

The Companies Act 1985

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE
CAPITAL.

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

KENT MULTIPLE SCLEROSIS THERAPY
CENTRE LIMITED

Incorporated on 5th March 1993

Registered Company Number 2339750

Number 2339750

The Companies Act 1985

A COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

of

KENT MULTIPLE SCLEROSIS THERAPY CENTRE LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named company

Held on 26th October 1994

The following RESOLUTIONS were passed as SPECIAL RESOLUTIONS: -

RESOLUTIONS

1. That the object for which the Kent Multiple Sclerosis Therapy Centre

(Hereinafter called the "Charity") are established are as follows: -

(1) To promote the relief of persons in the county of KENT (hereinafter referred to as the "area of benefit") suffering from Multiple Sclerosis by any lawful means and in particular but without prejudice to the generality of the foregoing:

- a) To provide advice, guidance and moral and practical support for persons suffering from Multiple Sclerosis.
- b) To provide therapy (including oxygen therapy) for persons suffering from Multiple Sclerosis or other symptoms or conditions.

(2) And in furtherance of these objects but not further or otherwise the Charity may exercise the following powers:-

- a) To bring together persons suffering from Multiple Sclerosis and persons interested in Multiple Sclerosis.

Following on from this should be (b) to (n) all as currently detailed as 3(2) (b) to (n) with the insertion at the beginning of, (c), (d) and (e) of the words subject to such consents as are required by "Law", and that these objects shall be substituted for those included in the Memorandum of Association of the Charity.

2. That a form of Articles of which a specimen is attached be adopted as the Articles of Association of the Charity in substitution for and to the exclusion of all existing Articles.

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- (1) The admission and classification of members of the Charity (including the admission of organisations to be associate members Note 2.6) 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;
- (2) The conduct of the members of the Charity in relation to one another and to the Charities servants;
- (3) 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;
- (4) The procedure at General Meetings and Meetings of the Trustees and Committees of Trustees insofar as such procedure is not regulated by the Articles;
- (5) Generally, all such matters as are commonly the subject matter of the Charity rules;
- (6) The Charity in general shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of the members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

The Companies Act 1985

A CHARITY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION

(As Amended by Special Resolution dated 26th October 1994)

1. The Charity's name is "KENT MULTIPLE SCLEROSIS THERAPY CENTRE LIMITED" (hereinafter called the "Charity").
2. The Charity's registered office is to be situated in KENT.
3. The objects of the charity are: -

(1) To promote the relief of persons in the County of Kent (hereinafter referred to as the "area of benefit") suffering from Multiple Sclerosis by any lawful means and in particular but without prejudice to the generality of the foregoing:

- (a) To provide advice, guidance and moral and practical support for persons suffering from Multiple Sclerosis (and were practicable to those with other symptoms or conditions).
- (b) To provide therapy (including oxygen therapy) for persons suffering from Multiple Sclerosis (and were practicable to those with other symptoms or conditions).

(2) And in furtherance of these objects but not further or otherwise the Charity may exercise the following powers: ..

- (a) To bring together persons suffering from Multiple Sclerosis and persons interested in Multiple Sclerosis.
- (b) To provide equip, and administer a centre for the provision of therapy for the above mentioned (and were practicable to those with other symptoms and conditions);
- (c) Subject to such consents as are required by Law to purchase, take on lease, agree to lease or otherwise acquire any movable property as may be expedient in promotion of the principal objects;
- (d) Subject to such consents as are required by Law to sell, let, mortgage, dispose of or turn to account all or any of the movable or immovable property or other assets of the Charity and,
- (e) Subject to such consents as are required by Law to construct, lay out, establish, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other persons, body or association, and premises, building, erection or equipment necessary or convenient for the work of the Charity.

- (f) To collect and organise the collection of funds for furthering the principal objects of the Charity by advertisements, lectures, exhibitions, entertainments, sporting events, promotions, lotteries, appeals and all other lawful means whatsoever and to receive donations, legacies, grants and subscriptions (including donations, legacies and grants and subscriptions subject to any specific trusts within the principal objects of the Charity.

PROVIDED THAT: -

- (g) The Charity shall not undertake any permanent trading activities in raising funds for its objects;
 - (h) To hold, support or attend conferences and public meetings calculated to advance directly or indirectly the principal objects of the Charity;
 - (i) To give or arrange lectures, public or otherwise, upon the subject of Multiple Sclerosis;
 - G) To take over and administer (if requested so to do and if considered desirable) all or any of the funds and assets which may lawfully be taken over by the Charity and undertaken all or any of the liabilities of any charity having or including objects similar to the same as objects of the Charity;
 - (k) To undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and are within the objects of the Charity;
 - (l) To borrow or raise money for the purposes of the Charity on such terms and subject to such consents as may be required by law on such security as the Charity may think fit;
 - (m) To invest and deal with monies of the Charity not immediately required for its purposes in and upon such investments, securities and property as may be thought fit and,
 - (n) To amalgamate with any charity having objects in any way connected with or affinitive to the principal objects of the Charity;
4. The income and property of the Charity, whencesoever derived shall be applied solely towards the promotion of the objects of the Charity as set forth in the Memorandum of Association and no portion thereof shall be paid, transferred or applied directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Charity and no member of its Committee of Management or Governing Body shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Charity

PROVIDED THAT: -

- (a) Nothing herein shall prevent the payment; in good faith, of reasonable and proper remuneration to any officer or servant of the Charity not being a Member of the Charity or of its Committee of Management or Governing Body in return for any services actually rendered to the Charity, nor prevent the payment of interest at a rate not exceeding 2% per annum less than the published base lending rate of a clearing bank selected by the Committee or Management or Governing Body on money lent, or reasonable and proper rent for premises demised or let by any member of the Charity;
 - (b) The Charity shall be empowered to pay all reasonable and proper costs and out-of-pocket expenses incurred by members of the Charity and others in the promotion and incorporation of the Charity.
5. The liability of the members is limited.
6. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he/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 contributors among themselves.
7. If upon winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall be and its objects are then exclusively charitable (according to the law of England and Wales) shall be given or transferred to any charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property among its or their members such institution or institutions to be determined by the members of the Charity at or before the time of dissolution and if and so far as effect, cannot be given to such provision, then to some other charitable object.
8. The accounts shall be kept of the sums of money received and expended by the Charity, and the matters in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of the Charity and subject to any reasonable restrictions as to the time and manner of inspecting such accounts shall be open to inspection of the members. Once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more qualified Accountant or Accountants.

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The Companies Act 1985

A CHARITY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

Articles of Association

Kent Multiple Sclerosis Therapy Centre Limited

(As Adopted by Special Resolution dated 26th October 1984)

? typo, should be 1994

INTERPRETATION

1. IN THESE ARTICLES

1.1 "The Charity" means the charity 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 the Charity;

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 given or on which it is to take effect;

1.5 "Executed" included any mode of execution;

1.6 "The Memorandum" means the Memorandum of Association of the Charity;

1.7 "Office" means the registered office of the Charity;

1.8 "The Seal" means the common seal of the Charity;

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 County of Kent" means the whole of the area contained within the boundaries of the county of Kent and words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid are words or expressions contained in these Articles shall, unless

the context requires otherwise, bear the same meaning as in the Act.

2. Full Members/Associate Members

2.1 The subscribers to The Memorandum and such other persons or organisation as are admitted to membership in accordance with the rules made under Article 61 they shall be members or associate members of the Charity. No person shall be admitted a member or associate member of the Charity unless his/her application for membership is approved (in the first incident by the appointed manager) and then at the next allotted meeting by the majority of the executive directors.

2.2 Unless the trustees or the Charity in General Meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member or associate member of the Charity to retire provided that after such retirement the number of members is not less than two.

2.3 Every member or associate member of the Charity shall either sign a written consent to become a member or associate member or sign the register of members on becoming a member or associate member.

2.4 Both members and associate members shall pay by way of membership subscription such a sum as may from time to time be fixed by resolution of the committee and approved by the trustees in general meeting. The annual subscription shall be due on the first day of January in each year (or as near to should the first day fall at a weekend). the first annual subscription shall be payable on application of membership. A member or associate member who shall make default for three months in payment of his/her annual subscription shall cease to be a member or associate member.

2.5 A member or associate member shall forthwith cease to be a member of the Charity if he/she voluntarily resigns by giving notice in writing to the Secretary or if he/she is requested to resign by resolution of the Committee of Trustees. No such resolution shall have effect unless the member or associate member concerned is given;

(i) At least fourteen days notice in writing of the meeting of the Committee of Trustees at which the proposed request for his/her resignation is to be considered and of the grounds upon which it is proposed that he/she should be requested to resign; and

(ii) An opportunity of submitting such written representation to Committee of Trustees as he/she wishes to have taken into account and an opportunity of attending before such of the Committee of Trustees (whether with or without legal or other representatives) and making (whether personally or through his/her representatives) such oral representations as he/she wishes to be taken into account. The Committee of Trustees may, but shall not be bound to, give the member concerned reasons for a request for resignation under this Article.

2.6 A member or associate member shall have the right to Board Minutes receive magazines, invitations, annual reports and all available information on the affairs of the charity.

2.7 A member has the right to attend and vote at the Annual General Meeting, an associate member has the right to attend, but no right to vote, except in the case of someone eo-opted onto the Committee of Trustees with the approval of members at the Annual General Meeting, (in which case the associate member, shall have full voting rights) at the Annual General Meeting.

2.8 A member has the right to offer his/her self up for election to the Committee of Trustees subject only to having a nominator and seconded from the full membership and be able to attend meetings on a regular basis. An associate member is subject to the above.

2.9 Both members and associate members have the right to appear before the committee of trustees to express their views subject to prior arrangements with the Secretary.

3.0 GENERAL MEETINGS:-

3.1 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 notice 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.

3.2 The trustees may call general meetings and, on the requisition of members pursuant to the provision 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 (not associate member unless in the case of 2.7) of the Charity may call a General Meeting.

4. NOTICE OF GENERAL MEETINGS: -

4.1 An Annual General Meeting and an Extraordinary General Meeting called for the passing of 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 so agreed:

(i) In the case of an Annual General Meeting, by all members entitled to attend and vote (note 2.7); and

(ii) In the case of any other meeting by a majority of members having a right to attend and vote (note 2.7) being a majority together holding not less than 95% of the total voting rights at the meeting of all the members.

(iii) 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.

(iv) The notice shall be given to all members and associate members and to the Trustees and Accountant, Accountants

(v) 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 the meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote (note 2.7) upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater shall constitute a quorum.

5.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting 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.

5.3 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 in person or by proxy at that time shall constitute the quorum for that meeting.

5.4 The chairperson, (if any), of the trustees or in his/her absence some other trustee nominated by the trustees shall preside as chairperson of the meeting but if neither the chairperson nor such other trustee (if any) be 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 and if there is only one trustee present and willing to act he/she shall be chairperson.

5.5 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) (note 2.7) shall choose one of their number to be chairperson.

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

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5.7 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 the 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.

5.7 A resolution put to 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:

- (i) By the Chairperson; or
- (ii) By at least two members having the right to vote (note 2.7) at the meeting; or
- (iii) By a member/members representing not less than one-tenth of the total voting rights of all the members having the right to vote (note 2.7) at the meeting

5.8 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.

5.9 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.

5.10 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

5.11 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/she may have.

5.12 A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be either immediately (or at such time and place, as the chairperson directs) not 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 the poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

5.13 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 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

6. VOTES OF MEMBERS.

6.1 Subject to article 17 every member shall have one vote.

6.2 No member shall be entitled to vote (note 2.7) at any General Meeting unless all monies then payable by him to the Charity have been paid.

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

6A 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 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.

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

7. CONTENT OF PROXY NOTICES

7.1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:

- (i) states the name and address of the member appointing the proxy;
- (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
- (iv) is delivered to the charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate

7.2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

7.3 Proxy notices may specify how the proxy appointed under them is to vote (or that

the proxy is to abstain from voting) on one or more resolutions.

7.4 Unless a proxy notice indicates otherwise, it must be treated as:

(i) allowing the person appointed under it as a proxy, discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

7.5 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.

7.6 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given

7.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

7.8 If a proxy notice is not executed by the person appointing proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

8. TRUSTEES

8.1 The minimum number of trustees shall be three but (unless otherwise determined by ordinary resolution) shall be subject to a maximum of nine.

8.2 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.

9. POWERS OF THE COMMITTEE OF TRUSTEES

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

9.2 In addition to all powers hereby expressly conferred upon them without detracting from the generality of their powers under the Articles the trustees shall have the following powers, namely: -

- (i) To extend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects; and
- (ii) To invest in the name of the Charity such part of the funds as they may see fit; and
- (iii) To direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity; and
- (iv) To enter into contracts on behalf of the Charity.

9. THE APPOINTMENT AND RETIREMENT OF TRUSTEES

9.1 At the first Annual General Meeting all the trustees shall retire from office, and at every subsequent annual general meeting those trustees who have held office for more than a period of three years shall retire or one third of the trustees who are subject to retirement by rotation (or if there is only one trustee who is subject to retirement by rotation) he/she shall retire.

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

9.3 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 (and provided the trustee has not completed more than three terms in office a total of nine years)), be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.

NOTE: A trustee can (if willing) serve a period longer than that stated above if he/she is willing and duly elected to do so.

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

- (i) He is recommended by the trustees; or
- (ii) 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 (note 2.7) at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would (if he/she were so appointed or reappointed) be required to be included in the Charity's register of trustees together with a notice executed by that person of his/her willingness to be appointed or reappointed.

9.5 No person may be appointed as a trustee;

- (i) Unless he has attained the age of 18 years; or
- (ii) In circumstances such that(had he already been a trustee) he would have been disqualified from acting under provision of Article 38.

9.6 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a General Meeting notice shall be given to all persons 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 reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him/her at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of the person which would (if he/she were so appointed or reappointed) be required to be included in the Charity's Register of Trustees.

9.7 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.

9.8 The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting he/she shall vacate office at the conclusion thereof. Subject as hereinafter provided no person who is not an ordinary member shall in any circumstances be eligible to be a member of the committee of trustees,

9.9 Subject as aforesaid, a trustee who retires at an Annual General Meeting may, if willing to act, be reappointed (see note 9.3)

10. DISQUALIFICATION AND REMOVAL OF TRUSTEES

10.1 A trustee shall cease to hold office if he/she:

- (i) Ceases to be a trustee by virtue of any provision of the Act; or
- (ii) Is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992; or
- (iii) Any statutory re-enactment or modification of that provision; or
- (iv) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs; or
- (v) Resigns his/her office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (vi) Is absent without the permission of the trustees from all their meetings held within a period of three months and the trustees resolve that his/her office be vacated.

11. TRUSTEES' EXPENSES.

11.1 The 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 of trustees or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

12. TRUSTEES' APPOINTMENTS.

12.1 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 and 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:

- (i) The executive officers of the Charity shall consist of a Chairperson, Treasurer and Secretary;

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- (ii) The first officers of the Charity shall be appointed by the committee of trustees and hold office until the first Annual General Meeting of the Charity;
- (iii) Executive officers shall be elected at the Annual General Meeting of the Charity and hold office (for a period of three years) until the next Annual General Meeting;
- (iv) The committee of trustees may appoint any of their members to fill any casual vacancy among the executive officers and any person so appointed shall hold office until the next Annual General Meeting;
- (v) Executive officers whether appointed or elected shall be eligible for re-election (note 9.3);
- (vi) Executive officers shall be entitled to indemnification in respect of any expenses reasonably and properly incurred while acting on behalf of the Charity but shall not be entitled to remuneration for so acting;
- (vii) The executive officers of the Charity shall be members of the committee of trustees;
- (viii) The committee of trustees may from time to time by resolution appoint a Vice Chairperson and assistant or deputy Secretary and any person so appointed may act in place of the Chairperson or Secretary if there be no Chairperson or Secretary or no Chairperson or Secretary capable of acting;
- (ix) The committee of trustees may also appoint such managers and other servants for permanent temporary or special services as they may think proper;
- (x) The committee may also appoint such persons on to the committee (who having specialist knowledge) would be considered beneficial to the Charity these persons would be associate members and as committee members have the right to vote; and
- (xi) Also determine the powers and duties and may fix the salaries and emoluments (if any) of the persons so appointed and may suspend or remove any officer or servants as they may think proper in accordance with the provisions of the Articles of Association of the Charity provided that no member of the committee of trustees shall receive any salary or emolument from the Charity.

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

13. PROCEEDINGS OF THE COMMITTEE OF TRUSTEES

13.1 Subject to the provisions of the Articles the trustees may regulate their proceedings as they see 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.

13.2 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 three trustees whichever is the greater.

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

13.4 Meetings shall be chaired by the Chairperson he/she elected at the time of the Annual General Meeting. Unless unwilling to do so he/she shall preside at every meeting of trustees at which he/she is present. If there is no trustee holding office (or if the trustee holding office is unwilling to preside, or is not present within five minutes after the time appointed for the meeting) the Vice Chairperson shall preside. If no Vice Chairperson then the trustees present may appoint one of their number to be chairperson of the meeting.

13.5 The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided-that all acts and proceedings of any such sub-committee shall be fully and promptly Reported to the Trustees.

13.6 all acts done by a meeting of trustees, or of a sub-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 (note 2.7).

13.7 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.

13.8 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and

Number 2339750

14. MINUTES

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

- (i) Of all appointments of officers made by the trustees;
- (ii) Of all proceedings at meetings of the Charity; and
- (iii) Of all trustees and of the committee of trustees including names of all the trustees present at each such meeting.

15. THE SEAL

15.1 The Seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees, The trustees may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a trustee and the secretary or by a second trustee.

16. ACCOUNTS

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

- (i) Once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more qualified Accountant(s).
- (ii) Accountant shall be appointed at the time of the Annual General Meeting and their duties regulated in accordance with section 384 to 392 of the Act, the executive members of the committee of trustees being treated as Directors mentioned in those sections; and
- (iii) Balance sheets and cash and bank balances shall be properly presented by the treasurer to the committee of trustees at the time of the monthly meeting.

17. ANNUAL REPORT

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

18. ANNUAL RETURNS

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

19. NOTICES

19.1 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.

19.2 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/her registered address or by leaving it at the address A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the united kingdom at which notices may be given to him/her shall be entitled to have notices given to him/her at that address but otherwise no such member shall be entitled to receive notice from the Charity.

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

19.4 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 have been given at the expiration of 48 hours after the envelope containing it was posted.

20. INDEMNITY.

20.1 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:

- (i) Against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal;
- (ii) In which judgement is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court; or
- (iii) For liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

21. RULES

21.1 The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purpose of prescribing classes of and conditions of membership and in particular but **WITHOUT PREJUDICE** to the generality of the foregoing, they may by such rules or bye laws regulate.

- (i) The admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (ii) The conduct of the members of the Charity in relation to one another, and to the Charities manager or other servants;
- (iii) The setting aside of the whole or any part or parts of the Charities premises at any particular time or times or for any particular purpose or purposes;
- (iv) The procedure at General Meetings and meetings of the trustees and committees of the trustees insofar as such procedure is not regulated by the Articles; and
- (v) Generally, all such matters as are commonly the subject matter of Charity rules.

21.2 The Charity in general shall have power to alter, add to or repeal the rules or bye laws and trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. **PROVIDED THAT** no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

22. AMENDMENT OF THE ARTICLES

22.1 These Articles shall be subject to alteration by a majority vote at a regular meeting of the trustees, **PROVIDED THAT** notice of such alterations is given at the previous meeting of the trustees.

22.2 All alterations to the Articles are subject to ratification and must be agreed under the terms of the Act.

22.2 All alterations to the Articles shall then be notified to members and are subject to ratification at the next Annual General Meeting.

Signed by Chairperson:
Signed by Witness:

Date:
Date: