

9.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Charity or by means of a website in accordance with section 309 of Companies Act 2006.

9.2 The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members. In relation to electronic communications, "address" includes any number or address used for the purposes of such communications.

9.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

9.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

9.3.2 two clear days after being sent by first class post to that address;

9.3.3 three clear days after being sent by second class or overseas post to that address;

9.3.4 on the date of publication of a newspaper containing the notice;

9.3.5 on being handed to the member personally; or, if earlier,

9.3.6 as soon as the member acknowledges actual receipt.

9.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

10 DISSOLUTION

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

11 INTERPRETATION

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

the Articles means the Charity's articles of association;

Chair means the chair of the Trustees;

the Charity means the company governed by the Articles;

charity trustee has the meaning prescribed by section 97(1) of the Charities Act 1993;

clear day means 24 hours from midnight following the relevant event;

the Commission means the Charity Commissioners for England and Wales;

the Companies Acts mean the Companies Act 1985 (as amended by the Companies Act 1989) and any provision of the Companies Act 2006 for the time being in force;

conflict of interest means a situation in which a person has or can have a direct or indirect interest that conflicts or possibly may conflict with the interests of the Charity. A conflict of interest includes a conflict of interest and duty or loyalty and a conflict of duties and loyalties;

connected person means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, a person carrying on business in partnership with a Trustee or an institution that is controlled by a Trustee or a connected person or any company of which a Trustee or a connected person has a substantial interest;

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

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

financial year means the Charity's financial year;

firm includes a limited liability partnership;

indemnity insurance means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

informal membership refers to a supporter who may be called a 'member' but is not a company member of the Charity.

member and membership refer to company membership of the Charity;

Memorandum means the Charity's Memorandum of Association;

month means calendar month;

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

the Objects means the Objects of the Charity as defined in clause **Error! Reference source not found.** of the Memorandum;

President means the honorary position of President of the Charity;

remuneration has the meaning prescribed by section 73B of the Charities Act 1993;

Secretary means the company secretary of the Charity;

taxable trading means carrying on a trade or business for the principal purpose of raising

funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

Trustee means a director of the Charity and **Trustees** means the directors;

Vice-Presidents means the honorary positions of Vice-Presidents of the Charity;

written or in writing refers to a legible document on paper not including a fax message;

year means calendar year.

11.2 Expressions defined in the Companies Acts have the same meaning.

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