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keystone
development trust

Memorandum and
Articles of Association



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THE COMPANIES ACT 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF THE KEYSTONE DEVELOPMENT TRUST

1. The Company's name is The Keystone Development Trust (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.

Objects

3. The Charity's objects ("the Objects") are;
 1. The promotion for the public benefit of urban or rural regeneration in areas of social and economic deprivation (and in particular Thetford, Brandon and the surrounding areas in the Counties of Norfolk and Suffolk, the 'area of benefit*'), by all or any of the following:
 - a. The relief of poverty in such ways as may be thought fit;
 - b. The relief of unemployment in such ways as may be thought fit, including assistance to find employment;
 - c. The advancement of education, training or retraining, particularly among unemployed people, and providing unemployed people with work experience;
 - d. The provision of financial assistance, technical assistance, or business advice or consultancy in order to provide training and employment opportunities for unemployed people in cases of financial or other charitable need through help:
 - i. In setting up their own business, or
 - ii. To existing businesses;

*Note: the **area of benefit** includes the following civil towns or parishes:
Bardwell, Barnham, Barningham, Blo' Norton, Brandon, Brettenham, Bridgham, Coney Weston, Cranwich, Croxton, Didlington, Elveden, Euston, Fakenham Magna, Foulden, Garboldisham, Gooderstone, Harling, Hepworth, Hockham, Honington, Hopton, Ickburgh, Ixworth, Ixworth Thorpe, Kenninghall, Kilverstone, Knettishall, Lynford, Market Weston, Mundford, North Lopham, Riddlesworth, Roudham, Santon Downham, Sapiston, Shropham, Snetterton, South Lopham, Stanford, Stanton, Sturston, Thelnetham, Thetford, Wangford, Weeting with Broomhill, Wretham.

e. The creation of training and employment opportunities by the provision of workspace, buildings and/or land for use on favourable terms;

f. The provision of housing for those who are in conditions of need and the improvement of housing in the public sector or in charitable ownership provided that such power shall not extend to relieving any local authorities or other bodies of a statutory duty to provide or improve housing;

g. The maintenance, improvement or provision of public amenities;

h. To preserve for the benefit of the people of Thetford, Brandon and surrounding areas and of the Nation, the historical, architectural and constructional heritage that may exist in and around Thetford, Brandon and surrounding areas in buildings (including any building as defined in Section 336 of the Town and Country Planning Act 1990) of particular beauty or historical, architectural or constructional interest;

i. The provision or assistance in the provision of recreational facilities for the public at large and/or by those who, by reasons of their youth, age, infirmity or disablement, poverty or social and economic circumstances, have need of such facilities;

j. The protection or conservation of the environment;

k. The provision of public health facilities and childcare;

l. The promotion of public safety and prevention of crime; and

m. Such other means as may from time to time be determined subject to the prior consent of the Charity Commissioners for England and Wales.

2. To develop the capacity and skills of members of the socially and economically disadvantaged communities in Thetford, Brandon and the surrounding areas in such a way that they are better able to identify, and help meet, their needs and to participate more fully in society.

3. To further any other charitable purpose or purposes for the benefit of those living or working in the area of benefit.

Powers

4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:

- 1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- 2) to raise funds (but not by means of taxable trading) and to invite and receive contributions and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993): provided that in raising funds the Charity shall not undertake any substantial trading activities and shall conform to any relevant statutory regulations;
- 3) to acquire, hire, alter, improve and (subject to such consents as may be required by law) to charge, let or otherwise dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993), such letting or disposal to be subject to such covenants, conditions and restrictions as are reasonably necessary to ensure the preservation of any buildings or land;
- 4) to repair, renovate, restore, rebuild and generally promote the preservation of any buildings or land;
 - a. to buy or otherwise acquire furniture and other equipment for use in connection with any such buildings or land; and to sell, lease or otherwise dispose of any such furniture or equipment;
 - b. to make such arrangements as are necessary to enable the public to view and enjoy any buildings or land (whether free or at a charge);
 - c. to make planning applications for consent under by-laws or building regulations and other like applications;
- 5) to write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any format, or assist in these activities;

6) to promote or assist in promoting education and training and arrange and provide or assist in arranging and providing exhibitions, meetings, seminars, displays or other events;

7) to promote, encourage, carry out or commission research, surveys, studies or other work, publishing the useful results;

8) to provide or procure the provision of information, counselling and advice;

9) subject to clause 5 below to employ paid or unpaid agents, staff or advisers who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;

10) to make grants or loans of money and to give guarantees;

11) to set aside funds for special purposes or as reserves against future expenditure;

12) to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);

13) to delegate the management of investments to a financial expert, but only on terms that:

- the investment policy is set down in writing for the financial expert by the Trustees
- every transaction is reported promptly to the Trustees
- the performance of the investments is reviewed regularly by the Trustees
- the Trustees are entitled to cancel the delegation arrangement at any time
- the investment policy and the delegation arrangements are reviewed at least once a year
- all payments due to the financial expert are on a scale or at a level which is agreed in advance and notified promptly to the Trustees on receipt
- the financial expert must not do anything outside the powers of the Trustees.

14) to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England

and Wales) under the control of the trustees or of a financial expert acting under their instructions and to pay any reasonable fee required;

15) to insure the property of the charity against any foreseeable risk and take out other insurance policies to protect the charity when required;

16) to insure the trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be in 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;

17) to enter into contracts to provide services to or on behalf of other bodies

18) to establish subsidiary companies to assist or act as agents for the Charity

19) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

20) to co-operate with other charities, voluntary bodies, private bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to promote or carry out research and exchange information and advice with them;

21) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;

22) to do all such other lawful things that are necessary for the achievement of the Objects;

23) to delegate such powers and functions as it regards necessary to facilitate the achievement of the Objects to any board, committee or other body or to officers, individuals or groups of individuals so long as it does so in accordance with all applicable laws and with the Charity's Guide to Delegation of Powers from time to time in force

Benefits to Members, Trustees and Others

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustees shall 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 in the document shall prevent any payment in good faith by the Charity:

- 1) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
- 2) of interest lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the trustees;
- 3) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1,000th part of the issued capital of that company;
- 4) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
- 5) to any trustee of reasonable out-of-pocket expenses;
- 6) as mentioned in clause 4.15);
- 7) to any member or trustee of the Charity who is a beneficiary provided that those benefits are made in furtherance of the objects and are no different from the benefits provided to other beneficiaries.

The Charity shall not apply its funds to the benefit of Landfill Operators who make contributions to it through the Landfill Tax Credit Scheme and also shall not apply its funds to the benefit of any contributing third parties who make payments to Landfill Operators towards their contribution to the Charity through the Landfill Tax Credit Scheme.

Limited Liability

6. The liability of the members is limited.

Guarantee

7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she 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.

Dissolution

8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be applied in one or more of the following ways:

- a) given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.;
- b) directly for the objects or charitable purposes within or similar to the objects
- c) in some other manner consistent with charitable status as the Commission approve in writing in advance.

Interpretation

9. Words and expressions defined in the Articles have the same meanings in this Memorandum.

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

April 2003

Amended June 2004

THE COMPANIES ACT 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF

THE KEYSTONE DEVELOPMENT TRUST.

Interpretation

1. In these articles:

"the Charity" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Charity;

"clear days" in relation to the period of a notice means the period excluding the day that the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

"Landfill Operator" means a company registered for the purposes of the Land Fill Tax Credit scheme.

"Landfill Tax Credit Scheme" means the scheme set up under the Land Fill Tax Regulations 1996.

"material benefit" means a benefit which may not be financial but has a monetary value

"month" means calendar month

"taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

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

words importing the masculine gender only shall include the feminine gender.

"written" or "in writing" refers to a legible document on paper including a fax message

"year" means calendar year

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members.

2. (1). The subscribers to the memorandum and such other persons or organisations as are admitted to the membership in accordance with the rules made under Article 61 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees.

(2). Unless the trustees of the Charity in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the total number of members is not less than 2.

General Meetings.

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and in such places as the trustees shall appoint. All general meetings other than annual general

meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

Notice of general meetings.

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least 21 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

(1) in the case of an annual general meeting, by all the members entitled to attend and vote; and

(2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95% of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

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

Proceedings at general meetings.

7. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, shall constitute a quorum.

8. If a quorum is not present within half an hour of the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall be adjourned to the same day in the next week at the same time and place or to

such time and place as the trustees may determine.

9. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes of the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

10. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes of the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

12. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business that might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days notice shall be given specifying the time and the place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

(1) by the chairman: or

(2) by at least 2 members having the right to vote at the meeting; or

(5) by a members or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

14. Unless a poll is duly demanded a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15. The demand for a poll may be withdrawn, before the poll is taken, but only

with the consent of the chairman; The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.

16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. 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 the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken is announced at the meeting at which it is demanded. In other cases at least 7 clear days notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members.

20. Subject to article 17, every member shall have one vote.

21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected is to be tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

23. A vote given or poll demanded by a duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless noticed of the determination was received by the Charity at the office before the

commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

24. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

Trustees.

25. The number of trustees shall not be less than 3 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

26. The first trustees shall be those persons named in the statement delivered pursuant to section 10 (2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

Powers of trustees.

27. Subject to the provisions of the Act, the memorandum and articles and to any direction given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:

- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievements of the objects and to invest in the name of the Charity such part of the funds as they may see fit and direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance to the objects of the charity;

- (2) To enter into contracts on behalf of the Charity.

Appointment and retirement of trustees.

29. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-quarter of the trustees who are subject to retirement by rotation or, if their number is not four or a multiple of four, the higher whole number nearest to one-quarter shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.

30. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

31. If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.

32. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:

- (1) he is recommended by the trustees; or
- (2) not less than fourteen nor more than thirty five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

33. No person may be appointed as a trustee:

- (1) If they are under the age of 18 years unless the charity is a registered company; or
- (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.

34. Not less than seven nor more than twenty eight clear days before the date appointed for holding a general meeting notice shall be given to all persons

entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.

35. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.

36. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such an annual general meeting, he shall vacate office at the conclusion thereof.

37. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees.

38. A trustee shall cease to hold office if he

- (1) ceases to be a trustee by any provision of the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

Trustees' expenses.

39. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' appointments.

40. Subject to the provision of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding another executive office shall not be subject to retirement by rotation.

41. Except to the extent permitted in clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is party.

Proceedings of trustees.

42. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the motion shall be deemed to be lost.

43. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.

44. The trustees may act, notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or calling a general meeting.

45. The trustees may appoint one of their number to be chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding is unwilling to preside or is not present within five minutes of the time

appointed to hold the meeting, the trustees present may appoint one of their number to be chairman of the meeting.

46. The trustees may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees. Sub-committees may consist of three or more co-opted members or others who are not trustees, together with a minimum of one trustee on all sub – committees, the membership of sub-committees being determined by resolution of all the trustees.

47. All acts done by a meeting of trustees, or of a sub-committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

48. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

49. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

Secretary.

50. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes.

51. The trustees shall keep minutes in books kept for the purpose:

- (1) of all appointments of officers made by the trustees; and
- (2) of all proceedings at meetings of the Charity and of the trustees and of

committees of trustees including the names of the trustees present at each such meeting.

Authorised Signatories

52. The trustees or a committee of trustees authorised by the trustees shall determine who is authorised to sign any instrument on behalf of the Charity and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Accounts.

53. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report.

54. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return.

55. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices.

56. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

57. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered office or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

58. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

59. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity.

60. Subject to the provisions of the Act 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 that capacity in defending any proceedings, whether civil or criminal, in which judgement 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.

Rules.

61. (1). The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
- (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;

(v) generally, all such matters as are commonly the subject matter of company rules.

(2). The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

April 2003
Amended June 2004