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COMPANIES ACTS 1985 & 1989

**MEMORANDUM
OF
ASSOCIATION**

OF

VOLUNTEERS IN ACTION SOUTHWARK

**COMPANY LIMITED BY GUARANTEE
AND
NOT HAVING SHARE CAPITAL**



1. The Company's name is Volunteers in Action Southwark (and in this document it is called "the Charity")
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are:

To advance education, protect health, relieve poverty, sickness and distress and to promote any other charitable purpose for the benefit of persons in the London Borough of Southwark and its environs, by the promotion of voluntary work and a volunteer service.

4. In furtherance of the Objects but not further or otherwise the Charity may exercise the following powers:
 - 4.1. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts and to enter into contracts in the name of the Charity;
 - 4.2. to borrow or raise funds for the purposes of the Charity on such terms and on such security (if any) as may be thought fit and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - 4.3. to acquire by gift and/or hold, fully paid shares in any body corporate which shall carry on trading activities calculated to raise money for the Charity's purposes, or to facilitate the achievement of the Charity's Objects;
 - 4.4. to purchase, take on lease or in exchange, hire or otherwise acquire, and to hold, any real or personal property and any rights or privileges which the Charity may think necessary for the promotion of its Objects, and to construct, maintain and alter any buildings or erections necessary or, in the opinion of the directors of the Charity (hereinafter called the "trustees") desirable in connection with such Objects;
 - 4.5. subject to such consents as may be required by law, to sell, let, mortgage, dispose of, or turn to account, all or any of the property or assets of the Charity as may be thought necessary or desirable with a view to the promotion of its Objects;
 - 4.6. to employ, and subject to clause 5 below, remunerate, all such officers, staff, agents and advisers as shall be considered necessary for the proper pursuit of the Objects and to make all reasonable or desirable for the proper pursuit of the Object and (subject as aforesaid) to make reasonable provision for the payment of pensions and superannuation to such paid officers and staff and their dependants;
 - 4.7. to establish, support or assist (financially or otherwise) any charitable trusts, companies, associations or institutions formed for all or any of the Objects;
 - 4.8. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;



- 4.9. to invest any moneys which the trustees may from time to time consider to be surplus to the immediate requirements of the Charity in the carrying out of its Objects, in or upon such investments (including without limitation bank or building society accounts) of whatsoever nature and wheresoever situate, as the trustees shall at their discretion think fit;
- 4.10. to do all such other lawful things as in the opinion of the trustees may be necessary or desirable for the furtherance or achievements of the Objects or any of them.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid to transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any members of the Charity, and save as herein otherwise provided, no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefits in money or money's worth from the Charity. Provided that nothing in this document shall prevent any payment in good faith by the Charity:
- 5.1. of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- 5.2. 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;
- 5.3. of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- 5.4. 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 1/100th part of the issued capital of that company;
- 5.5. of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
- 5.6. to any trustee of reasonable out-of-pocket expenses properly incurred in connection with the affairs of the Charity.
- 5.7. of any premium in respect of any indemnity insurance to cover the liability of the trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity. Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees (or relevant member thereof) knew or ought reasonably to have known was a breach of duty or breach of trust or which was committed by the trustees (or relevant member thereof) in reckless disregard of whether it was a breach of duty or breach of trust or not.

Neither shall anything herein contained disentitle the trustees bonafide from proposing and as members of the Charity voting in favour of, any alteration to the Memorandum and Articles of Association of the Charity designed to enable the



Charity to enter into any arrangement with a trustee or member under which (directly or indirectly) the trustee or member derives a benefit of a description not mentioned in 1 to 7 above, so long as the trustees are satisfied that such arrangements are in the best interests of the Charity.

6. The liability of the members is limited.
7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) 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.
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 given or transferred to some other Charity or charities (having Objects similar to the objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above), chosen by the trustees of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.



We, the several persons whose names and addresses are subscribed wish to be formed into a company pursuant of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

RICHARD JOHN HANBY HOLMES	15 Alleyn Road, London, SE21 8AB
EILEEN CONN	60 Nutbrook Street, London, SE15 4LE
CHARLES BASIL WOODD	36 Talfourd Road, London, SE15 5NY
WILLIAM NEIL BARKER	102A Camden, London, NW1
HILARY R PINCOTT	24 Geldart Road, London, SE15 5XA
DAVID RICHARDS	34 Denman Road, Peckham, SE15 5NP
AUDREY HYDE-CHAMBERS	12 Gloucester Court, Swan Street, London, SE1 1DQ
HYACINTH PARSONS	3 Manwood Road, London, SE4 1AA
DENRY MCDONALD	81 Darwin Court, Crail Row, London, SE17 1HT
CATHERINE LEEK	12 Fossil Road, London, SE13 7DE
MONICA MAHABIER	41B Graces Road, London, SE5 8PF

Dated this 11th day of June 1996

Witness to the above Signatures: **CHRIS RICHARDS**



COMPANIES ACT 1985 & 1989

ARTICLES OF ASSOCIATION

of

VOLUNTEERS IN ACTION SOUTHWARK

**COMPANY LIMITED BY GUARANTEE
AND
NOT HAVING A SHARE CAPITAL**



Company Ltd by Guarantee registered in England no 3218745 • Registered charity no 1060581
Registered Office: 48 Willowbrook Road, Peckham, London SE15 6BW • Telephone 0171 635 8783

The Companies Acts 1985 to 1989
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

VOLUNTEERS IN ACTION Southwark

Interpretation.

1. In these Articles:
 - 1.1. "The Charity" means the company intended to be regulated by these Articles;
 - 1.2. "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
 - 1.3. "the articles" means these Articles of Association of Volunteers in Action Southwark as from time to time amended;
 - 1.4. "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is to take effect;
 - 1.5. "executed" includes any mode of execution;
 - 1.6. "the Memorandum" means the Memorandum of Association of the Charity as from time to time amended;
 - 1.7. "office" means the registered office of the Charity;
 - 1.8. "the seal" means the common seal of the Charity if it has one;
 - 1.9. "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;
 - 1.10. "the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);
 - 1.11. "the United Kingdom" means Great Britain and Northern Ireland; and
 - 1.12. words importing the masculine gender only shall include the feminine gender; words importing the singular only shall include the plural (and vice versa); and words importing persons shall include corporations.

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 membership in accordance with the rules under Article 65 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.
- 2.2. Every member of the Charity shall on becoming a member either sign a written consent framed in such terms as the trustees may require, or shall sign the Register of Members. Membership is not transferable.
- 2.3. Unless the trustees or the Charity in general meeting shall make other provision under Article 65, the trustees may in their absolute discretion permit any member of the Charity upon submitting his written resignation to the Office, to retire, provided that after such retirement the number of members is not less than three. Also the trustees shall have the right for reasons regarded by them at their discretion as being good and sufficient, to terminate the membership of any member, provided the member concerned shall be entitled to be given a reasonable opportunity to be heard before a final decision is made.

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 fifteen 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 eighteen 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 times and 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 twenty one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - 5.1. in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - 5.2. 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 percent 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 at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, five persons entitled to vote upon the business to be transacted, each being a member, the proxy of a member, or a duly authorised representative of a member organisation, shall constitute a quorum. For quorum purposes a person present in two or more capacities shall be counted once only.
8. If a quorum is not present within half an hour from the time appointed for the meeting, it shall, if convened on the requisition of members, be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine, and if at any such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.
9. The chairperson, if any, of the trustees or in his absence some other trustee who shall have been nominated by the trustees in advance to take the chair in the absence of the chairperson, shall preside as chairperson of the meeting, but if neither the chairperson nor such other trustee (if any) are present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairperson or, if there is only one trustee present and willing to act, he shall be chairperson.
10. If no trustee is willing to act as chairperson, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson.
11. The chairperson 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 business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and 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.
12. 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:
 - 12.1. by the chairperson; or
 - 12.2. by at least two members having the right to vote at the meeting; or
 - 12.3. by a member or members representing not less than one tenth of the total voting rights of all members having the right to vote at the meeting.



13. Unless a poll is duly demanded a declaration by the chairperson 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.
14. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
15. A poll shall be taken as the chairperson 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 a resolution of the meeting at which the poll is demanded.
16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote he may have.
17. No poll shall be demanded on the election of a chairperson or on any question of adjournment. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent 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 results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
18. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven days' clear notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

19. Subject to Article 16 every member shall have one vote.
20. Save as herein expressly otherwise provided, no member other than a member duly registered shall be entitled to vote, either personally or by proxy at any general meeting, and no member shall be entitled to vote at any meeting unless all moneys then payable by him to the Charity have been paid.
21. Votes may be given on a poll, either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act. A proxy need not be a member.
22. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, or if none, then under the hand of some officer duly authorised in that behalf.
23. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall either be deposited at the Office not less than twenty-four hours before the meeting is to be held or the poll is to be taken or be produced at the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of three month from the date of its execution.



24. A vote given in accordance with the terms of any instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
25. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-
- I, ***** of, ***** a member of Volunteers in Action Southwark appoint ***** of ***** to vote for me and on my behalf at that [Annual or Extraordinary, or adjourned, as the case be] meeting of that company to be held on the *** day of ***** and at every adjournment thereof.
- As witness my hand this ***** day of **** 19**
- The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
26. Any organisation which is a member of the Charity shall 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 (upon production, if required by the chairperson, of evidence of his authority so to act) 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.
27. A vote given or poll demanded by the 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 notice 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 (in the case of a poll taken otherwise on the same day as the meeting or adjourned meeting) the time appointed for the taking the poll.
28. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

TRUSTEES

29. The number of trustees shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
30. 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

31. Subject to the provisions of the Act, the Memorandum and the Articles and to any lawful directions 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.
32. The trustees may from time to time delegate such of their decision making powers in relation to the day to day administration of the Charity as they shall think fit to a Chief Executive or other employee or agent of the Charity upon such terms as to remuneration or otherwise as they may consider appropriate (but subject always to the provisions of Clause 5 of the Memorandum) provided always that any such Chief Executive or other employee or agent of the Charity shall be required to report regularly to the trustees and the trustees shall supervise and control the work carried out by him.

APPOINTMENT AND RETIREMENT OF TRUSTEES

33. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.
34. 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 re-appointment, but as between persons who became or were last re-appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
35. 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 re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the trustee is put to the meeting and lost.
36. No person other than a trustee retiring by rotation shall be appointed or re-appointed a trustee at any general meeting unless:
- 36.1. he is recommended by the trustees; or
- 36.2. 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 re-appointment stating the particulars which would, if he were so appointed or re-appointed, 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 re-appointed.
37. No person may be appointed a trustee:
- 37.1. unless he has attained the age of 18 years; or



- 37.2. in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 42.
- 37.3 unless he is, or has delivered to the Charity (and not withdrawn) a written application to become, if elected, a member of the Charity.
38. Not less than seven nor more than twenty eight days before the date appointed for holding a general meeting notice shall be given to all persons who are 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 re-appointment 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 re-appointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of trustees.
39. 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.
40. 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 re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.
41. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be re-appointed.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

42. A trustee shall cease to hold office if he
- 42.1. ceases to be a trustee by virtue of any provisions in 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);
- 42.2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 42.3. resigns his office by notice in writing to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- 42.4. has a receiving order made against him or makes any arrangement or composition with his creditors
- 42.5 ceases to be a member of the Charity
- 42.6 is removed from office by a resolution duly passed pursuant to section 303 of the Act.



- 42.7. having been appointed to the board of trustees as a representative of a corporate member of the Charity, that member for any reason relinquishes its membership of the Charity, or whilst remaining a member serves upon the Charity written notice of its representative's removal from the board of trustees.
- 42.8 is served with a written notice (which need not specify reasons) signed by not less than three quarters of his fellow trustees removing him from office as a trustee.
- 42.9. 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 vacant.

TRUSTEES' EXPENSES AND DEALINGS WITH THE CHARITY

43. Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees or general meetings or otherwise in connection with the discharge of their duties as trustees, but shall otherwise (except as permitted by Clause 5 of the Memorandum) receive no payment, remuneration, or other pecuniary advantage for acting as such, or take or hold any interest in property belonging to the Charity, or be interested otherwise than as trustee in any other contract to which the Charity is party.

TRUSTEES' APPOINTMENTS

44. Subject to the provisions 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 any other executive office shall not be subject to retirement by rotation.

PROCEEDINGS OF TRUSTEES

45. 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 chairperson shall have a second or casting vote.
46. 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.
47. 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 admitting persons to membership of the Charity, filling vacancies or of calling a general meeting.



48. The trustees may appoint one of their number to be the chairperson of their meetings and may at any time remove him from that office, and may likewise appoint (and remove) a deputy to act in the absence of the chairperson. Unless he is unwilling to do so, the trustee appointed as chairperson shall preside at every meeting of trustees at which he is present. But if there is no trustee holding the office of chairperson, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the deputy chairperson shall take the chair, and in default the trustees present may appoint one of their number to be chairperson of the meeting.
49. A meeting of the trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Charity for the time being vested in the trustees generally.
50. The trustees may delegate any of their powers to committees and may appoint advisory committees, consisting of such trustees or members of the Charity or of such other persons as they think fit, and any committee so formed shall conform to any regulations imposed on it by the trustees. The trustees may remove any member of any such committee. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the trustees. All acts and proceedings of any such committee shall be reported to the board as soon as possible.
- 50.1 The trustees may appoint such officers of the Charity, or of any committee formed by it, as it thinks fit, and with such titles as it thinks fit.
- 50.2 The trustees may also appoint any person they shall think appropriate to hold (either alone or jointly with others) any honorary position in relation to the Charity with the designation of Patron, President or Vice President (or otherwise howsoever) of the Charity who shall not as such be an officer of the Company or take any part in the management of the Charity or have duties in relation to the Charity.
51. All acts bona fide done by a meeting of trustees, or of a committee of trustees, 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.
52. 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.
53. 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, and the fact that it is a registered charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees, unless the trustees shall have determined otherwise pursuant to Article 57.

SECRETARY

54. 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

55. The trustees shall keep proper minutes in books or files kept for the purpose
- 55.1. of all appointments of officers made by the trustees; and
- 55.2. of all proceedings of meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

and any such minutes of any meeting, if purporting to be signed by the chairperson of the meeting, or by the chairperson of the next succeeding meeting, shall be sufficient evidence, without any further proof, of the facts therein stated.

EXECUTION OF DOCUMENTS

56. The Charity shall not have a common or other seal unless the trustees at any time otherwise so resolve.

Without prejudice to the provisions of Section 36A of the Act, the trustees may at any time and from time to time delegate to any one or more of their number or to any other person or persons they shall think fit (and on such conditions as they shall at their discretion from time to time consider appropriate) the power (in relation to cheques as well as other written instruments of the Charity) to bind the Charity by their signature.

ACCOUNTS

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

The trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Charity or any of them shall be open to the inspection of members not being members of the board, and no member (not being a member of the board) shall have the right of inspecting any account or book or document of the Charity except as conferred by statute or authorised by the trustees or by the Charity in general meeting.

ANNUAL REPORT

58. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

ANNUAL RETURN

59. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

60. 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.



61. 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 address 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.
62. 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 purpose for which it was called.
63. 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

64. 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

65. 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:
 - 65.1. 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;
 - 65.2. the conduct of the members of the Charity in relation to one another, and the Charity's servants;
 - 65.3. 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 law or by the articles;
 - 65.5. generally, all such matters as are commonly the subject matter of company rules.
66. The Charity in general meeting shall have power to alter, add to or repeal the rules or bylaws and the trustees shall adopt such means as they think necessary and sufficient to bring to the notice of members of the Charity all such rules or bylaws, which shall be binding on all members of the Charity. Provided that no rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.



NAMES AND ADDRESSES OF SUBSCRIBERS

We, the several persons whose names and addresses are subscribed wish to be formed into a company pursuant of this Memorandum of Association.

NAMES and ADDRESSES OF SUBSCRIBERS

RICHARD JOHN HANBY HOLMES	15 Alleyn Road, London, SE21 8AB
EILEEN CONN	60 Nutbrook Street, London, SE15 4LE
CHARLES BASIL WOODD	36 Talfourd Road, London, SE15 5NY
WILLIAM NEIL BARKER	102A Camden, London, NW1
HILARY R PINCOTT	24 Geldart Road, London, SE15 5XA
DAVID RICHARDS	34 Denman Road, Peckham, SE15 5NP
AUDREY HYDE-CHAMBERS	12 Gloucester Court, Swan Street, London, SE1 1DQ
HYACINTH PARSONS	3 Manwood Road, London, SE4 1AA
DENRY MCDONALD	81 Darwin Court, Crail Row, London, SE17 1HT
CATHERINE LEEK	12 Fossil Road, London, SE13 7DE
MONICA MAHABIER	41B Graces Road, London, SE5 8PF

Dated this 11th day of June 1996

Witness to the above Signatures: **CHRIS RICHARDS**

