

Company Number: 6511046

THE COMPANIES ACTS 1985, 1989 AND 2006

COMPANY LIMITED BY GUARANTEE

ST LUKE'S HOSPITAL FOR THE CLERGY

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

Incorporated on 21st February 2008
Articles of Association amended on 18th June 2008 and 30th October 2009

Charity number 1123195

THURSDAY



RWOVGEPP
RM 05/11/2009 345
COMPANIES HOUSE

Company Number: 6511046

**THE COMPANIES ACT 1985, 1989 and 2006
COMPANY LIMITED BY GUARANTEE**

MEMORANDUM OF ASSOCIATION

- of -

ST LUKE'S HOSPITAL FOR THE CLERGY

1. The company's name is St Luke's Hospital for the Clergy (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England.
3. The Charity's objects ("the Objects") are:-
 - A. To provide or to provide access to such facilities as shall from time to time be appropriate to maintain or improve the physical or mental health of such of the following, namely
 - (a) Clergy of the Anglican Communion and of those Churches in full communion with it on 1st January 2000 (which are herein included within the expression the Anglican Communion) and their spouses and civil partners, surviving spouses and civil partners, and former spouses and civil partners whose marriage or civil partnership has been dissolved and who have not remarried or entered into another civil partnership, dependent children, and other close relatives as approved by the Council of the Charity;
 - (b) theological students who have been accepted as candidates for Holy Orders by a Bishop of the Anglican Communion;
 - (c) members of the Order of Deaconesses;
 - (d) Officers of the Church Army;
 - (e) Anglican missionaries;

- (f) whole time Stipendiary Lay Workers licensed by a Bishop of the Anglican Communion; and,
- (g) members of recognised Monastic and Conventual Orders;

as the Charity shall from time to time decide;

- B. To provide with its best endeavours guidance for preventative health care to Dioceses and the wider Church;
 - C. To engage in other exclusively charitable activities that are to the general financial benefit of the Charity provided that any such activity will not act to the general detriment of the main purposes of the Charity; and
 - D. For facilitating the above to acquire the assets and to undertake the liabilities of the existing charity bearing the name St Luke's Hospital for the Clergy which is registered with the Charity Commission for England and Wales ("the Commission") with number 209236.
4. (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director (referred to in the Articles as a Council Member provided that this is without limitation to the meaning of sub-clause 5(7)(b)) only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
 - (j) to:-
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and
 - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;
- in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (k) to provide indemnity insurance for the Directors (referred to in the Articles as Council Members provided that this is without limitation to the meaning of sub-clause 5(7)(b)) or any other officer of the Charity in relation to any such liability as is mentioned in sub-clause (2) of this clause, but subject to the restrictions specified in sub-clause (3) of this clause;
 - (l) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
 - (m) to do all such other lawful things as are necessary for the achievement of the Objects;

(2) The liabilities referred to in sub-clause (1)(k) are:-

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity.
 - (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
 - (3) (a) The following liabilities are excluded from sub-clause (2)(a):-
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
 - (iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
 - (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her 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.
5. (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 - (b) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
 - (c) A Director may receive an indemnity from the Charity in the circumstances specified in Article 50.

(3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:

- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

(4) No Director may:

- (a) buy any goods or services from the Charity;
- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from the Charity;
- (d) receive any other financial benefit from the Charity;

Unless in any such case:

- (i) the payment is permitted by sub-clause (5) of this clause and the Directors follow the procedure and observe the conditions set out in sub-clause (6) of this clause; or
- (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

(5) Subject as in sub-clause 5(6):

- (a) A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- (b) A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.
- (c) A Director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors.

- (d) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.
- (e) A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
- (6) (a) The Charity and its Directors may only rely upon the authority provided by sub-clause 5(5) if each of the following conditions is satisfied:
- (i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
- (ii) The Director is absent from the part of any meeting at which there is discussion of:
- his or her employment or remuneration, or any matter concerning the contract; or
 - his or her performance in the employment, or his or her performance of the contract; or
 - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5(5); or
 - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5(5).
- (iii) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting;
- (iv) The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the

Director's services as a result of dealing with the Director's conflict of interest).

- (v) The reason for their decision is recorded by the Directors in the minute book.
 - (vi) A majority of the Directors then in office have received no such payments.
- (b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director; or
 - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.
- (7) In sub-clauses (2) to (6) (inclusive) of this clause 5:
- (a) "Charity" shall include any company in which the Charity:
 - holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the board of the company;
 - (b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

6. The liability of the members is limited.

7. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to

contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8. (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:-
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity for use for particular purposes that fall within the Objects;
- (2) Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

SIGNATURES, NAMES AND ADDRESSES OF SUBSCRIBERS

Patrick Buxton Mitford-Slade
Damales House, Borough Court Road, Hartley Wintney,
Hook RG27 8JA

Retired Stockbroker

Robin Anthony Eve
71 Harestone Valley Road, Caterham, Surrey CR3 6HP

Retired Banker

John Wallace Murray
Merlewood, Woodham Road, Horsell, Woking, Surrey

Director & Trustee

Bernard Michael De Lerisson Cazenove
Brocas, Ellisfield, Hants RG25 2QS

Retired

Valerie Ann Packer
251 Alexandra Road, London N10 2EU

Retired Nurse

Dated: 16th January 2008

Witness to the above signatures: Andrew J Allen

Name: Andrew John Allen

Address: 9 New Square, Lincoln's Inn, London WC2A 3QN

Occupation: Solicitor

Company Number: 6511046

THE COMPANIES ACTS 1985, 1989 and 2006

COMPANY LIMITED BY GUARANTEE

* ARTICLES OF ASSOCIATION

- of -

ST LUKE'S HOSPITAL FOR THE CLERGY

Interpretation

1. In these articles:

“**the Act**” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

“**address**” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

“**Auditors**” means any auditor appointed to fulfil functions under either the Act or the Charities Act 1993

“**the Charity**” means the company intended to be regulated by these articles;

“**clear days**” in relation to the period of a notice means a period excluding:

- the when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

“**the Commission**” means the Charity Commissioners for England and Wales;

“**the Council**” means the board of Council Members governed subject to these articles as the board of directors by the Act;

“**the memorandum**” means the memorandum of association of the Charity;

“**officers**” includes the Council Members and the secretary;

* as amended on 18th June 2008

“the seal” means the common seal of the Charity if it has one;

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

“the Council Members” mean the directors of the Charity. The Council Members are Charity Trustees as defined by Section 97 of the Charities Act 1993. The Council Members are Directors as referred to in the memorandum provided that sub clause 5(7)(b) thereof shall not apply for the purpose of this definition of “Council Members”;

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Members

2. (1) The subscribers to the memorandum are the first members of the Charity.
- (2) Membership is open to other individuals to any body corporate and to any corporation sole, who:
 - (a) after being invited by the Council so to do or does apply to the Charity in the form required by the Council; and
 - (b) are or is then approved by the Council.
- (3) Membership is not transferable to anyone else.
- (4) The Council must keep a register of names and addresses of the members.

Classes of Membership

3. (1) The Council may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

- (2) The Council may not without the prior consent in writing of the Commission directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership

4. Membership is terminated if:

- (1) the member dies or, if it is a body corporate or corporation sole, ceases to exist;
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than three members;
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Council that it is in the best interests of the Charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:-
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

General meetings

- 5. (1)** The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

- (3) All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. The Council may call an extraordinary general meeting at any time.

Notice of general meetings

7. (1) The minimum periods of notice required to hold a general meeting of the Charity are:
- twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
 - fourteen clear days for all other extraordinary general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed:
- in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the Council Members and Auditors.
8. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meeting

9. (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:-
- three members entitled to vote upon the business to be conducted at the meeting; or
 - one tenth of the total number of members at the time who if there are then two or more classes of membership are members entitled to vote at a general meeting,
- whichever is the greater.

- (3) The proxy for any member or the authorised representative of a corporate member shall be counted in the quorum.
- 10.** (1) If:-
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Council Members then present shall determine.
- (2) The Council must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- 11.** (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Council.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Council Member nominated by the Council Members then present shall chair the meeting.
- (3) If there is only one Council Member present and willing to act, he or she shall chair the meeting.
- (4) If no Council Member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- 12.** (1) The members present in person or by proxy or by representative at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

13. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or
 - (b) by at least two members (or the proxy or representative of a member) having the right to vote at the meeting; or
 - (c) by a member or members (or the proxy or representative for or of a member) representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 14. If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 15. A resolution in writing signed by each member (or in the case of a member that is a body corporate or corporation sole, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

Votes of members

- 16. (1) Subject to Articles 3 and 14 and the next paragraph, every member, whether an individual or body corporate or corporation sole shall have one vote.
- (2) No member (or the member's proxy or representative) shall be entitled to vote at any general meeting or at any adjourned meeting if he, she or it owes any money to the Charity.
- (3) A proxy for a member or the representative of a corporate member may exercise the vote of the member for which he or she is proxy or representative.
- 17. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 18. (1) Any body corporate or corporation sole that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The body corporate or corporation sole must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the body corporate or corporation sole at any meeting unless such notice has been received by the Charity. The nominee may continue to represent the body corporate or corporation sole until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the body corporate or corporation sole or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the body corporate or corporation sole.

Proxies

- 19. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as

circumstances allow or which the person who is chairing the meeting for which it is given may approve):

“St Luke’s Hospital for The Clergy

I/we being a member of St Luke’s Hospital for The Clergy hereby appoint of or failing him of as my/our proxy to vote in my/our name and on my/our behalf at the general meeting of St Luke’s Hospital for The Clergy to be held on 20.. and at any adjournment thereof.

Signed on 20..”

20. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarily or in some other way approved by the Council may

(a) in the case of an instrument in writing be deposited at the registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than two hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(aa) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications in the notice convening the meeting, or in any instrument of proxy sent out by the Charity in relation to the meeting; or in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting, be received at such address not less than two hours before the time for holding the meeting or adjourned at which the person named in the appointment proposes to vote;

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than two hours before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Council Member, or may be deposited or received as aforesaid not less than two hours before the time appointed for the taking of the poll,

and an appointment of a proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this regulation and the next, “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.

21. A vote given or poll demanded by proxy or by the duly authorised representative of a corporate member 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 registered office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Council Members

22. (1) A Council Member must be a natural person aged 18 years or older.
- (2) No one may be appointed a Council Member if he or she would be disqualified from acting under the provisions of Article 32.
23. The number of Council Members shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
24. The first Council Members shall be those persons notified to Companies House as the first directors of the Charity.
25. A Council Member may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Council.

Powers of the Council

26. (1) The Council Members shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.
- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Council.
- (3) Any meeting of Council Members at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Council.

The appointment of Council Members

27. (1) Subject to article 27(2), the Charity may by ordinary resolution appoint any individual person who is a member of the Charity and who is willing to act to be a Council Member, and the Charity shall in the resolution appointing that person specify the term for which he or she is appointed, and such term shall not be longer than the period until the date of the fifth annual general meeting of the Charity to be held after

the date of such resolution, or in the case of any person who is at the date of the meeting in question aged 72 or older not longer than the period until the date of the second such annual general meeting.

- (2) No person shall be re-appointed as a Council Member if he or she has at the date of the meeting (or of any resolution in writing purporting to re-appoint him) been in office as a Council Member for a continuous period of fifteen years. No person shall be re-appointed as a Council Member for a term so long that before the expiry of such term he or she would have been in office as a Council Member for a continuous period of fifteen years. For the purposes of this article 27(2), any period between two annual general meetings shall be deemed to be one year, notwithstanding that it may be less or more than 365 days. For the purposes of this article 27(2), any period or periods of less than 30 days each between any periods of office shall be disregarded in the calculation of a continuous period of fifteen years.
28. No person, other than a Council Member retiring under article 30(2), may be appointed a Council Member at any general meeting unless not less than fourteen nor more than thirty-five days before the date of the meeting, the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Council Member.
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
29. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Council Member, other than a Council Member who is to retire under article 30(2).
30.
 - (1) The Council may appoint any individual person who is a member of the Charity and who is willing to act to be a Council Member, unless such persons would at the time have been disqualified by article 27(2) from being appointed as such under article 27(1) at a general meeting then held.
 - (2) A Council Member appointed by a resolution of the Council must retire at the next annual general meeting.
31. The appointment of a Council Member, whether by the Charity in general meeting or by the Council, must not cause the number of Council Members to exceed any number fixed as the maximum number of Council Members.

Disqualification and removal of Council Members

32. A Council Member shall cease to hold office at the close of the annual general meeting the date of which is the end of the term for which he or she was appointed under article 27, and also if he or she:-
- (1) ceases to be a Council Member by virtue of any provision in the Act or is prohibited by law from being a director;
 - (2) 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);
 - (3) ceases to be a member of the Charity;
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (5) resigns as a Council Member by notice to the Charity (but only if at least three Council Members will remain in office when the notice of resignation is to take effect), and for the avoidance of doubt it is stated that a Council Member may (subject only as aforesaid) resign during the term for which he was appointed pursuant to article 27(1) or article 30(1) or;
 - (6) is absent without the permission of the Council from all their meetings held within a period of six consecutive months and the Council resolves that his or her office be vacated;

Council Members' remuneration

33. The Council Members must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

Proceedings of The Council

34. (1) The Council may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any Council Member may call a meeting of the Council.
- (3) The secretary must call a meeting of the Council if requested to do so by a Council Member.
- (4) All or any of the Council Members or any members of any committee of the Council may participate in a meeting of the Council or of that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear

each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum as referred to in Article 35 (2); and accordingly, subject to Article 34.1, a meeting of the Council or of a committee of the Council may be held where each of those present or deemed to be present is in communication with the others only by telephone or other communication equipment as aforesaid. A meeting where those present or deemed to be present are in different locations shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

- (5) Questions arising at a meeting shall be decided by a majority of votes.
 - (6) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
35. (1) No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be three or the number nearest to one-quarter of the total number of Council Members, whichever is the greater, or such larger number as may be decided from time to time by the Council.
- (3) A Council Member shall not be counted in the quorum present when any decision is made about a matter upon which that Council Member is not entitled to vote.
36. If the number of Council Members is less than the number fixed as the quorum, the continuing Council Members or Council Member may act only for the purpose of filling vacancies or of calling a general meeting.
37. (1) The Council shall appoint a Council Member to chair its meetings and may at any time revoke such appointment.
- (2) If no one has been appointed to chair meetings of the Council or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to chair that meeting.

- (3) The person appointed to chair meetings of the Council shall have no functions or powers except those conferred by these articles or delegated to him or her by the Council.
- 38.
- (1) A resolution in writing signed by all the Council Members entitled to receive notice of a meeting of the Council or of a committee of the Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council of (as the case may be) a committee of the Council duly convened and held.
 - (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Council Members.

Delegation

- 39.
- (1) The Council may delegate any of its powers or functions to a committee of two or more Council Members but the terms of any delegation must be recorded in the minute book.
 - (2) The Council may impose conditions when delegating, including the conditions that:
 - The relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - No expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Council.
 - (3) The Council may revoke or alter a delegation.
 - (4) All acts or proceedings of any committees must be fully and promptly reported to the Council.
40. A Council Member must absent himself or herself from any discussions of the Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 41.
- (1) Subject to paragraph 41(2), all acts done by a meeting of the Council, or of a committee of the Council, shall be valid notwithstanding the participation in any vote of a Council Member:
 - who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Council Member; and
- that Council Member being counted in the quorum;

the decision has been made by a majority of the Council Member present at a quorate meeting.

- (2) Paragraph 41(1) does not permit a Council Member to keep any benefit that may be conferred upon him or her by a resolution of the Council or of a committee of the Council if, but for paragraph 41(1), the resolution would have been void, or if the Council Member has not complied with article 40.

Seal

42. If the Charity has a seal it must only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Council Member and by the secretary or by a second Council Member.

Minutes

43. The Council must keep minutes of all:-
- (1) appointments of officers made by the Council;
 - (2) proceedings at meetings of the Charity;
 - (3) meetings of the Council and committees of the Council including:
 - the names of the Council Members present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts

44. (1) The Council must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Companies Act 1985. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Council must keep accounting records as required by sections 221 and 222 of the Companies Act 1985.

Annual Report and Return and Register of Charities

45. (1) The Council must comply with the requirements of the Charities Act 1993 with regard to:-
- (a) the transmission of the statements of accounts to the Commission;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.
- (2) The Council must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
46. Any notice to be given to or by any person pursuant to the articles
- (1) must be in writing; or
 - (2) must be given using electronic communications.
47. (1) The Charity may give any notice to a member either:-
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

Notices

48. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purpose for which it was called.
49. (1) Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued from time to time by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

- (3) A notice shall be deemed to be given:-
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity

50. The Charity may indemnify any Council Member against any liability incurred by him or her in that capacity to the extent permitted by section 309A of the Companies Act 1985.

Rules

51. (1) The Council may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (2) The bye-laws may regulate the following matters but are not restricted to them:-
- (a) the admission of members of the Charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Council insofar as such procedure is not regulated by the Act or by these Articles;
 - (e) the appointment and retirement of a President, Honorary Vice Presidents and Vice Presidents who, for the avoidance of doubt, shall not thereby become Council Members;
 - (f) the constitution of committees of the Council and the delegation of the powers or functions of the Council under Article 39;
 - (g) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.

- (4) The Council must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.
- (5) The rules or bye-laws, shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

SIGNATURES, NAMES AND ADDRESSES OF SUBSCRIBERS

Patrick Buxton Mitford-Slade
Damales House, Borough Court Road, Hartley Wintney,
Hook RG27 8JA

Retired Stockbroker

Robin Anthony Eve
71 Harestone Valley Road, Caterham, Surrey CR3 6HP

Retired Banker

John Wallace Murray
Merlewood, Woodham Road, Horsell, Woking, Surrey

Director & Trustee

Bernard Michael De Lerisson Cazenove
Brocas, Ellisfield, Hants RG25 2QS

Retired

Valerie Ann Packer
251 Alexandra Road, London N10 2EU

Retired Nurse

Dated: 16th January 2008

Witness to the above signatures: Andrew J Allen

Name: Andrew John Allen

Address: 9 New Square, Lincoln's Inn, London WC2A 3QN

Occupation: Solicitor

18.06.2008