

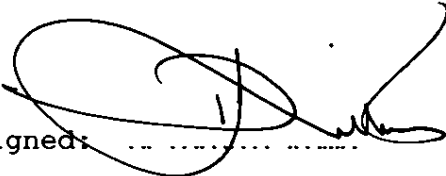
NOTICE OF EXTRAORDINARY GENERAL MEETING

ACTIVE CHANGE FOUNDATION (the "Company")

(Company no. 5964653)

Notice is hereby given that an Extraordinary General Meeting of the Company will be held on Thursday 10th January 2008 at 10.00 am at the offices of 'Forward Thinking' (A registered charity), 84-86 Regent Street, London, W1B 5DD at which the following resolution will be proposed as a special resolution:

That the existing Memorandum and Articles of Association of the Company be deleted in their entirety and replaced with the Memorandum and Articles of Association in the form attached with effect from the end of the meeting.

Signed: 

David Gilbertson, Senior Associate Fellow, United Kingdom Defence Academy, (Consultant/Advisor to ACF), for and on behalf of Hanif Qadir, Director

Date: 23rd December 2007

The above special resolution was duly passed.

Signed: 

David Gilbertson, Senior Associate Fellow, United Kingdom Defence Academy, (Consultant/Advisor to ACF), for and on behalf of Hanif Qadir, Director

Date: 10th January 2008

FRIDAY



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COMPANIES HOUSE

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

ACTIVE CHANGE FOUNDATION LIMITED

Company number 5964653
number

Charity

THE COMPANIES ACTS 1985 AND 1989

Company limited by Guarantee and not having a Share
Capital

MEMORANDUM OF ASSOCIATION OF
ACTIVE CHANGE FOUNDATION LIMITED

1 Name of Charity and Meaning of Words

The name of the Charity is Active Change Foundation Limited called in this document "the Charity" Terms defined in the Charity's Articles of Association shall have the same meaning when used in this Memorandum as long as this meaning is consistent with the subject or context

2 Registered Office

The registered office of the Charity will be in England and Wales

3 Objects of the Charity

3 1 The objects of the Charity (the "Objects") are -

- (a) the prevention and relief of poverty,
- (b) the advancement of citizenship and community development,
- (c) the advancement of human rights, conflict resolution and reconciliation and
the promotion of religious and racial harmony, equality and diversity,
- (d) any other charitable purpose, including the assistance of any charitable organisation

4 Powers of the Charity

4 1 The Charity has the following powers which may be used only to promote the Objects -

- (a) to buy, take on lease, sell, lease, share or

Russell-Cooke LLP
2 Putney Hill
Putney
London
SW15 6AB
Tel 020 8789 9111

- otherwise dispose of, hire, charge or mortgage or acquire property of any sort,
- (b) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land,
- (c) to employ and pay any employees, officers, servants and professional or other advisers,
- (d) subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading,
- (e) to give or receive guarantees or indemnities,
- (f) to promote or undertake study or research and disseminate the results of such research,
- (g) to produce, print and publish anything in any media,
- (h) to provide or procure the provision of services, education, training, consultancy, advice, support, counseling, guidance, grants, scholarships, awards or materials in kind,
- (i) to promote and advertise the Charity's activities,
- (j) to invest any money in any investments, securities or properties, and to accumulate and set aside funds for special purposes or as reserves,
- (k) to undertake any charitable trust,
- (l) to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants,
- (m) to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned

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- subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means,
- (n) to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the Charity in furtherance of the Charity's Objects,
- (o) to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations,
- (p) to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements,
- (q) to open and operate bank accounts and other banking facilities,
- (r) to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees,
- (s) to co-operate and enter into any arrangements with any governments, authorities or any person, company or association,
- (t) to insure any risks arising from the Charity's activities,
- (u) to the extent permitted by law, to purchase indemnity insurance out of the funds of the Charity to indemnify any of the Trustees against any personal liability in respect of
 - (i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Charity,
 - (ii) any negligence, default, breach of duty or breach of trust committed by them in their

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capacity as directors or officers of the Charity or of any body corporate carrying on any activities on behalf of the Charity;

(111) any liability to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986

Any such insurance in the case of (u) (1) or (u) (11) must be so framed as to exclude the provision of an indemnity for a person in respect of

(a) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising)

(b) any liability incurred by a Trustee in defending any criminal proceedings in which he is convicted of an offence arising out of any fraud or dishonesty, or willful or reckless misconduct, by him, or

(c) any liability incurred by a Trustee to the Charity that arises out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which he did not care whether it was in the best interests of the Charity or not

Any insurance in the case of (u) (111) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation,

And to purchase out of the funds of the Charity any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time

(v) to make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commission,

(w) to pay all the expenses and costs of establishing the Charity;

(x) to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value),

provided always that -

(1) the Managers are properly authorised to carry on investment business,

(11) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Charity,

(111) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them,

(1v) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof,

(v) the Charity reviews the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;

(y) to permit any investments belonging to the Charity to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such,

(z) to do anything else within the law which helps

Promote the Objects

5 Use of Income and Property

5.1 The Income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity or Trustees, and no Trustee may 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 except as permitted by law or shown below under 'Allowed Payments' and then only after complying with any requirements of the Act and the Charities Act, PROVIDED this shall not prevent a member of the Charity or a Trustee receiving any benefit as a beneficiary

6 Allowed Payments

6.1 The Charity may pay -

(a) Reasonable and proper payment to any officer, servant, employee, professional or other adviser of the Charity who is not a Trustee for any services to the Charity

(b) Reasonable and proper remuneration of a Trustee for services actually rendered or goods supplied to the Charity or any subsidiary company of the Charity (save for services rendered in his capacity as a Trustee) including the usual professional charges for services provided or business done by a Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or her firm instructed by the Charity to act on its behalf, PROVIDED THAT -

(1) the number of Trustees so remunerated in any accounting period shall not exceed a minority of the Board of Trustees,

(1i) that no resolution to approve such remuneration to a Trustee shall be effective unless it is passed at a meeting of the Board of Trustees,

(1ii) such Trustee shall not vote on any resolutions relating to his or her engagement by the Charity

(c) Reasonable interest on the money lent by any member of the Charity or any Trustee. The highest annual rate of interest that may be charged is two per cent below the base rate of one of the major clearing banks in the United Kingdom

(d) Reasonable out-of-pocket expenses to any Trustee

(e) Reasonable and proper payment to a company of which a Trustee holds not more than a hundredth of the capital

(f) Reasonable and proper rent of premises demised or let by any member of the Charity or Trustee

(g) To the extent permitted by law, reasonable and proper premiums in respect of any insurance policy taken out pursuant to 4(i) above

(h) Any payment to a Trustee under the indemnity provisions in the Articles of Association

(i) In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission

PROVIDED THAT no member of the Charity or Trustee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that member of the Charity or Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees

For the avoidance of doubt, any reference in clause 6.1 to allowed payments to a Trustee shall also include payments to a person connected to the Trustee

Alterations to this Memorandum

7 1 No alterations to this Memorandum may be made which would cause the Charity to cease to be a Charity in law. Other alterations to this Memorandum may only be made by special resolution or written resolution. For a special resolution to be valid, 14 Clear Days' notice of it must be given specifying it as a special resolution and it will be passed as a special resolution if at least 75% of those voting vote in favour of it. Such a special resolution may be passed on shorter notice if 90% of the total number of members having the right to vote agree to such short notice.

7 2 Alterations may only be made to

- (i) the Objects, or
- (ii) to any clause of this Memorandum or Articles which directs or restricts the way money or the property of the Charity may be used, or
- (iii) to any clause in this Memorandum or Articles which directs the application of property on dissolution, or
- (iv) to any clause in this Memorandum or Articles which gives trustees or members any benefit.

with the Charity Commission's prior written consent where this is required by law.

7 3 The Charity Commission and the Registrar of Companies must be informed of alterations and all future copies of the Memorandum issued must contain the alterations.

8 Limited Liability

8 1 The liability of the members is limited

9 Guarantee By Members of the Charity

9 1 Every member of the Charity agrees to contribute to the Charity £1 or any smaller amount required if -

- (a) the Charity is wound-up while he or she is a member or within a year afterwards, and
- (b) the Charity has debts and liabilities which it cannot meet out of its assets.

10 Winding-up of the Charity

10 1 If the Charity is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable institution or institutions. This other institution(s) must have objects which are similar to those of the Charity.

10 2 The institution or institutions will be chosen by the Trustees of the Charity at or before the time when the Charity is wound-up or dissolved.

Company number 5964653
number

Charity

THE COMPANIES ACTS 1985 AND 1989

Company limited by guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF
ACTIVE CHANGE FOUNDATION LIMITED

Meaning of Words

1 1 In these Articles and the Memorandum the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context -

1 2 Words	Meanings
Act	The Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment

	thereof from time to time			
Articles	These Articles of Association			
Board	The Board of Trustees of the Charity, the members of which are the directors of the Charity and are charity trustees	Signed	Shall include facsimiles of signatures and other forms of authentication that are permitted by law	
Chair	The Chair of the Board of Trustees where the Chair is unable to act, the term includes any person discharging the functions of the Chair	Special Business	As defined in Article 11 3	
Charities Act	The Charities Acts 1992, 1993 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time	Taxable Trading	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	
Charity	Means the company regulated by these Articles	Trustees	The directors of the Charity	
Charity Commission	The Charity Commission of England and Wales	United Kingdom	Great Britain and Northern Ireland	
Clear Days	In relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates	in Writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax (to the extent legally permissible)	
Month	Calendar month	1 3	Words in the singular form include the plural and vice versa	
Objects	The Objects of the Charity as defined in clause 3 of the Charity's Memorandum of Association	1 4	The words "person" or "people" include corporations	
Office	The registered office of the Charity	1 5	Apart from the words defined above, any words or expressions defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context	
Regulations	Any rules, standing orders or regulations made in accordance with these Articles	1 6	Headings are not part of the Memorandum or Articles	
		2	The Constitution of the Charity, Rights of Inspection	
		2 1	The Charity is established for the Objects	
		2 2	A copy of the Memorandum and Articles and any Regulations must be available for inspection by the members of the Charity at the Office Any member who requests a copy of	

the Memorandum and Articles of Association must be sent a copy

3 Members

3 1 The number of members of the Charity is unlimited, subject to Article 4 3

3 2 The Charity must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member

3 3 Subject to the Act, the register is available for inspection by (i) the members of the Charity without charge; and (ii) any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law

4 Membership

4 1 If at the date of adoption of these Articles the subscribers who signed the Articles of the Charity on its incorporation are still members of the Charity, they should remain members of the Charity until their membership ceases in accordance with these Articles

4 2 All Trustees shall automatically become members of the Charity and their names shall be entered into the Charity's register of members Any such member will cease to be a member automatically on ceasing to be a Trustee and the register of members shall be amended accordingly

4 3 Membership shall not be open to any person other than as set out in Articles 4 1 and 4 2

5 No transfer of Membership

5 1 None of the rights of any member of the Charity may be transferred or transmitted to any other person

6 Ending of Membership

6 1 A member stops being a member of the Charity

(a) where a member is a member by virtue of being a

Trustee of the charity under Article 4 2, if that member ceases to be a Trustee, or

(b) where a member is a member by virtue of being a subscriber to these Articles and is not a Trustee, if that member informs the Board in writing that he or she wishes to cease being a member or if the majority of the Board resolves that that person be removed from membership

7 Associate Membership

7 1 The Board may at any time appoint such persons as it thinks fit as Associate Members of the Charity Associate Membership will not constitute membership of the Charity for the purposes of the Act and any reference to members in these Articles and in the Memorandum shall not be a reference to Associate Members The rights of the Associate Members shall be decided by the Board from time to time and the Board may remove any person from Associate Membership at any time

8 General Meetings

8 1 Subject to Article 8 2, the Charity shall hold an annual general meeting in addition to any other general meeting in every calendar year The annual general meeting must be specified as such in the notices calling it

8 2 The first annual general meeting must be held within 18 months of the incorporation of the Charity

9 Extraordinary General Meetings

9 1 All general meetings except annual general meetings are called extraordinary general meetings

10 Calling of Extraordinary General Meetings

10 1 The Board may call an extraordinary general meeting whenever they wish Such a meeting must also be called if not less than ten per cent of the members of the Charity request it in writing, subject to the provisions of the Act

11 **Notice of General Meetings**

An annual general meeting or an extraordinary general meeting must be called by giving at least 14 Clear Days' notice in writing. These notices must specify the place, date, time and the exact details or general nature of any Special Business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with Article 53.

However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed by 90 per cent of the members entitled to attend and vote at it.

Permitted Dates and Numbering

Permitted Dates and Numbering

11.3 At an extraordinary general meeting all business will be treated as Special Business. At an annual general meeting all business will be treated as Special Business except the consideration of accounts and balance sheets, the reports of the Trustees and auditors, the election of Trustees in place of those retiring, the election of Trustees appointed to fill a vacancy since the last Annual General Meeting, the appointment of auditors, and the fixing of the remuneration of the auditors.

12 **Quorum**

12.1 Business may be transacted at a general meeting only if a quorum of members is present in person or by proxy when the meeting begins to deal with its business. A quorum is one third of the Trustees subject to a minimum of two and where a third does not produce a whole number the quorum shall be the next higher whole number.

13 **Adjournment if no Quorum**

13.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to

another day, time and place as the Board may decide.

13.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

14 **Chair**

14.1 The Chair (if any) of the Board should normally preside as Chair at every general meeting of the Charity. If there is no Chair, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the Chair of the meeting and in default the members at the meeting shall select a Chair.

15 **Adjournment of the Meeting**

15.1 The Chair may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

15.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

16 **Voting on Resolutions**

16.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the Chair or a member who is present. Members may vote by proxy.

16.2 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Charity.

16.3 The Board may by a resolution approved by 75% of the

current membership of the Board authorise the use of a postal or electronic ballot for the election of Trustees. In the event that the Board so elects to hold an electronic ballot, it must inform the members that they have the right to choose whether to cast their votes electronically or by post.

17 **Proxies**

17.1 A person holding a proxy may vote on any resolution

17.2 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the form set out in Article 17.4 or in any usual or common form or in such other form as the Trustees may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or such other place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting (excluding bank holidays and weekends).

17.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or (in the case of a poll) taken more than 48 hours after it is demanded) before the time appointed for taking the poll.

17.4 A proxy in the following form will be acceptable

"I
of
a member of the Active Change Foundation Limited
hereby appoint

18 **Postal or Electronic Voting**

of
and failing him or her
of
as my proxy to vote for me on my behalf at the [Annual/Extraordinary] General Meeting of the Charity to be held on the day of adjournment thereof and any

Signed on the _____ day of _____

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

18.1 If the Board decides to hold a postal or electronic ballot for the election of Trustees in accordance with Article 16.3 above

- (a) members must be informed of the method and time limits for submitting nominations not less than 63 Clear Days before the relevant general meeting. Such notice may be in any communication including a publication sent to members,
- (b) nominations signed by a member must be submitted in writing to the Charity no later than 42 Clear Days before the date of the relevant general meeting,
- (c) ballot papers or directions for electronic voting shall be sent to all the members of the Charity no later than 21 Clear Days before the date of the relevant general meeting,
- (d) the ballot papers or directions for electronic voting shall include details of the deadline by which ballots must be returned to the Charity or electronic votes cast and shall inform the members that they have the choice as to whether to cast their votes electronically or by post,
- (e) the counting of the ballots will take place at or prior to the relevant general meeting but after the deadline referred to in (d) above.

(f) the election of Trustees shall be carried by a simple majority of the votes cast and in case of equality of votes the Chair shall decide between those candidates by lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

(g) if the vote of any member voting by post or electronically is uncertain or spoilt, or if doubt arises as to the intention of the member so voting the Chair shall have an absolute discretion to reject the vote

19 Declaration of Chair is Final

19 1 Unless a poll is demanded, the Chair's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book

19 2 The demand for a poll may be withdrawn

20 When a Poll is taken

20 1 A poll must be taken immediately, if it is correctly demanded to elect a Chair or to decide upon an adjournment. Polls about other things will be taken whenever the Chair says so. Business which is not the subject of a poll may be dealt with before or during the poll

20 2 The Chair will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting

21 Voting and Speaking

21 1 Every member including the Chair has one vote at general meetings. If the votes are level, the Chair has a casting vote

21 2 The auditor or reporting accountant has the right to attend and speak at general meetings

21 3 A Trustee shall have the same rights as members to attend and speak at general meetings but shall not be entitled to vote at general meetings, unless the Trustee is also a member

22 Written Agreement to Resolution

22 1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid

(a) It must be in Writing,

(b) in the case of a special resolution it must be signed by at least 75 per cent of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings,

(c) in the case of an ordinary resolution it must be signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings,

(a) It may consist of two or more documents in identical form signed by members;

(b) the passing of the resolution must comply with any other requirements of the law from time to time

23 Management by the Board

23 1 The business of the Charity is managed by the Board. They may pay all the expenses of promoting and registering the Charity. They may use all powers of the Charity which are not, by the Act or by these Articles, required to be used by a general meeting of the Charity

24 Payment of Subscriptions

24 1 All members must pay the subscriptions (if any) that the Board decides from time to time. The Board may fix differing rates for subscriptions

25 Indemnity of Trustees

25 1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee may otherwise be entitled the Charity may indemnify every Trustee out of the assets of the Charity against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee save that no Trustee may be entitled to be indemnified

- (a) for any liability incurred by him to the Charity or any associated company of the Charity (as defined by the Act for these purposes),
- (b) for any fine imposed in criminal proceedings,
- (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- (d) for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final,
- (e) for any liability which he has incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against him, and
- (f) for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final

25 2 To, and to the extent permitted by law from time to time, the Charity may provide funds to every Trustee to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee, provided that he will be obliged to repay such amounts no later than

- (a) in the event he is convicted in proceedings, the date when the conviction becomes final.

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- (b) in the event of judgment being given against him in proceedings, the date when the judgment becomes final, or
- (c) in the event of the court refusing to grant him relief on any application under the Act, the date when refusal becomes final

26 **Payment of reasonable expenses to Trustees**

26 1 The Trustees may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Charity but shall not be paid any other remuneration except as permitted in the Memorandum of Association or by law

27 **The Keeping of Minutes**

27 1 The Board must have minutes entered in the minute books -

- (a) of all appointments of officers by the Board,
- (b) of the names of the Trustees present at each of its meetings and of any committee of the Board,
- (c) of all resolutions and proceedings at all meetings of
- (d) (i) The Charity;
- (ii) The Board, and
- (iii) Committees of the Board

28 **The Make-up of the Board**

28 1 The first Board consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Charity is formed or appointed by them. They hold office until the first annual general meeting. After that, the Board consists of not less than three and no more than twelve persons elected by members of the Charity

28 2 Where there are no more candidates than vacant posts the

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candidates shall be declared elected at the annual general meeting without the necessity of a ballot provided that a majority of the Board has approved the appointment of any such candidate

29 Retirement of members of the Board

29 1 At the first annual general meeting of the Charity after the adoption of these Articles, one half of the Trustees will retire but may stand for re-election. In the absence of agreement those to retire and stand for re-election shall be selected by lot

29 2 Subject to Articles 29 1 and 29 3, every Trustee shall retire at the third annual general meeting after his last election or re-election but may stand for re-election

29 3 At the sixth annual general meeting of the Charity after his initial election by the members each Trustee shall retire irrespective of when he was last re-elected. After at least one year out of office any such Trustee is eligible for re-election but the Board may by a resolution recommend that a Trustee serve as a Trustee for a further term, the length of which shall be decided by the Board, without taking a year out of office provided such a resolution is passed by at least 75 per cent of the Trustees voting

30 Change in composition of the Board

30 1 The make-up and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below three

31 Notification of change of members of the Board to the Registrar of Companies

31 1 All appointments, retirements or removals of Trustees and the Company Secretary must be notified to the Registrar of Companies

32 Filling vacancies in the Board

32 1 The Board can appoint anyone to fill a vacancy in the membership of the Board. They will hold office until the next annual general meeting when they may be elected by the members unless they cease to be a Trustee prior to that by virtue of Article 33 or 34

32 2 Such appointees may vote at meetings of the Board

33 Ending of Board Membership

33 1 A Trustee ceases to hold office if he or she -

(a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or

(b) becomes barred from membership of the Board because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993, or

(c) becomes incapable whether mentally or physically of managing his or her own affairs, or

(d) resigns the office by notice in writing to the Charity but only if at least three Trustees will remain in office when the resignation takes effect, or

(e) is absent without notice from four consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign, or

(f) is directly or indirectly involved in any contract or proposed contract with the Charity and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting which the Trustee attends after that interest arises (or such other way as is legally sufficient from time to time), or

(g) is removed from office under Article 34

34 Removal of a Trustee by a General Meeting

34 1 A general meeting of the Charity may remove any Trustee before the end of his or her period of office whatever

the rest of these Articles or any agreement between the Charity and the Trustee may say

34 2 Removal can take place only by the Charity passing an ordinary resolution saying so. Member(s) of the Charity must give a notice to the Charity of the intention to remove a Trustee and/or appoint a replacement. At least 28 Clear Days' notice must be given to the Charity and all other requirements of the Act must be complied with. Once the Charity receives such notice it must immediately send a copy to the Trustee concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Trustee may require it to be read to the meeting.

35 Meetings of the Board

35 1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

35 2 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote. Including the Chair. If the votes are equal, the Chair has a second or casting vote.

35 3 The Charity, if requested by the Chair or a Trustee, must summon a meeting of the Board.

35 4 Notice of a Board Meeting need not be given to any Trustee who is out of the United Kingdom.

35 5 Meetings may be held in person or by suitable electronic means (including by telephone) agreed by the Board in which all participants may communicate with all other participants.

36 Conflicts of Interest

36 1 Where the duty of a Trustee under section 175(1) of Companies Act 2006 to avoid conflict of interest would otherwise be infringed in relation to a particular transaction or arrangement, the duty is not infringed if

(a) the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them,

(b) any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, and

(c) the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted.

36 2 The Trustees shall also observe the rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest and to the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict that he has.

37 Officers of the Board

37 1 The Board may elect or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Trustees.

38 Quorum for the Board

38 1 The quorum necessary for business to be done at a Board meeting is a third of the Trustees subject to a minimum of two and where one third does not produce a whole number the quorum shall be the next higher whole number.

39 Vacancies on the Board

39 1 The Board may act despite any vacancy on the Board, but if the number of Trustees falls below the quorum, it may act only to summon a general meeting of the Charity or to appoint another Trustee.

40 A Resolution may be Approved by Signature Without a Meeting

40 1 A resolution in Writing Signed by all the Trustees or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or

committee

41 **Validity of Acts Done at Meetings**

41 1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that he or she was disqualified, anything done before the discovery at any meeting of the Board is as valid as if there were no defect or disqualification

42 **Delegation by the Board**

42 1 The Board may delegate the administration of any of its powers to committees consisting of one or more Trustees and any such committee or Trustee must conform to any rules that the Board imposes on it

42 2 The Board may co-opt any person or people who are not Trustees to serve on the committee

42 3 All acts and proceedings of the committee or Trustees must be reported to the Board as soon as possible

43 **Chair of Committees**

43 1 A committee may elect a chair of its meetings if the Board does not nominate one

43 2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chair of the meeting

44 **Meetings of Committees**

44 1 A committee may meet and adjourn whenever it chooses

44 2 Questions at the meeting must be decided by a majority of votes of the members present

44 3 A committee must have minutes entered in minute books. Copies of these minutes must be given to all Trustees

45 **Appointment and Removal of the Company Secretary**

45 1 To the extent required by law, the Charity must have a

Company Secretary. The Board may appoint and remove the Company Secretary and may decide his or her period of office, pay (if not a Trustee) and conditions of service

46 **Actions of Trustees and Company Secretary**

46 1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary

47 **The Seal**

47 1 If the Charity shall decide to use a company seal the Board must provide safe custody of the Seal

47 2 The Seal may only be used as the authority of the Board or of a committee authorised by the Board to use it

47 3 Everything to which the Seal is affixed must be -

(a) signed by a member of the Board, and

(b) countersigned by the Company Secretary or by a second Trustee or by some other person appointed by the Board for that purpose

48 **Proper Accounts must be Kept**

48 1 Accounts shall be prepared in accordance with the Act

49 **Books must be Kept at the Office**

49 1 The books of account must be kept at the Office or at other places decided by the Board. The books of account must always be open to inspection by Trustees

50 **Inspection of Books**

50 1 The Trustees must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect a book of account or document of the Charity if the right is given by law or

authorised by the Trustees or a general meeting

51 Account and Returns

51 1 To the extent required by law, the Board must, for each accounting reference period, put before a general meeting of the Charity such reports, statements or accounts as are from time to time required by law, and must comply with all other legal requirements from time to time as to the circulation of such reports, statements or accounts to the members

51 2 The Board must file with the Registrar of Companies and the Charity Commission all annual returns and other documents that are required to be filed

52 Appointment of Reporting Accountants or Auditors

52 1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement

53 Service of Notices

53 1 The Charity may give notice to any member either

(i) personally, or

(ii) by delivering it or sending it by ordinary post to the member's registered address, or

(iii) if the member has provided the Charity with a fax number, by sending it by fax to that member This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement, or

(iv) if the member has provided the Charity with an e-mail address, by sending it by e-mail to that address This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement, or

(v) in accordance with the provisions for notice on a website set out below

If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Charity for that purpose or in accordance with (i), (iii), (iv) or (v) above

53 2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice if sent by fax or email it will be treated as properly sent if the Charity receives no indication that it has not been properly sent

53 3 If sent by post in accordance with this Article, the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post If sent by fax or email, the notice will be treated as having been received 24 hours after having been properly sent

53 4 The Charity may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Charity that it is not

53 5 Where a member has informed the Charity in writing of his consent, or has given deemed consent in accordance with the Act, to receiving notices from the Charity by means of a website, notice will be validly given if the Charity sends that member a notification informing him that the documents forming part of the notice may be viewed on a specified website The notification must be sent in accordance with Article 53 1 and must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting The notice must be available on the website throughout the notice period until the end of the meeting in question

54 Accidental Omission of Notice

54 1 Sometimes a person entitled to receive a notice of a

meeting does not receive it because of accidental omission or some other similar reason This does not invalidate the proceedings of that meeting

55 **Who is Entitled to Notice of General Meetings**

55 1 Notice of every general meeting must be given to -

(a) every member (except those members who lack a registered address within the United Kingdom and have not given the Charity an address for notices within the United Kingdom and have not consented to receiving notice by email or fax),

(b) the reporting accountants or auditor of the Charity, and
(c) all Trustees

55 2 No one else is entitled to receive notice of general meetings

56 **Alteration of the Articles**

56 1 The Charity may alter these Articles only by a special resolution or by a written resolution A special resolution must be passed at a meeting of members of which 14 Clear Days' notice has been given of the intention to pass a special resolution and at which at least 75% of those voting vote in favour of it Such a resolution may be passed on shorter notice if 90% of members having the right to vote agree to such short notice

56 2 No alteration may be made to an Article which directs or restricts the way money or property of the Charity may be used, or which directs the application of property on dissolution, or which authorises any benefit for Trustees or members without the Charity Commission's prior written approval where that is required by law

56 3 The Charity Commission and the Registrar of Companies must be informed of alterations and all future copies of the Articles issued must contain the alterations

57 **Regulations**

57 1 The Board may make such regulations, by-laws or standing orders as it sees fit These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid

58 **Dissolution of the Charity**

58 1 The Board or a general meeting may decide at any time to dissolve the Charity The Charity shall then call a meeting of all members entitled to notice of general meetings

58 2 Any surplus must be used in accordance with the provisions of the Memorandum of Association