

Number of
Company }

405180

Form No. 41.

THE COMPANIES ACT, 1929.



A 5s.
Companies'
Registration
Ves Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

OUTWARD BOUND TRUST
LIMITED.

Presented by

Carlton Holmes & Co.,

12, Bedford Row,

London, W.C.1.

I, Alfred Edward Inver

of 13, Bedford Row, in the County of London

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation,"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

I do solemnly and sincerely declare that I am (*) a Solicitor

of the Supreme Court engaged in the formation of

-of OUTWARD BOUND TRIST

Limited, and that all the requirements of the Companies Act, 1929
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 13, Bedford Row
in the County of London. W.C.

the 6th day of February 1946.

Before me,

James C. Kearney

A. M. Wincer

The Companies Act 1929.

COMPANY LIMITED BY GUARANTEE WITHOUT
A SHARE CAPITAL AND NOT FOR PROFIT.

Memorandum

AND

Articles of Association

OF

THE OUTWARD BOUND TRUST LIMITED.

Incorporated the day of 1946.



The Companies Act 1929.

27 FEB 1946

COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL
AND NOT FOR PROFIT.



Memorandum of Association

OF

The Outward Bound Trust Limited.

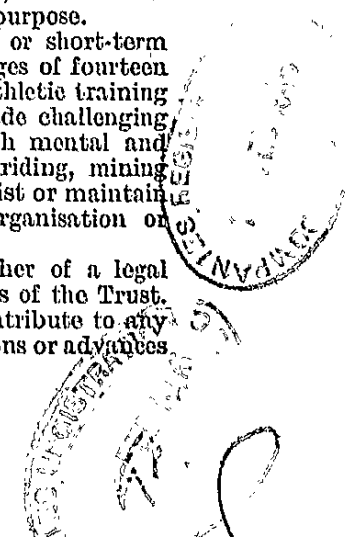
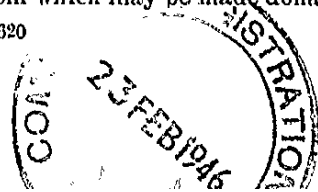
1. The name of the Company (hereinafter referred to as "the Trust") is "THE OUTWARD BOUND TRUST LIMITED."

2. The registered office of the Trust will be situate in England.

3. The objects for which the Trust is established are—

- (A) To provide further and more complete training of all boys and girls of all ages, and of all nationalities, and in particular boys and girls born in any part of the British Commonwealth of Nations, or British Empire, or of British parents.
- (B) To provide them with opportunities to test their capacity in character, physique, citizenship, and determination, in new surroundings and in company with others of their own age drawn from all occupations and classes of society.
- (C) To give them a challenging outlet for their individual prowess and a taste of adventure and enterprise by bringing them into contact with searching occasions demanding their maximum effort.
- (D) To help them to learn how to use leisure time profitably and to make the most of the opportunities which life will give them.
- (E) To purchase or otherwise acquire and take over all or any part which the Trust may lawfully acquire or take over, of the property, assets, liabilities and engagements of any one or more companies, societies, associations or bodies having objects altogether, or in part, similar to those of the Trust, and to amalgamate with any such companies or bodies.
- (F) To diffuse among members of the Trust, schools, clubs and the general public, information on all matters appertaining to the objects of the Trust, and to print, publish, issue, sell and circulate such papers, periodicals, books, circulars and other literary undertakings as may seem conducive to any of the objects of the Trust.
- (G) To promote and encourage the objects of the Trust by means of tours, voyages, excursions, camps and the like, and to facilitate travelling and to provide all kinds of through and circular tickets, reserved places, enquiry bureaux, conveyances and the like.
- (H) To promote research in all types of character training, and to make grants or donations for such purposes.
- (I) To establish, form or maintain camps, schools, for shorter or longer periods, and to promote, establish, manage, finance, or in any way assist any school, camp, training establishment, short course, travel scheme, visits, clubs, or similar organisations having for their purpose the education, occupation or training of boys and girls of all ages or of adults, and especially the building of character or improvement in knowledge, skill, the spirit of adventure and enterprise, or any activities which, in the opinion of the Trustees, will assist in character building or the development of personality, and to assist any individual in any way who undertakes activities for this purpose.
- (J) To form, assist or maintain establishments for short courses or short-term schools, to provide boys and girls particularly between the ages of fourteen and eighteen with objective courses, including physical and athletic training and any vocational or leisure time interest which can be made challenging in its character and demanding their maximum effort, both mental and physical (for example, sea, air, mountain or rock climbing, riding, mining or forestry could all provide suitable interests), or to form, assist or maintain establishments designed to train leaders for any youth organisation or scheme, having the same or similar objects in view.
- (K) To undertake the direction or supervision of matters, whether of a legal nature or otherwise, directly or indirectly affecting the objects of the Trust.
- (L) To establish, undertake the supervision of, administer, and contribute to any charitable or benevolent fund from which may be made donations or advances.

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to deserving persons in necessitous circumstances, who may have been engaged in or connected with pursuits or occupations within the purview of the objects of the Trust, and to contribute or otherwise assist any charitable or benevolent institution or undertaking.

- (M) Subject as regards land to the provisions of Section 14 of the Companies Act 1929, to purchase, lease, or otherwise acquire and hold any real and personal property, and any rights or privileges necessary, convenient or desirable for the purposes of the objects of the Trust, and to construct, alter and maintain any houses or buildings required for such purposes; to sell, improve and develop, lease, let on hire, mortgage, dispose of, or otherwise deal with all or any of such property, rights or privileges.
- (N) To sell refreshments, clothing, printed matter and the like to persons visiting or frequenting the premises of the Trust.
- (O) To manufacture, buy, sell, rent, let on hire and deal in all articles and commodities, of whatsoever nature, as may be deemed suitable or desirable for promoting the objects of the Trust.
- (P) To exchange, sell or otherwise turn to account any portions of any lands or buildings held by the Trust, and to acquire or receive in exchange other lands or buildings suitable for the purpose of the Trust, provided that the exercise of such powers of exchange and sale does not conflict in any way with the primary objects of the Trust.
- (Q) To accept subscriptions and donations and apply the same, either generally for the purpose of the Trust or for any specific purpose connected with its objects or calculated to promote the same.
- (R) To act in concert or make any arrangements with any Government Department, corporation, county council, district council, parish council, improvement commissioners or other local authority now or hereafter constituted, or with any residents or property owners in the neighbourhood of property of the Trust with reference to any of the objects aforesaid.
- (S) To borrow or raise and secure the payment of money on mortgage of the property of the Trust, or in such other manner as the Trust shall think fit.
- (T) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Trust.
- (U) To invest all moneys not immediately required for the furthering of the objects of the Trust in such manner, and upon such securities, as may be deemed expedient, provided that moneys subject or representing property, subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction as may for the time being be prescribed by law.
- (V) To adopt such means of making known the work and aims of the Trust, and to take such steps by personal or written appeals and public meetings to procure contributions to the funds of the Trust as may be deemed expedient.
- (W) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.
- (X) To undertake and execute any trusts which may lawfully be undertaken by the Trust and may be conducive to its objects.
- (Y) For all or any of the objects of the Trust to employ secretaries, clerks, teachers, wardens and assistants, together with lecturers, guides and professional assistance of all kinds, and to remunerate any person for services rendered.
- (Z) To promote or concur in promoting and to do all lawful things incidental or conducive to the attainment of all or any of the above objects, in any part of the world as may seem expedient.
- (AA) To do all such other lawful things as are incidental or conducive to the preservation and maintenance of the property of the Trust, or to the attainment of the objects hereinbefore described or any of them.

Provided that the Trust shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Trust would make it a trade union.

Provided also that in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Trust shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Trust shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Ministry of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts, the Trusts shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Trust. Provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Trust, or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust, or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the Council of Management or Governing Body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. ~~No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Board of Trade.~~

6. ~~The fourth and fifth paragraphs of this Memorandum are conditions on which a licence is granted by the Board of Trade to the Trust in pursuance of Section 18 of the Companies Act 1929.~~

5 3. The liability of members is limited.

6 4. Every member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Trust contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

7 8. If upon the winding up or dissolution of the Trust, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

8 10. True accounts shall be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Trust; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

4

WE, the several persons whose names and addresses are subscribed are desirous of being
formed into a Trust in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

G. Dinthrop Young - 12. Holland Street. W.8. ex-Prof. Univ. of London.
Pamella Douglas Hamilton - 47, Campden Hill Sq. W.8.
Named woman
see Trevelyan
Masters Lodge
Trinity College
Cambridge
G. Summers
Therford House
W. Bauling
Company Director
Oxon.
E. Gosse
Abbotswood,
Buxted, Air Marshal,
Sussex. R.A.F.
Enys, Riverside Road,
Liverpool, 19.
Highbury Manor, High Wycombe
Rowallan, Kilmarnock.
Lawrence Holt
Blutcher Rowntree
Rowallan.

Dated this 5th day of February 1946

Witness to the Signatures of —

Geoffrey Dinthrop Young.
Lady Pamela Douglas Hamilton.
G. M. Dinthrop.
G. S. Summers.
E. S. Gosse.

A. J. Louisa
Sd/s



The Companies Act 1929.

27 FEB 1945

LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL AND
NOT FOR PROFIT.



Articles of Association

OF

The Outward Bound Trust Limited.

I. PRELIMINARY.

1. For the purpose of registration, the number of the members of THE OUTWARD BOUND TRUST LIMITED (hereinafter referred to as "the Trust") is declared not to exceed 500.
2. These Articles shall be construed with reference to the provisions of the Companies Act 1929, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in those Acts.
3. The Trust is established for the purposes expressed in the Memorandum of Association.

II. MEMBERS OF THE TRUST.

4. Any person who shall give to the Trust the sum of not less than £25 shall become qualified to be a member of the Trust for life, and any person who subscribes a yearly sum of not less than £1, shall become qualified to be an ordinary member thereof.
5. Any person may signify by writing to the Secretary of the Trust, his desire to become such member, and the Secretary shall upon the Council electing him to membership and upon payment by him of his first subscription, enter the name of such person in the books of the Trust, and upon such entry such person shall become an ordinary member accordingly. In the case of a member for life the Secretary shall immediately on the Council electing him to membership and on payment of his subscription enter his name in the books of the Trust as a member for life.
6. Any member of the Trust who shall desire to retire shall signify such desire in writing to the Secretary, and thereupon his name shall be removed from the list of members and he shall be deemed to have retired. Any ordinary member of the Trust who shall have neglected and failed to pay his yearly subscription for six months after it has become due shall be liable to have his name removed from the list of the members by resolution of the Council, and in case of such removal his membership of the Trust shall determine. For the purposes of this Article all subscriptions shall be deemed to become due on the 1st January in each year, save as regards the first subscription of the member which is payable on his being admitted to membership.
7. Any corporation which becomes a member under Article 5 may appoint, by writing, a person to act on its behalf, and may in like manner remove any person so appointed and appoint another in his place, and such person may exercise and enjoy on behalf of such corporation, all the rights and privileges incidental to its membership, so long as such membership continues and his appointment is not determined.
8. No unincorporated society or body may, as such, become a member under Article 5, but if any such society or body should desire to obtain the advantages of membership it shall nominate a person to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Any such unincorporated society or body may, by writing, remove any person so nominated and nominate another in his place. Every person so nominated may exercise and enjoy on behalf of such unincorporated society or body all the rights and privileges incidental to its membership so long as such membership continues and his appointment is not determined.
9. All members shall be eligible to serve on the Council.
10. No right or privilege of any member shall be in any way transferable, but all such rights and privileges shall cease upon the member ceasing to be such, whether by death, retirement or otherwise.

III. MEETINGS.

11. The first General Meeting of the Trust shall be held within not less than one month nor more than three months from the date of the incorporation of the Trust. Subsequent General Meetings shall be held once in each year at such time and place as the Council may from time to time prescribe, and not more than fifteen months shall be allowed to elapse between any two such General Meetings.

12. All the above-mentioned General Meetings shall be called Ordinary Meetings, and all other General Meetings shall be called Extraordinary Meetings.

13. The Council may, whenever they think fit, and they shall upon a requisition made in writing by not less than one-tenth of the members, convene an Extraordinary Meeting.

14. Any requisition made by members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Trust.

15. Upon the receipt of such requisition the Council shall forthwith proceed to convene a General Meeting; if they do not proceed to convene the same within fourteen days from the receipt of the requisition, the requisitionists or a majority of them may themselves convene the meeting, and the provisions of Section 114 of the Companies Act shall *mutatis mutandis* apply.

16. Subject to the provisions of Section 117 (2) of the Companies Act, relating to Special Resolutions, at least seven days before every meeting a printed or typed notice specifying the place, the day and hour of meeting, and in case of special business the general nature of such business, shall be given to all the members in the manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Trust in General Meeting; but the accidental omission to send such notice or the non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.

17. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of the consideration of the accounts and balance sheets and the ordinary report of the Council.

18. No business shall be transacted at any General Meeting unless a quorum of not less than three members is present at the commencement of such business.

19. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum is not present it shall be adjourned *sine die*.

20. The President, or in his absence the Vice-President, shall preside as Chairman at every General Meeting of the Trust.

21. In the absence of the President and Vice-President, the members present at such meeting shall choose one of their number to be Chairman of such meeting.

22. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

23. At any General Meeting, unless a poll is demanded by at least five members, a declaration by the Chairman that a resolution has been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Trust, shall be conclusive evidence of the fact.

24. If a poll is demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Trust in General Meeting.

25. Every member shall have one vote and no more. All votes shall be given personally. A corporation may vote both on a show of hands and at a poll through the person (if any) appointed by it under Article 7.

IV. COUNCIL.

26. The officers of the Trust shall consist of a President, Vice-President, Treasurer and Secretary, all of whom must be members of the Trust, and such officers, together with not less than three or more than twenty other members of the Trust, shall together constitute the Council. The offices of Treasurer and Secretary may be held by one person.

27. At the second Ordinary Meeting of the Trust the whole of the Council shall retire from office, and at the Ordinary Meeting in every subsequent year one-third of the Council for the time being, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. At every such Ordinary Meeting the Trust

shall elect members of the Council in place of those retiring, except in so far as it shall be determined to reduce the number of members of the Council. The officers of the Trust for the ensuing year shall be appointed by the Council at their first meeting after each Ordinary Meeting as aforesaid, and any vacancy in any such office during the course of a year shall be filled by the Council. Any member of the Council who ceases for any cause to be a member of the Trust shall *ipso facto* vacate office as a member of the Council.

28. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who become members of the Council on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

29. A retiring member of the Council shall be eligible for re-election.

30. Any casual vacancy in the Council may be filled up by the Council, and the Council may from time to time, and at any time, appoint additional members of the Council from amongst the members of the Trust up to the prescribed maximum. Any member appointed under this Article shall retire from office at the next General Meeting, but shall be eligible for re-election.

31. Until the first Ordinary Meeting, the Council shall consist of the following:—
President—
Vice-President—
Treasurer and Secretary—

or such of them as shall have signed the Memorandum and Articles of Association of the Trust or shall become members thereof within fourteen days after the incorporation of the Trust.

32. The Council shall have absolute control over all the affairs and property of the Trust, and shall prescribe, alter or cancel rules for the regulation of the Trust (provided that no rule involving or amounting to an alteration or amendment of or addition to these Articles shall be valid unless sanctioned by Special Resolution ~~with the consent of the Board of Trade~~), and may exercise all such powers of the Trust as they shall think fit except as otherwise provided by these Articles or required by statute, or as otherwise directed by the Trust in General Meeting.

33. The Council shall appoint and employ all officers and servants as they consider necessary, and shall (subject to the provisions of the Memorandum of Association) regulate their duties and fix their salaries.

34. The Council may delegate any of their powers to a Management Committee or any other committee or committees, consisting of such members of the Council as they think fit, and may from time to time revoke such delegation. Any management or other committee so formed will, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Council. The meetings and proceedings of any such committee, consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto, and are not superseded by any regulations made by the Council under this clause.

V. MEETINGS AND PROCEEDINGS OF THE COUNCIL.

35. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Any two members of the Council may, and the Secretary on the requisition of a member of the Council, shall at any time summon a meeting of the Council. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be five. The continuing members may act notwithstanding any vacancy in their body. The President, or in his absence, the Vice-President, shall preside at all meetings of the Council. If at any meeting neither is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman. A resolution determined on without any meeting of the Council and evidenced in writing under the hands of all the Council shall be as valid and effectual as a resolution duly passed at a meeting of the Council duly called and constituted.

SEAL.

36. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust, such signatures shall be conclusive evidence of the fact that the seal has been properly fixed.

BORROWING POWERS.

37. The Council may raise or borrow for the purposes of the Trust business such sums of money as they think fit, and may secure the repayment of or raise any such sum as aforesaid by mortgage or charge upon any part of the property and assets of the Trust.

38. The office of a member of the Council shall be vacated:—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he is found lunatic or become of unsound mind.
- (C) If he ceases to be a member of the Trust.
- (D) If by notice in writing to the Trust he resigns his office.
- (E) If he ceases to hold office by virtue of any provision of the Act.

VI. FINANCE.

39. The Council shall cause true accounts to be kept of all sums of money received and expended by the Trust, and of the matters in respect of which such receipts and expenditure take place, and of all property, credits, and liabilities of the Trust.

40. Subject to any reasonable restrictions that may from time to time be imposed by the Trust in General Meeting, all the books of accounts of the Trust shall be open to the inspection of any member at any time during business hours.

41. The Council shall at every Ordinary Meeting, except the first, lay before the Trust a statement of the income and expenditure of the Trust made up to a date not more than three months before the date of the meeting, and covering the period since the last account, or in the case of the first account, since the incorporation of the Trust, and also a balance sheet covering the same period, together with a report of the Council as to the state and progress of the Trust.

~~42. The bankers of the Trust shall be~~ or such other bankers as the Trust shall determine.

43. Auditors shall be appointed and their duties regulated in accordance with Sections 132 and 134 of the Companies Act, or any statutory modification thereof for the time being in force, the Council being treated as the Directors and the members as the shareholders mentioned in those sections.

44. All the subscriptions and pecuniary donations and legacies for the general purposes of the Trust, and the income of investments, and all other moneys from time to time forming part of the revenue of the Trust shall, on the same being received, be paid to the general account of the Trust at their bankers.

45. Subscriptions and pecuniary donations and legacies given for the purpose of being applied towards acquiring additional land or buildings for the purposes of the Trust, or paying off any debts incurred for any of such purposes, shall, on being received, be paid to the bankers of the Trust, and shall be accounted for separately from the general funds.

VII. NOTICES.

46. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode.

47. Any notice, if served by post, shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted.

48. If the Trust shall be wound up the assets remaining after payment of the debts and liabilities of the Trust and the costs of liquidation shall be applied in the manner mentioned in Clause 7 of the Trust's Memorandum of Association.

49. Every member of the Council and every officer for the time being of the Trust shall be indemnified out of the funds of the Council against all losses and expenses incurred in the discharge of his duties, and each shall be chargeable only for so much money or property as he shall himself actually receive for or in the discharge of his own acts, neglects or defaults, and not for those of any other person's nor for the insufficiency of any security for money invested or of title to any estate or property acquired, nor for any loss or damage which may happen in the discharge of his duties. Provided always that the provisions of this Article shall only have effect in so far as they are not avoided by Section 152 of the Act.

Names and Addresses and Descriptions of Subscribers.

G. Winterhage Young, 12. H. H. H. St. D. D. of Prof. L. D. D. D.
 Brunella Douglas Hamilton - 47 Cambridge Hill St. - W. B.
 J. M. Trevelyan Married woman
 Master's Lodge
 Trinity College
 Cambridge
 Professor
 Mayford House
 Mr. Rantley
 Company Director.
 Air Marshal
 RAF
 E. L. Gossage
 Abbotswood,
 Buxted,
 Sussex.
 Eng., Riverdale 7 L. Liverpool
 Company Director 19.
 Hughenden Manor, High Wycombe
 Company Director
 Rowallan Kilmarnock.
 Lawrence Holt
 B. Seaborn Kilmarnock
 Rowallan

Dated this 5th day of February 1946
 Witness to the Signatures of—

Geoffrey Winterhage Young
 Lady Brunella Douglas Hamilton
 J. M. Trevelyan
 G. S. Summers
 E. L. Gossage
 Lawrence Holt
 B. Seaborn Kilmarnock
 Rowallan

A. J. Wanser
 Solicitor

DUPLICATE FOR THE FILE.

No.
405180



Certificate of Incorporation

I Hereby Certify, That

THE OUTWARD BOUND TRUST LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this ~~Twenty-seventh~~ day of ~~February~~ One Thousand Nine Hundred and ~~forty-six~~.

Registrar of Companies.

Certificate
received by

Walter Holmes & Co
12 Bedford Row, W.C.1. Date *28th Feb. 1946*

THE OUTWARD BOUND TRUST LIMITED

At an Extraordinary General Meeting of THE OUTWARD BOUND TRUST
duly convened and held at the Hall of the Honourable Company of
Mariners, Temple Stairs, Victoria Embankment, London, W.C.2, on
Wednesday, the 20th day of July, 1949, the following Special Resolutions were duly
passed :—

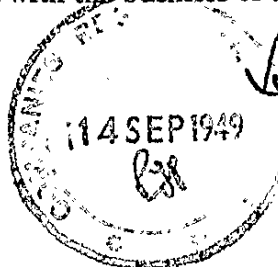
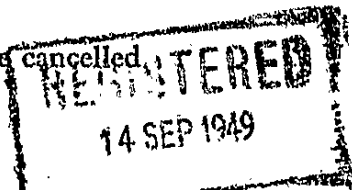
- (1) That Article 4 of the Articles of Association of the Trust be cancelled,
and the following new article be substituted, videlicet:

"Any person shall become qualified to be a member of the Trust
for life who shall give to the Trust a sum of not less than £25
or who shall make such other provision for the Trust as in
the opinion of the Council is not less beneficial to the Trust
than a payment of £25, and any person who subscribes a
yearly sum of not less than £1 shall be qualified to be an
ordinary member thereof."

- (2) That in line three of Article 26 of the Articles of Association the
number of "twenty" be altered to "forty".

- (3) That the following new Article be added to the Articles of Association
of the Trust immediately after Article 34, videlicet:

"34A. Members of the Council may be paid all travelling,
hotel and other expenses properly incurred in attending and
returning from meetings of the Council or General Meetings
of the Trust or in connection with the business of the Trust."



The Company 2456

Chairman 085/14



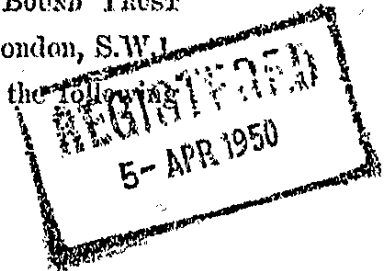
Special Resolution

— OF —

THE OUTWARD BOUND TRUST LIMITED

Passed 4th April, 1950.

At an EXTRAORDINARY GENERAL MEETING of THE OUTWARD BOUND TRUST LIMITED duly convened and held at 40, Broadway, Westminster, London, S.W.1 on Tuesday, the 4th day of April, 1950, at twelve o'clock noon, the following Resolution was passed as a SPECIAL RESOLUTION, namely:—



RESOLUTION.

THAT Clause 3 of the Memorandum of Association of the Trust be amended by the deletion therefrom of sub-clauses (A) to (AA) inclusive and the substitution of the following, namely:—

"To provide education and character training, physical, mental and spiritual, for boys, girls, adolescents and young men and women of all nationalities, and in particular boys and girls born in any part of the British Commonwealth of Nations, or British Empire, or of British parents.

And with a view to and for the sole purpose of carrying out the foregoing objects which are hereby declared to be the sole objects of the Trust, the Trust shall have power:—

- (a) To purchase or otherwise acquire and take over all or any part which the Trust may lawfully acquire or take over, of the property, assets, liabilities and engagements of any one or more companies, societies, associations or bodies having the same objects as those of the Trust or objects corresponding with the objects of the Trust, and to amalgamate with any such companies or bodies.
- (b) To promote research in all types of character training, and to make grants or donations for such purposes.
- (c) To establish, form or maintain camps and schools, for shorter or longer periods, and to promote, establish, manage, finance, or in any way assist any school, camp, training establishment, short course, club, or similar organisation having the same objects as or objects corresponding to those of the Trust, and to establish, subsidise, promote, amalgamate, co-operate or federate with, affiliate or become affiliated to, act as Trustee or agent for or manage or lend money or assistance to any association, society, company or other body, whether or not incorporated, whose objects are the same as or correspond with those of the Trust but so that none of the funds of the Trust

Slaughter & May (CHS/JH)
18, Austin Friars,
London. E.C.2.

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shall be paid to any federated, affiliated or co-operative association, society or other body which does not prohibit the distribution of its income and property among its Members to an extent at least as great as is imposed on the Trust by Clause 4 of this Memorandum of Association.

- (d) To form, assist or maintain establishments designed to train leaders for any youth organisation or scheme having purely educational objects, and establishments for short courses or short term schools to provide boys and girls particularly between the ages of 14 and 18 with courses of education, including physical and athletic training, conducive to the objects of the Trust.
- (e) To establish, undertake the supervision of, administer and contribute to any fund established for the purpose of making donations or advances to deserving persons in necessitous circumstances, who have been engaged in or connected with pursuits or occupations within the scope of the objects of the Trust.
- (f) Subject as regards land to the provisions of the Companies Act, 1948, or of any statutory modification or re-enactment thereof for the time being in force to purchase, lease or otherwise acquire and hold any real and personal property, and any rights or privileges necessary, convenient or desirable for the purposes of the objects of the Trust, and to construct, alter and maintain any houses or buildings required for such purposes.
- (g) For the purposes aforesaid to sell, improve and develop, lease, let on hire, mortgage, dispose of, or otherwise deal with all or any of such property, rights or privileges.
- (h) To borrow or raise and secure the payment of money for the purposes aforesaid in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Trust to mortgage or charge all or any part of the property of the Trust.
- (i) To invest and deal with any moneys of the Trust not immediately required for the furthering of the objects of the Trust in such manner, and upon such securities, as may be deemed expedient, and to place any such moneys on deposit with bankers and others; provided that moneys subject to or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Minister of Education shall be invested only in such securities and with such sanction (if any) as for the time being may be prescribed by law.
- (j) To promote or concur in promoting and to do all lawful things incidental or conducive to the attainment of all or any of the objects of the Trust or to the preservation and maintenance of the property of the Trust in any part of the world as may seem expedient."

AND FURTHER THAT the Articles of Association of the Trust be amended by the deletion therefrom of Article 26 and the substitution of the Article following, namely:—

"26. The officers of the Trust shall consist of a President, Vice-President, Treasurer and Secretary, all of whom must be Members of the Trust. The President and Vice-President, together with not less than three nor more than forty other Members of the Trust, shall together constitute the Council. The offices of Treasurer and Secretary may be held by one person."

David James

Chairman.

No. 405180

THE COMPANIES ACTS.

COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE
CAPITAL AND NOT FOR PROFIT

MEMORANDUM OF ASSOCIATION

- of -

THE OUTWARD BOUND TRUST LIMITED

(as altered by Special Resolution
passed 4th April, 1950).

INCORPORATED the 27th day of February, 1946.

THE COMPANIES ACTS.

COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE
CAPITAL AND NOT FOR PROFIT.

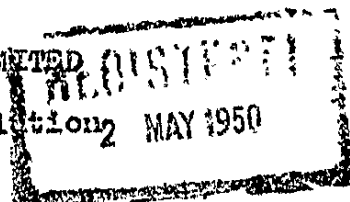


MEMORANDUM OF ASSOCIATION

- of -

THE OUTWARD BOUND TRUST LIMITED

(as altered by Special Resolution² MAY 1950
passed 4th April, 1950).



1. The name of the Company (hereinafter referred to as "the Trust") is "THE OUTWARD BOUND TRUST LIMITED".

2. The registered office of the Trust will be situate in England.

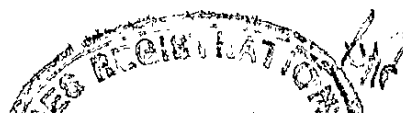
3. The objects for which the Trust is established are:-

To provide education and character training, physical, mental and spiritual, for boys, girls, adolescents and young men and women of all nationalities, and in particular boys and girls born in any part of the British Commonwealth of Nations, or British Empire, or of British parents.

And with a view to and for the sole purpose of carrying out the foregoing objects which are hereby declared to be the sole objects of the Trust, the Trust shall have power:-

- (a) To purchase or otherwise acquire and take over all or any part which the Trust may lawfully acquire or take over, of the property, assets, liabilities and engagements of any one or more companies, societies, associations or bodies having the same objects as those of the Trust or objects corresponding with the objects of the Trust, and to amalgamate with any such companies or bodies.
- (b) To promote research in all types of character training, and to make grants or donations for such purposes.
- (c) To establish, form or maintain camps and schools, for shorter or longer periods, and to promote, establish, manage, finance, or in any way assist any school, camp, training establishment, short course, club or similar organisation having the same objects as or objects corresponding to those of the Trust, and to establish, subsidise, promote, amalgamate, co-operate or federate with, affiliate or become affiliated to, act as Trustee or agent for or manage

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or lend money or assistance to any association, society, company or other body, whether or not incorporated, whose objects are the same as or correspond with those of the Trust but so that none of the funds of the Trust shall be paid to any federated, affiliated or co-operative association, society or other body which does not prohibit the distribution of its income and property among its Members to an extent at least as great as is imposed on the Trust by Clause 4 of this Memorandum of Association.

- (d) To form, assist or maintain establishments designed to train leaders for any youth organisation or scheme having purely educational objects, and establishments for short courses or short term schools to provide boys and girls particularly between the ages of 14 and 18 with courses of education, including physical and athletic training, conducive to the objects of the Trust.
- (e) To establish, undertake the supervision of, administer and contribute to any fund established for the purpose of making donations or advances to deserving persons in necessitous circumstances, who have been engaged in or connected with pursuits or occupations within the scope of the objects of the Trust.
- (f) Subject as regards land to the provisions of the Companies Act, 1948, or of any statutory modification or re-enactment thereof for the time being in force to purchase, lease or otherwise acquire and hold any real and personal property, and any rights or privileges necessary, convenient or desirable for the purposes of the objects of the Trust, and to construct, alter and maintain any houses or buildings required for such purposes.
- (g) For the purposes aforesaid to sell, improve and develop, lease, let on hire, mortgage, dispose of, or otherwise deal with all or any of such property, rights or privileges.
- (h) To borrow or raise and secure the payment of money for the purposes aforesaid in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Trust to mortgage or charge all or any part of the property of the Trust.
- (i) To invest and deal with any moneys of the Trust not immediately required for the furthering of the objects of the Trust in such manner, and upon such securities, as may be deemed expedient, and to place any such moneys on deposit with

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bankers and others; provided that moneys subject to or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Minister of Education shall be invested only in such securities and with such sanction (if any) as for the time being may be prescribed by law.

- (j) To promote or concur in promoting and to do all lawful things incidental or conducive to the attainment of all or any of the objects of the Trust or to the preservation and maintenance of the property of the Trust in any part of the world as may seem expedient.

Provided that the Trust shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Trust would make it a trade union.

Provided also that in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Trust shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Ministry of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts, the Trusts shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Trust. Provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Trust, or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust, or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate

aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the Council of Management or Governing Body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. The liability of members is limited.

6. Every member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Trust contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Trust, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Trust; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

G. WINTHROP YOUNG,
12 Holland Street, W.8.
Ex Prof. Univ. London.

PRUNELLA DOUGLAS HAMILTON,
47, Campden Hill Square, W.8.
Married Woman.

G. M. TREVELYAN,
Masters Lodge,
Trinity College,
Cambridge.
Professor.

G. S. SUMMERS,
Thenford House,
Nr. Banbury,
Oxon.
Company Director.

E. L. GOSSAGE,
Abbotswood,
Buxted,
Sussex.
Air Marshall R.A.F.

LAWRENCE HOLT,
Engo, Riversdale Road,
Liverpool, 19.
Company Director

B. SEEBOHM ROWNTREE,
Hughendon Manor,
High Wycombe,
Company Director.

ROWALLAN,
Rowallan,
Kilmarnock.
Peer of the Realm.

Dated this 5th day of February 1946.

Witness to the Signatures of :- GEOFFREY WINTHROP YOUNG,
LADY PRUNELLA DOUGLAS HAMILTON, G.M.TREVELYAN, G.S.SUMMERS,
E.L.GOSSAGE, LAWRENCE HOLT, B.SEEBOHM ROWNTREE, ROWALLAN -

A. M. WINSER,
Solicitor.

I CERTIFY that the above is a true copy of the Memorandum of Association of THE OUTWARD BOUND TRUST LIMITED as altered by a Special Resolution of the Trust passed the 4th day of April, 1950.

J.N.W. Guyana
Secretary.

W.D. HENRY LONDON 1900
been produced by Type-Lithography
SOLICITORS' GENERAL TYPEWRITING CO.
15, NEW SQUARE, LINCOLN'S INN, W.C.2

THE COMPANIES ACTS.

COMPANY LIMITED BY GUARANTEE WITHOUT
A SHARE CAPITAL AND NOT FOR PROFIT

MEMORANDUM OF ASSOCIATION

- of -

THE OUTWARD BOUND TRUST LIMITED

(as altered by Special Resolution
passed 4th April, 1950).

INCORPORATED the 27th day of
February, 1946.

21 SEP 1966

Number of
Company

405180



The Companies Act 1948

21 Sep 1966

COMPANY LIMITED BY GUARANTEE

Public Guarantee

Special Resolution

(Pursuant to s. 141 (2))

OF

THE OUTWARD BOUND TRUST LIMITED

Passed 20th July, 1966

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at The Royal Commonwealth Society, Northumberland Avenue, London W.C.2 on the 20th day of July, 1966, the subjoined Special Resolution was duly passed, viz.:—

REGISTERED
26 SEP 1966

RESOLUTION

That the Articles of Association of the Trust be amended by the deletion of '£1' from Article 4 and the substitution therefor of '£2 2s.'

Signature:

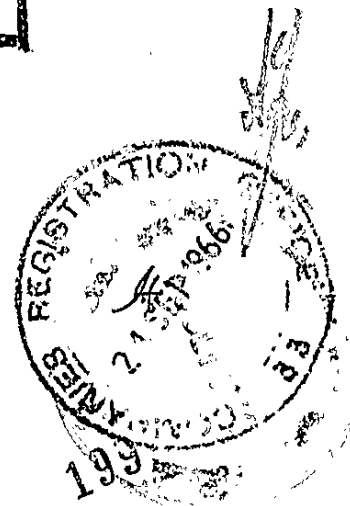
H. E. B. JENKINSON

Secretary.

Robert Peter St...

S.W.1.

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Special Resolutions

of

Office Pass

THE OUTWARD BOUND TRUST LIMITED

Passed 23rd July, 1975

At an Extraordinary General Meeting of the above named Company held at the Royal Commonwealth Society, Northumberland Avenue, London, W.C.2, on 23rd July, 1975, the following Resolutions were duly passed as Special Resolutions :-

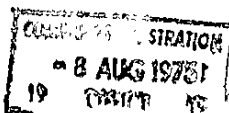
RESOLUTION

THAT the Memorandum of Association with respect to the objects of the Trust be altered by inserting the following words in paragraph (c) of Clause 3 thereof after the words, "or lend money or assistance to" :-
"or guarantee support or secure by any means the performance of any obligations or commitments of, and the repayment or payment of liabilities of" and after the word "any" next following, the word "charitable".

RESOLUTION

THAT the Articles of Association of the Trust be amended as follows :-

1. That the following new Article 5A be inserted immediately after Article 5:-
"5A All officers of the Trust, members of the Council or any committee to whom the Council may delegate their powers and directors of any company which shall for the time being be a subsidiary company of the Trust shall for the duration of such office or such membership be ex-officio members of the Trust and shall not be liable to pay yearly subscriptions".
2. By the deletion in Article 9 of the words "All members" and their replacement by the words "Any persons".
3. By the deletion in Articles 20 and 21 of the word "Vice-President" and its replacement in each Article by the words "Chairman of the Trust".
4. By the deletion of Article 26 and its replacement by the following new Article 26:-
"26 A. The officers of the Trust shall consist of a President, one or more Honorary Vice-Presidents, a Chairman, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be held by one person.
B. The President and Chairman of the Trust together with not less than three nor more than forty other persons shall together constitute the Council".
5. By the deletion in Article 27 of the last sentence.
6. By the deletion in Article 30 of the words "from amongst the members of the Trust".
7. By the deletion of the first two sentences in Article 34 and their replacement by the following words:-
"The Council may delegate any of their powers to a committee or committees consisting of such persons as they think fit and may from time to time revoke such delegation. Any committee so constituted will, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Council".
8. By the deletion of Article 34A and its replacement by the following new Article:-
"34A Members of the Council and committees of the Trust may be paid all travelling, hotel and other expenses properly incurred in attending and returning from meetings of the Council or committees or General Meetings of the Trust or in connection with the business of the Trust".



9. By the deletion in Article 35 of the word "Vice-President" and its replacement by the words "Chairman of the Trust".
10. By the deletion in Article 35 of sub-clause (C) and the re-lettering of sub-clauses (D) and (E) as sub-clauses (C) and (D) respectively.
11. By the deletion in Article 41 of the words "three months" and their replacement by the words "nine months".

[Signature]
Chairman

THE COMPANIES ACTS.

COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE
CAPITAL AND NOT FOR PROFIT

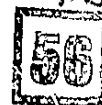
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THE OUTWARD BOUND TRUST LIMITED

INCORPORATED the 27th day of February, 1946.

As altered by Special Resolutions 4.4.50, 12.7.51, 20.7.66.
13.7.75



SLAUGHTER AND MAY,
18, Austin Friars,
London, E.C.2.

No. 405180.

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that THE OUTWARD BOUND TRUST LIMITED
is this day Incorporated under the Companies Act, 1929,
and that the Company is Limited.

GIVEN under my hand at London this Twenty-seventh day
of February One thousand nine hundred and forty-six.

P. MARTIN

Registrar of Companies.

THE COMPANIES ACTS.

COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE
CAPITAL AND NOT FOR PROFIT.

MEMORANDUM OF ASSOCIATION

- of -

THE OUTWARD BOUND TRUST LIMITED

(as altered by Special Resolution
passed 4th April, 1950).

1. The name of the Company (hereinafter referred to as
"the Trust") is "THE OUTWARD BOUND TRUST LIMITED". ✓

2. The registered office of the Trust will be situate in
England.

3. The objects for which the Trust is established are:-

To provide education and character training,
physical, mental and spiritual, for boys, girls, adolescents ✓
and young men and women of all nationalities, and in
particular boys and girls born in any part of the British
Commonwealth of Nations, or British Empire, or of British N/C
parents.

And with a view to and for the sole purpose of carrying out
the foregoing objects which are hereby declared to be the sole
objects of the Trust, the Trust shall have power:-

- (a) To purchase or otherwise acquire and take over all
or any part which the Trust may lawfully acquire
or take over, of the property, assets, liabilities
and engagements of any one or more companies,
societies, associations or bodies having the same
objects as those of the Trust or objects corresponding
with the objects of the Trust, and to amalgamate with
any such companies or bodies.
- (b) To promote research in all types of character
training, and to make grants or donations for such
purposes.
- (c) To establish, form or maintain camps and schools,
for shorter or longer periods, and to promote,
establish, manage, finance, or in any way assist any
school, camp, training establishment, short course,
club or similar organisation having the same objects
as or objects corresponding to those of the Trust,
and to establish, subsidise, promote, amalgamate,
co-operate or federate with, affiliate or become
affiliated to, act as Trustee or agent for or manage



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or lend money or assistance to or guarantee support or secure by any means the performance of any obligations or commitments of, and the repayment or payment of liabilities of any charitable association, society, company or other body, whether or not incorporated, whose objects are the same as or correspond with those of the Trust but so that none of the funds of the Trust shall be paid to any federated, affiliated or co-operative association, society or other body which does not prohibit the distribution of its income and property among its Members to an extent at least as great as is imposed on the Trust by Clause 4 of this Memorandum of Association.

- (d) To form, assist or maintain establishments designed to train leaders for any youth organisation or scheme having purely educational objects, and establishments for short courses or short term schools to provide boys and girls particularly between the ages of 14 and 18 with courses of education, including physical and athletic training, conducive to the objects of the Trust.
- (e) To establish, undertake the supervision of, administer and contribute to any fund established for the purpose of making donations or advances to deserving persons in necessitous circumstances, who have been engaged in or connected with pursuits or occupations within the scope of the objects of the Trust.
- (f) Subject as regards land to the provisions of the Companies Act, 1948, or of any statutory modification or re-enactment thereof for the time being in force to purchase, lease or otherwise acquire and hold any real and personal property, and any rights or privileges necessary, convenient or desirable for the purposes of the objects of the Trust, and to construct, alter and maintain any houses or buildings required for such purposes.
- (g) For the purposes aforesaid to sell, improve and develop, lease, let on hire, mortgage, dispose of, or otherwise deal with all or any of such property, rights or privileges.
- (h) To borrow or raise and secure the payment of money for the purposes aforesaid in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities and for the purpose of securing any debt or other obligation of the Trust to mortgage or charge all or any part of the property of the Trust.
- (i) To invest and deal with any moneys of the Trust not immediately required for the furthering of the objects of the Trust in such manner, and upon such securities, as may be deemed expedient and to place any such moneys on deposit with

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- (j) To promote or concur in promoting and to do all lawful things incidental or conducive to the attainment of all or any of the objects of the Trust or to the preservation and maintenance of the property of the Trust in any part of the world as may seem expedient.

Provided that the Trust shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Trust would make it a trade union.

Provided also that in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Trust shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Ministry of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts, the Trusts shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Trust. Provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Trust, or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust, or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate

aforesaid on any day last, or reasonable and proper rent for premises leased or let to the Trust; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the Council of Management or Governing Body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. The liability of members is limited.

6. Every member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Trust contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Trust, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Trust; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE,
are
Memo

LADY F
E.L.GC

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

G. WINTHROP YOUNG,
12 Holland Street, W.8.
Ex Prof. Univ. London.

PRUNELLA DOUGLAS HAMILTON,
47, Campden Hill Square, W.8.
Married Woman.

G. M. TREVELYAN,
Masters Lodge,
Trinity College,
Cambridge.
Professor.

G. S. SUMMERS,
Thenford House,
Nr. Banbury,
Oxon.
Company Director.

E. L. GOSSAGE,
Abbotswood,
Buxted,
Sussex.
Air Marshall R.A.F.

LAWRENCE HOLT,
Engo, Riversdale Road,
Liverpool, 19.
Company Director

B. SEEBOHM ROWNTREE,
Hughendon Manor,
High Wycombe,
Company Director.

ROWALLAN,
Rowallan,
Kilmarnock.
Peer of the Realm.

Dated this 5th day of February 1946.

Witness to the Signatures of :- GEOFFREY WINTHROP YOUNG,
LADY PRUNELLA DOUGLAS HAMILTON, G.M.TREVELYAN, G.S.SUMMERS,
E.L.GOSSAGE, LAWRENCE HOLT, B.SEEBOHM ROWNTREE, ROWALLAN -

A. M. WINSER,
Solicitor.

ARTICLES OF ASSOCIATION

- of -

THE OUTWARD BOUND TRUST LIMITED

(as altered by Special Resolutions
passed 20th July 1949 and 4th
April 1950).

I. PRELIMINARY.

1. The number of members of THE OUTWARD BOUND TRUST LIMITED (hereinafter referred to as "the Trust") is declared not to exceed 2000 but the Trust in General Meeting may from time to time increase the number of members.

2. These Articles shall be construed with reference to the provisions of the Companies Act 1929, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in those Acts.

3. The Trust is established for the purposes expressed in the Memorandum of Association.

II. MEMBERS OF THE TRUST.

4. Any person shall become qualified to be a member of the Trust for life who shall give to the Trust a sum of not less than £25 or who shall make such other provision for the Trust as in the opinion of the Council is not less beneficial to the Trust than a payment of £25 and any person who subscribes a yearly sum of not less than £2.2s. shall be qualified to be an ordinary member thereof.

5. Any person may signify by writing to the Secretary of the Trust, his desire to become such member, and the Secretary shall upon the Council electing him to membership and upon payment by him of his first subscription, enter the name of such person in the books of the Trust, and upon such entry such person shall become an ordinary member accordingly. In the case of a member for life the Secretary shall immediately on the Council electing him to membership and on payment of his subscription enter his name in the books of the Trust as a member for life.

6. Any member of the Trust who shall desire to retire shall signify such desire in writing to the Secretary, and thereupon his name shall be removed from the list of members and he shall be deemed to have retired. Any ordinary member of the Trust who shall have neglected and failed to pay his yearly subscription for six months after it has become due shall be

"5A All officers of the Trust, members of the Council or any committee to whom the Council may delegate their powers and directors of any company which shall for the time being be a subsidiary company of the Trust shall for the duration of such office or such membership be ex-officio members of the Trust and shall not be liable to pay yearly subscriptions".

COMPANY NO. 194761925
75 OFFICE 36

liable to have his name removed from the list of the members by resolution of the Council, and in case of such removal his membership of the Trust shall determine. For the purposes of this Article all subscriptions shall be deemed to become due on the 1st January in each year, save as regards the first subscription of the member which is payable on his being admitted to membership.

7. Any corporation which becomes a member under Article 5 may appoint, by writing, a person to act on its behalf, and may in like manner remove any person so appointed and appoint another in his place, and such person may exercise and enjoy on behalf of such corporation all the rights and privileges incidental to its membership, so long as such membership continues and his appointment is not determined.

8. No unincorporated society or body may, as such, become a member under Article 5, but if any such society or body should desire to obtain the advantages of membership it shall nominate a person to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Any such unincorporated society or body may, by writing, remove any person so nominated and nominate another in his place. Every person so nominated may exercise and enjoy on behalf of such unincorporated society or body all the rights and privileges incidental to its membership so long as such membership continues and his appointment is not determined.

9. Any persons shall be eligible to serve on the Council.

10. No right or privilege of any member shall be in any way transferable, but all such rights and privileges shall cease upon the member ceasing to be such, whether by death, retirement or otherwise.

III. MEETINGS.

11. The first General Meeting of the Trust shall be held within not less than one month nor more than three months from the date of the incorporation of the Trust. Subsequent General Meetings shall be held once in each year at such time and place as the Council may from time to time prescribe, and not more than fifteen months shall be allowed to elapse between any two such General Meetings.

12. All the above-mentioned General Meetings shall be called Ordinary Meetings, and all other General Meetings shall be called Extraordinary Meetings.

13. The Council may, whenever they think fit, and they shall upon a requisition made in writing by not less than one-tenth of the members, convene an Extraordinary Meeting.

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14. Any requisition made by members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Trust.

15. Upon the receipt of such requisition the Council shall forthwith proceed to convene a General Meeting; if they do not proceed to convene the same within fourteen days from the receipt of the requisition, the requisitionists or a majority of them may themselves convene the meeting, and the provisions of Section 114 of the Companies Act shall mutatis mutandis apply.

16. Subject to the provisions of Section 117 (2) of the Companies Act, relating to Special Resolutions, at least seven days before every meeting a printed or typed notice specifying the place, the day and hour of meeting, and in case of special business the general nature of such business, shall be given to all the members in the manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Trust in General Meeting; but the accidental omission to send such notice or the non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.

17. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of the consideration of the accounts and balance sheets and ordinary report of the Council.

18. No business shall be transacted at any General Meeting unless a quorum of not less than three members is present at the commencement of such business.

19. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum is not present it shall be adjourned sine die.

20. The President, or in his absence the Chairman of the Trust, shall preside as Chairman at every General Meeting of the Trust.

21. In the absence of the President and Chairman of the Trust, the members present at such meeting shall choose one of their number to be Chairman of such meeting.

22. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

23. At any General Meeting, unless a poll is demanded by at least five members, a declaration by the Chairman that a resolution has been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Trust, shall be conclusive evidence of the fact.

24. If a poll is demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Trust in General Meeting.

25. Every member shall have one vote and no more. All votes shall be given personally. A corporation may vote both on a show of hands and at a poll through the person (if any) appointed by it under Article 7.

IV. COUNCIL.

- 26 A. The officers of the Trust shall consist of a President, one or more Honorary Vice-Presidents, a Chairman, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be held by one person.
B. The President and Chairman of the Trust together with not less than three nor more than forty other persons shall together constitute the Council".

27. At the second Ordinary Meeting of the Trust the whole of the Council shall retire from office, and at the Ordinary Meeting in every subsequent year one-third of the Council for the time being, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. At every such Ordinary Meeting the Trust shall elect members of the Council in place of those retiring, except in so far as it shall be determined to reduce the number of members of the Council. The officers of the Trust for the ensuing year shall be appointed by the Council at their first meeting after each such Ordinary Meeting as aforesaid, and any vacancy in any such office during the course of a year shall be filled by the Council.

28. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who become members of the Council on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

29. A retiring member of the Council shall be eligible for re-election.

30. Any casual vacancy in the Council may be filled up by the Council, and the Council may from time to time and at any time, appoint additional members of the Council up to the prescribed maximum. Any member appointed under this Article shall retire from office at the next General Meeting, but shall be eligible for re-election.

31. Until the first Ordinary Meeting, the Council

shall consist of the following :-

President
Vice-President
Treasurer and Secretary

or such of them as shall have signed the Memorandum and Articles of Association of the Trust or shall become members thereof within fourteen days after the incorporation of the Trust.

32. The Council shall have absolute control over all the affairs and property of the Trust, and shall prescribe, alter or cancel rules for the regulation of the Trust (provided that no rule involving or amounting to an alteration or amendment of or addition to these Articles shall be valid unless sanctioned by Special Resolution, and may exercise all such powers of the Trust as they shall think fit except as otherwise provided by these Articles or required by statute, or as otherwise directed by the Trust in General Meeting.

33. The Council shall appoint and employ all officers and servants as they consider necessary, and shall (subject to the provisions of the Memorandum of Association) regulate their duties and fix their salaries.

34.

"The Council may delegate any of their powers to a committee or committees consisting of such persons as they think fit and may from time to time revoke such delegation. Any committee so formed will, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Council". The meetings and proceedings of any such committee, consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto, and are not superseded by any regulations made by the Council under this clause.

"34A Members of the Council and committees of the Trust may be paid all travelling, hotel and other expenses properly incurred in attending and returning from meetings of the Council or committees or General Meetings of the Trust or in connection with the business of the Trust".

V. MEETINGS AND PROCEEDINGS OF THE COUNCIL.

35. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Any two members of the Council may, and the Secretary on the requisition of a member of the Council, shall at any time summon a meeting of the Council. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be five. The continuing members may act notwithstanding any vacancy in their body. The President, or in his absence, the Chairman of the Trust, shall preside at all meetings of the Council. If at any meeting neither is present within fifteen minutes after the time appointed for holding the meeting, the members

present shall choose one of their number to be Chairman. A resolution determined on without any meeting of the Council and evidenced in writing under the hands of all the Council shall be as valid and effectual as a resolution duly passed at a meeting of the Council duly called and constituted.

SEAL.

36. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust, such signatures shall be conclusive evidence of the fact that the seal has been properly fixed.

BORROWING POWERS.

37. The Council may raise or borrow for the purposes of the Trust business such sums of money as they think fit, and may secure the repayment of or raise any such sum as aforesaid by mortgage or charge upon any part of the property and assets of the Trust.

38. The office of a member of the Council shall be vacated :-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he is found lunatic or become of unsound mind.
- (C) If by notice in writing to the Trust he resigns his office.
- (D) If he ceases to hold office by virtue of any provision of the Act.

VI. FINANCE.

39. The Council shall cause true accounts to be kept of all sums of money received and expended by the Trust, and of the matters in respect of which such receipts and expenditure take place, and of all property, credits and liabilities of the Trust.

40. Subject to any reasonable restrictions that may from time to time be imposed by the Trust in General Meeting, all the books of accounts of the Trust shall be open to the inspection of any member at any time during business hours.

41. The Council shall at every Ordinary Meeting, except the first, lay before the Trust a statement of the income and expenditure of the Trust made up to a

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date not more than nine months before the date of the meeting, and covering the period since the last account, or in the case of the first account, since the incorporation of the Trust, and also a balance sheet covering the same period, together with a report of the Council as to the state and progress of the Trust.

42. Auditors shall be appointed and their duties regulated in accordance with Sections 132 and 134 of the Companies Act, or any statutory modification thereof for the time being in force, the Council being treated as the Directors and the members as the shareholders mentioned in those sections.

43. All the subscriptions and pecuniary donations and legacies for the general purposes of the Trust, and the income of investments, and all other moneys from time to time forming part of the revenue of the Trust shall, on the same being received, be paid to the general account of the Trust at their bankers.

44. Subscriptions and pecuniary donations and legacies given for the purpose of being applied towards acquiring additional land or buildings for the purposes of the Trust, or paying off any debts incurred for any of such purposes, shall, on being received, be paid to the bankers of the Trust, and shall be accounted for separately from the general funds.

VII. NOTICES.

45. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode.

46. Any notice, if served by post, shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted.

47. If the Trust shall be wound up the assets remaining after payment of the debts and liabilities of the Trust and the costs of liquidation shall be applied in the manner mentioned in Clause 7 of the Trust's Memorandum of Association.

48. Every member of the Council and every officer for the time being of the Trust shall be indemnified out of the funds of the Council against all losses and expenses incurred in the discharge of his duties, and each shall be chargeable only for so much money or property as he shall himself actually receive for or in the discharge of his own acts, neglects or defaults, and not for those of any other person's nor for the insufficiency of any security for money invested or of title to any estate or property acquired, nor for any loss or damage which may happen in the discharge of his duties. Provided always that the provisions of this Article shall only have effect in so far as they are not avoided by Section 152 of the Act.

NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

G. WINTHROP YOUNG,
12 Holland Street, W.S.
Ex Prof. London Univ.

PRUNELLA DOUGLAS HAMILTON,
47, Campden Hill Square, W.S.
Married Woman.

G.M. TREVELYAN,
Masters Lodge,
Trinity College,
Cambridge
Professor.

G. S. SUMMERS,
Thenford House,
Nr. Banbury,
Oxon.
Company Director.

E. L. GOSSAGE,
Abbotswood,
Buxted,
Sussex
Air Marshall R.A.F.

LAWRENCE HOLT,
Enco, Riversdale Road,
Liverpool, 19
Company Director.

B. SEEBOHM ROWNTREE,
Hughendon Manor,
High Wycombe,
Company Director.

ROWALLAN,
Rowallan,
Kilmarnock
Feer of the Realm.

DATED this 5th day of February 1946.

WITNESS to the Signatures of - GEOFFREY WINTHROP YOUNG,
LADY PRUNELLA DOUGLAS HAMILTON, G.M. TREVELYAN, G.S. SUMMERS,
E.L. GOSSAGE, LAWRENCE HOLT, B. SEEBOHM ROWNTREE, ROWALLAN -

A. M. WINNER,
Solicitor.

THE COMPANIES ACTS.

COMPANY LIMITED BY GUARANTEE WITHOUT
A SHARE CAPITAL AND NOT FOR PROFIT

MEMORANDUM

and

~~and~~

~~OF ASSOCIATION~~

~~ARTICLES OF ASSOCIATION~~

ARTICLES OF ASSOCIATION

- of -

THE OUTWARD BOUND TRUST LIMITED

INCORPORATED the 27th day of
February, 1946.

THE TRUSTEES ACT 1948 to 1967

Special Resolution

of

THE OUTWARD BOUND TRUST LIMITED

Passed 13th October, 1976

At an Extraordinary General Meeting of the above named Company held at Plantation House, Mincing Lane, London, E.C.3, on 13th October, 1976, the following Resolution was duly passed as a Special Resolution :-

RESOLUTION

THAT the Articles of Association of the Trust be amended as follows:-

1. By the deletion of Article 4 and its replacement by the following new Article:-

"4. Any person shall become qualified to be a full or associated member of the Trust who shall give or subscribe to the Trust not less than the following:-

Full Life Member	\$100
Associate Life Member	\$50
Full Ordinary Member	\$10 yearly
Associate Ordinary Member	\$5 yearly

The Council may also appoint as full or associate life member any person who in their opinion has made other provision for the Trust not less beneficial than the payment above specified for Full Life Member and Associate Life Member."

2. By the insertion in Article 5A between the words "ex-officio" and "members of the Trust" of the word "associate".
3. By the deletion in Article 25 of the first sentence and its replacement by the following:-
"Every full member shall have ten votes and every associate member shall have one vote."

P. Rog J.

Chairman



Company No. 405180

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Outward Bound Trust Limited

Special Resolutions passed at a Ordinary Meeting of the Outward Bound Trust Limited held on Friday 18th July 1986.

1. That the Memorandum of Association of the Company be altered as follows:-

- (i) by deleting from Clause 3 the words "To provide education and character training, physical, mental and spiritual, for boys, girls, adolescents and young men and women of all nationalities, and in particular boys and girls born in any part of the British Commonwealth of Nations, or British Empire, or of British parents" and by substituting therefor the following:-

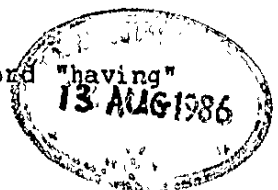
"To facilitate the personal development and growth of young people by education and instruction through the medium of short-term residential courses and participation in a wide variety of activities with special reference to the outdoors and physical endeavour"

- (ii) by deleting any reference to the words "school" or "schools" contained therein and substituting therefor the words "centre" or "centres"

- (iii) by deleting any reference to the "Minister of Education" or the "Ministry of Education" contained therein and substituting therefor the "Secretary of State for Education" and the "Department of Education and Science" respectively

- (iv) by deleting any reference to "The Companies Acts", the "Companies Act 1929", or the "Companies Act 1948" contained therein and by substituting therefor the "Companies Act 1985"

- (v) by omitting in Clauses 3(a), (c) and (d) the word "having" and by substituting therefor the word "with"



- (vi) by omitting in Clause 3(b) the word "character" and substituting therefor the word "development"
- (vii) by omitting in Clause 3(e) the following words "or advances to deserving persons in necessitous circumstances" and substituting therefor the following words "or advances to persons in need"
- (viii) by inserting after Clause 3(j) the following sub-clauses to clause 3 which are to be referred to as subclauses (k) to (q)

- " (k) To accept subscriptions, donations, devises, bequests and gifts of real or personal property whether or not subject to any trust for any one or more of the objects of the Trust.
- (l) Subject as herein provided or to such consents (if any) as may for the time being be imposed or required by law to sell, let, mortgage, dispose of or turn to account all of any of the property or assets of the Trust as may be expedient in the promotion of its objects
- (m) To undertake and execute any charitable trusts with primary objects wholly or partly similar to those of the Trust and which may lawfully be undertaken by the Trust
- (n) To establish, promote, or assist any charitable company or companies with charitable objects all or any of which are similar to the objects of the Trust for the purpose of acquiring all or any of the property, rights and liabilities of the Trust or for the purpose of carrying on any activity which the Trust is authorised to carry on or for

any other charitable purpose directly or indirectly calculated to benefit the Trust in the furtherance of its objects

(o) To make any charitable donation either in cash or otherwise in furtherance of the objects of the Trust

(p) To establish and support pension and superannuation schemes for the benefit of persons employed by the Trust and to grant pensions or retiring allowances to persons who have been employed by the Trust or to their dependents

(q) To purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagement of any one or more of the charitable associations or bodies with which the trust is authorised to co-operate or federate, °

2. That the Articles of Association be altered as follows:-

(i) by deleting any reference to "The Companies Acts", or the "Companies Act 1929" contained therein and by substituting therefor the "Companies Act 1985"

(ii) by omitting in Clause 2 the words "those Acts" and by substituting therefor the words "that Act"

(iii) by inserting in the place of Article 4 the following Article numbered 4:

"Any person (which term for the purposes of these Articles includes a corporation) may apply to become a member of the Trust in any of the following categories. Application shall be made in writing to the Secretary of the Trust in such form as the Council may require and shall be accompanied by the appropriate subscription

- (a) Life Membership - subscription of not less than £250
- (b) Full Membership - annual subscription of £20
- (c) Concessionary Membership - annual subscription of £10, open only to individuals below the age of 25 at the date of application and who are past students of any centre or other course run by the Trust

provided that any or all subscriptions may be increased from time to time and at any time (but not retrospectively) by the Council"

- (iv) by inserting in the place of Article 5 the following Article numbered 5:

- " (a) "The Council shall have full discretion as to the admission or non-admission of any person to membership of the Trust and shall not be bound to give any reason for non-admission. Upon election by the Council of any person to membership, the secretary shall enter him in the books of the Trust as a member in the appropriate category
- (b) All officers of the Trust, members of the Council or any committee to whom the Council may delegate their powers and directors of any company which shall for the time being be a subsidiary company of the Trust shall for the duration of such office or such membership be full ex-officio members of the Trust and shall not be liable to pay yearly subscriptions "

- (v) by inserting in the place of Article 6 the following Article numbered 6:

" A member shall cease to be a member of the Trust in any of the following circumstances;

- (a) If he gives not less than 7 days written notice to the Trust lodged at its registered office that he resigns from membership
- (b) If he is removed from membership by a resolution of the Council passed by a majority of three fourths of the votes cast upon such resolution at a meeting convened to consider such resolution of which he shall have been given a reasonable opportunity of attending and being heard
- (c) If in the case of a Full or Concessionary Member he fails to pay his annual subscription within twelve (12) months after it has become due. For the purposes of this Article, all subscriptions shall be deemed to become due on 1st January in each year (save that the first subscription of each member shall be payable with his application as provided by Article 4) "

- (vi) by omitting in Article 7 the reference to Article 5 and by substituting therefor "Article 4"
- (vii) by inserting in the place of Article 8 the following Article numbered 8:

"An unincorporated body or organisation shall not be entitled to become a member of the Trust other than through the individual membership of a nominee. The Trust shall not be required to registered such individual as a nominee nor otherwise to take cognisance of any such nomination"

- (viii) by omitting in Article 9 the words "All members" and substituting therefor the words "Any individual"

- (ix) by omitting in Article 13 the following words "not less than one tenth of the members" and by substituting therefor the following words "members representing not less than one tenth of the total voting rights of all members having at the date of deposit of the requisition a right to vote at general meetings"
- (x) by omitting in Article 15 line 2 the reference to "a General Meeting" and in line 6 the reference to "Section 114" and by substituting therefor the words "an Extraordinary Meeting" and "Section 368" respectively
- (xi) by omitting the reference to "Section 117 (2)" in Article 16 and by substituting therefor Section 369 and further by omitting the words "relating to special resolutions"
- (xii) by omitting the first sentence of Article 25 and by substituting therefor the following words "Every life and full member shall have ten votes and every concessionary member shall have one vote"
- (xiii) by renumbering Article 29 as Article 29(a) and by adding after Article 29(a) the following sub-clause to be numbered 29(b)

"The provisions of Section 293(1) to (6) inclusive of the Act (relating to retirement of Directors on reaching the age limit therein specified) shall not apply to the Company
- (xiv) by renumbering Article 34 as Article 34(a) and Article 34(A) as Article 34(b)
- (xv) by omitting from Article 35 the words "The President or in his absence, the Chairman of the Trust shall preside at all meetings of the Council. If at any meeting neither is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose therefor the following:-to be Chairman" and substituting

"The Chairman of the Trust shall preside at all meetings of the Council. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting the members present shall chose one of their number to be Chairman"

(xvi) by omitting the reference to "Section 132" and "Section 134" in Article 42 and by substituting therefor "Section 236" and "Section 237" respectively and further by omitting the words "and the members as shareholders"

(xvii) by substituting in Article 48 "Section 310" in place of "Section 152".

3. That the Council be and hereby is authorised and empowered for a period of one year to make such further amendments to the Memorandum and Articles as may be required by the Charity Commission.

SIGNED BY

.....
Chairman/Secretary

51/13

Company No. 405180

Outward Bound Trust Limited

Special Resolutions passed at a Ordinary Meeting of the Outward Bound Trust Limited held on Friday 18th July 1986 as amended by the Council of Management of the Trust at a meeting held on the 29th day of October 1986.

1. That the Memorandum of Association of the Company be altered as follows:-

- (i) by deleting from Clause 3 the words "To provide education and character training, physical, mental and spiritual, for boys, girls, adolescents and young men and women of all nationalities, and in particular boys and girls born in any part of the British Commonwealth of Nations, or British Empire, or of British parents" and by substituting therefor the following:-

"To promote for the public benefit the personal development and growth of young people by education and instruction through the medium of short-term residential courses and participation in a wide variety of activities with special reference to the outdoors and physical endeavour"

- (ii) by deleting any reference to the words "school" or "schools" contained therein and substituting therefor the words "centre" or "centres"



- (iii) by deleting any reference to the "Minister of Education" or the "Ministry of Education" contained therein and substituting therefor the "Secretary of State for Education" and the "Department of Education and Science" respectively
- (iv) by deleting any reference to "The Companies Acts", the "Companies Act 1929", or the "Companies Act 1948" contained therein and by substituting therefor the "Companies Act 1985"
- (v) by omitting in Clauses 3(a), (c) and (d) the word "having" and by substituting therefor the word "with"
- (vi) by omitting in Clause 3(b) the word "character" and substituting therefor the word "development"
- (vii) by omitting in Clause 3(e) the following words "or advance to deserving persons in necessitous circumstances" and substituting therefor the following words "or advances to persons in need"
- (viii) by inserting after Clause 3(j) the following sub-clauses to clause 3 which are to be referred to as subclauses (k) to (q)

- " (k) To accept subscriptions, donations, devises, bequests and gifts of real or personal property whether or not subject to any trust for any one or more of the objects of the Trust.
- (l) Subject as herein provided or to such consents (if any) as may for the time being be imposed or required by law to sell, let, mortgage, dispose of or turn to account all of any of the property or assets of the Trust as may be expedient in the promotion of its objects
- (m) To undertake and execute any charitable trusts with primary objects wholly or partly similar to those of the Trust and which may lawfully be undertaken by the Trust
- (n) To establish, promote, or assist any charitable company or companies with charitable objects all or any of which are similar to the objects of the Trust for the purpose of acquiring all or any of the property, rights and liabilities of the Trust or for the purpose of carrying on any activity which the Trust is authorised to

carry on or for any other charitable purpose directly or indirectly calculated to benefit the Trust in the furtherance of its objects

(o) To make any charitable donation either in cash or otherwise in furtherance of the objects of the Trust

(p) To establish and support pension and superannuation schemes for the benefit of persons employed by the Trust and to grant pensions or retiring allowances to persons who have been employed by the Trust or to their dependents

(q) To purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagement of any one or more of the charitable associations or bodies with which the trust is authorised to co-operate or federate. "

2. That the Articles of Association be altered as follows:-

(i) by deleting any reference to "The Companies Acts", or the "Companies Act 1929" contained therein and by substituting therefor the "Companies Act 1985"

- (ii) by omitting in Clause 2 the words "those Acts" and by substituting therefor the words "that Act"
- (iii) by inserting in the place of Article 4 the following Article numbered 4:

"Any person (which term for the purposes of these Articles includes a corporation) may apply to become a member of the Trust in any of the following categories. Application shall be made in writing to the Secretary of the Trust in such form as the Council may require and shall be accompanied by the appropriate subscription

- (a) Life Membership - subscription of not less than £250
- (b) Full Membership - annual subscription of £20
- (c) Concessionary Membership - annual subscription of £10, open only to individuals below the age of 25 at the date of application and who are past students of any centre or other course run by the Trust

provided that any or all subscriptions may be increased from time to time and at any time (but not retrospectively) by the Council"

(iv) by inserting in the place of Article 5 the following Article numbered 5:

" (a) "The Council shall have full discretion as to the admission or non-admission of any person to membership of the Trust and shall not be bound to give any reason for non-admission. Upon election by the Council of any person to membership, the secretary shall enter him in the books of the Trust as a member in the appropriate category

(b) All officers of the Trust, members of the Council or any committee to whom the Council may delegate their powers and directors of any company which shall for the time being be a subsidiary company of the Trust shall for the duration of such office or such membership be full ex-officio members of the Trust and shall not be liable to pay yearly subscriptions "

(v) by inserting in the place of Article 6 the following Article numbered 6:

" A member shall cease to be a member of the Trust in any of the following circumstances:

- (a) If he gives not less than 7 days written notice to the Trust lodged at its registered office that he resigns from membership
- (b) If he is removed from membership by a resolution of the Council passed by a majority of three fourths of the votes cast upon such resolution at a meeting convened to consider such resolution of which he shall have been given a reasonable opportunity of attending and being heard
- (c) If in the case of a Full or Concessionary Member he fails to pay his annual subscription within twelve (12) months after it has become due. For the purposes of this Article, all subscriptions shall be deemed to become due on 1st January in each year (save that the first subscription of each member shall be payable with his application as provided by Article 4) "

(vi) by omitting in Article 7 the reference to Article 5 and by substituting therefor "Article 4"

- (vi), by inserting in the place of Article 8 the following Article numbered 8:

"An unincorporated body or organisation shall not be entitled to become a member of the Trust other than through the individual membership of a nominee. The Trust shall not be required to registered such individual as a nominee nor otherwise to take cognisance of any such nomination"

- (viii) by omitting in Article 9 the words "All members" and substituting therefor the words "Any individual"
- (ix) by omitting in Article 13 the following words "not less than one tenth of the members" and by substituting therefor the following words "members representing not less than one tenth of the total voting rights of all members having at the date of deposit of the requisition a right to vote at general meetings"
- (x) by omitting in Article 15 line 2 the reference to "a General Meeting" and in line 6 the reference to "Section 114" and by substituting therefor the words "an Extraordinary Meeting" and "Section 368" respectively

- (xi) by omitting the reference to "Section 117 (2)" in Article 16 and by substituting therefor Section 369 and further by omitting the words "relating to special resolutions"
- (xii) by omitting the first sentence of Article 25 and by substituting therefor the following words "Every life and full member shall have ten votes and every concessionary member shall have one vote"
- (xiii) by renumbering Article 29 as Article 29(a) and by adding after Article 29(a) the following sub-clause to be numbered 29(b)

"The provisions of Section 293(1) to (6) inclusive of the Act (relating to retirement of Directors on reaching the age limit therein specified) shall not apply to the Company
- (xiv) by renumbering Article 34 as Article 34(a) and Article 34(A) as Article 34(b)
- (xv) by omitting from Article 35 the words "The President or in his absence, the Chairman of the Trust shall preside at all meetings of the Council. If at any meeting neither is present within fifteen minutes after the time appointed for holding the meeting, the members present shall


choose one of their numbers to be Chairman" and substituting therefor the following:-

"The Chairman of the Trust shall preside at all meetings of the Council. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting the members present shall chose one of their number to be Chairman"

(xvi) by omitting the reference to "Section 132" and "Section 134" in Article 42 and by substituting therefor "Section 236" and "Section 237" respectively and further by omitting the words "and the members as shareholders"

(xvii) by substituting in Article 48 "Section 310" in place of "Section 152".

3. That the Council be and hereby is authorised and empowered for a period of one year to make such further amendments to the Memorandum and Articles as may be required by the Charity Commission.


.....
SIGNED BY
Chairman/Secretary

No: 405180

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THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
THE OUTWARD BOUND TRUST LIMITED

Incorporated 27th February 1946



MEMORANDUM OF ASSOCIATION

- of -

THE OUTWARD BOUND TRUST LIMITED

(as altered by Special Resolutions passed
4th April, 1950, 23rd July 1975 and 18th
July 1986 and subsequently by the Council
of Management of the Outward Bound Trust
Limited on 29th October 1986)

1. The name of the Company (hereinafter referred to as "the Trust") is "THE OUTWARD BOUND TRUST LIMITED"
2. The registered office of the Trust will be situate in England.
3. The objects for which the Trust is established are:-

To promote for the public benefit the personal development and growth of young people by education and instruction through the medium of short-term residential courses and

participation in a wide variety of activities with special reference to the outdoors and physical endeavour.

And with a view to and for the sole purpose of carrying out the foregoing objects which are hereby declared to be the sole objects of the Trust, the Trust shall have power:-

- (a) To purchase or otherwise acquire and take over all or any part which the Trust may lawfully acquire or take over, of the property, assets, liabilities and engagements of any one or more companies, societies, associations or bodies with the same objects as those of the Trust or objects corresponding with the objects of the Trust, and to amalgamate with any such companies or bodies.
- (b) To promote research in all types of development training, and to make grants or donations for such purposes.
- (c) To establish, form or maintain camps and centres for shorter or longer periods, and to promote, establish, manage, finance, or in any way assist any centre, camp, training establishment, short course, club or similar organisation with the same objects as or objects corresponding to those of the Trust, and to establish, subsidise, promote, amalgamate, co-operate or federate with, affiliate or become affiliated to, act as Trustee or agent for or manage or lend money or assistance to or guarantee support or secure by any means the performance of

any obligations or commitments of, and the repayment or payment of liabilities of any charitable association, society, company or other body, whether or not incorporated, whose objects are the same as or correspond with those of the Trust but so that none of the funds of the Trust shall be paid to any federated, affiliated or co-operative association, society or other body which does not prohibit the distribution of its income and property among its Members to an extent at least as great as is imposed on the Trust by Clause 4 of this Memorandum of Association.

- (d) To form, assist or maintain establishments designed to train leaders for any youth organisation or scheme with purely educational objects, and establishments for short courses or short term centres to provide boys and girls particularly between the ages of 14 and 18 with courses of education, including physical and athletic training, conducive to the objects of the Trust.
- (e) To establish, undertake the supervision of, administer and contribute to any fund established for the purpose of making donations or advances to persons in need who have been engaged in or connected with pursuits or occupations within the scope of the objects of the Trust.
- (f) Subject to the provisions of the Companies Act 1985 or of any statutory modification or re-enactment thereof for the

time being in force to purchase, lease or otherwise acquire and hold any real and personal property, and any rights or privileges necessary, convenient or desirable for the purposes of the objects of the Trust, and to construct, alter and maintain any houses or buildings required for such purposes.

- (g) For the purposes aforesaid to sell, improve and develop, lease, let on hire, mortgage, dispose of, or otherwise deal with all or any of such property, rights or privileges.
- (h) To borrow or raise and secure the payment of money for the purposes aforesaid in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Trust to mortgage or charge all or any part of the property of the Trust.
- (i) To invest and deal with any moneys of the Trust not immediately required for the furthering of the objects of the Trust in such manner, and upon such securities, as may be deemed expedient, and to place any such moneys on deposit with bankers and others; provided that money subject to or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education shall be invested only in such securities and with such sanction (if any) as for the time being may be prescribed by law.

- (j) To promote or concur in promoting and to do all lawful things incidental or conducive to the attainment of all or any of the objects of the Trust or to the preservation and maintenance of the property of the Trust in any part of the world as may seem expedient.
- (k) To accept subscriptions, donations, devises, bequests and gifts of real or personal property whether or not subject to any trust for any one or more of the objects of the Trust.
- (l) Subject as herein provided or to such consents (if any) as may for the time being be imposed or required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust as may be expedient in the promotion of its objects.
- (m) To undertake and execute any charitable trusts with primary objects wholly or partly similar to those of the Trust and which may lawfully be undertaken by the Trust.
- (n) To establish, promote, or assist any charitable company or companies with charitable objects any of which are similar to the objects of the Trust for the purpose of acquiring all or any of the property, rights and liabilities of the Trust or for the purpose of carrying on any activity which the Trust is authorised to carry on or for any other

charitable purpose directly or indirectly calculated to benefit the Trust in the furtherance of its objects.

- (o) To make any charitable donation either in cash or otherwise in furtherance of the objects of the Trust.
- (p) To establish and support pension and superannuation schemes for the benefit of persons employed by the Trust and to grant pensions or retiring allowances to persons who have been employed by the Trust or to their dependants.
- (q) To purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagement of any one or more of the charitable associations or bodies with which the trust is authorised to co-operate or federate.

Provided that the Trust shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the trust would make it a trade union.

Provided also that in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Department of Education and Science the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Trust shall be chargeable for such property as may come into their hands,

and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Department of Education and Science over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Trust. Provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Trust, or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust, or any office of the Trust paid by

fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the council of Management or Governing Body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such repayment.

5. The liability of members is limited.

6. Every member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the trust contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Trust, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to

some other institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Trust; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several person whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

G. WINTHROP YOUNG,
12 Holland Street, W.8.
Ex Prof. Univ. London.

UNELLA DOUGLAS HAMILTON,
Campden Hill Square, W.8.
Married Woman.

G.M. TREVELYAN,
Masters Lodge,
Trinity College,
Cambridge.
Professor.

G.S. SUMMERS,
Thenford House,
Nr. Banbury,
Oxon.
Company Director.

E.L. GOSSAGE,
Abbotswood,
Buxted,

- 11 -

Sussex.

Air Marshall R.A.F.

LAWRENCE HOLT,

Engo, Riversdale Road,

Liverpool, 19.

Company Director.

B. SEEBOHM ROWNTREE,

Hughendon Manor,

High Wycombe.

Company Director.

ROWALLAN,

Rowallan,

Kilmarnock.

Peer of the Realm.

Dated this 5th day of February 1946.

Witness to the Signatures of:- GEOFFREY WINTHROP YOUNG,
LADY PRUNELLA DOUGLAS HAMILTON, G.M. TREVELYAN, G.S. SUMMERS, E.L.
GOSSAGE, LAWRENCE HOLT, B. SEEBOHM ROWNTREE, ROWALLAN -

A.M. WINSER, Solicitor

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of-

THE OUTWARD BOUND TRUST LIMITED

(as altered by Special Resolutions passed
20th July 1949, 4th April 1950, 12th July 1964,
23rd July 1975, 13th October 1976 and 18th July 1986
and subsequently by the Council of Management of
the Outward Bound Trust Limited on 29th October 1986)

I PRELIMINARY

1. The number of members of THE OUTWARD BOUND TRUST LIMITED (hereinafter referred to as "the Trust") is declared not to exceed 2,000 but the Trust in General Meeting may from time to time increase the number of members.
2. These Articles shall be construed with reference to the provisions of the Companies Act 1985, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

3. The Trust is established for the purposes expressed in the Memorandum of Association.

4. Any person (which term for the purposes of these Articles includes a corporation) may apply to become a member of the Trust in any of the following categories. Application shall be made in writing to the Secretary of the Trust in such form as the Council may require and shall be accompanied by the appropriate subscription:

- (i) Life Membership - subscription of not less than £250
- (ii) Full Membership - annual subscription of £20
- (iii) Concessionary Membership - annual subscription of £10, open only to individuals below the age of 25 at the date of application who are past students of any centre, or other course run by the Trust.

Provided that any or all subscriptions may be increased from time to time and at any time (but not retrospectively) by the Council.

5.(a) The Council shall have full discretion as to the admission or non-admission of any person to membership of the Trust and shall not be bound to give any reason for non-admission. Upon election by the Council of any person to membership, the Secretary shall enter

him in the books of the Trust as a member in the appropriate category.

(b) All officers of the Trust, members of the Council or any committee to whom the Council may delegate their powers and directors of any company which shall for the time being be a subsidiary company of the Trust shall for the duration of such office or such membership be full ex-officio members of the Trust and shall not be liable to pay yearly subscriptions.

6. A member shall cease to be a member of the Trust in any of the following circumstances.

(i) If he gives not less than 7 days written notice to the Trust lodged at its registered office that he resigns from membership.

(ii) If he is removed from membership by a resolution of the Council passed by a majority of three-fourths of the votes cast upon such resolution at a meeting convened to consider such resolution of which he shall have been given reasonable notice and at which he shall have been given a reasonable opportunity of attending and being heard.

(iii) If in the case of a Full or Concessionary member he fails to pay his annual subscription within twelve (12) months after it has become due. For the purposes of this Article, all subscriptions shall be deemed to become due on 1st January in each

year (save that the first subscription of each member shall be payable with his application as provided by Article 4).

7. Any corporation which becomes a member under Article 4 may appoint, by writing, a person to act on its behalf, and may in like manner remove any person so appointed and appoint another in his place, and such person may exercise and enjoy on behalf of such corporation all the rights and privileges incidental to its membership, so long as such membership continues and his appointment is not determined.

8. An unincorporated body or organisation shall not be entitled to become a member of the Trust other than through the individual membership of a nominee. The Trust shall not be required to register such individual as a nominee nor otherwise to take cognisance of any such nomination.

9. Any individual shall be eligible to serve on the Council.

10. No right or privilege of any member shall be in any way transferable, but all such rights and privileges shall cease upon the member ceasing to be such, whether by death, retirement or otherwise.

III. MEETINGS.

11. The first General Meeting of the Trust shall be held within not less than one month nor more than three months from the date of

the incorporation of the Trust. Subsequent General Meetings shall be held one in each year at such time and place as the Council may from time to time prescribe, and not more than fifteen months shall be allowed to elapse between any two such General Meetings.

12. All the above-mentioned General Meetings shall be called Ordinary Meetings, and all other General Meetings shall be called Extraordinary Meetings.

13. The Council may, whenever they think fit, and they shall upon a requisition made in writing by members representing not less than one-tenth of the total voting rights of all the members having after the date of deposit of the requisition a right to vote at general meetings, convene an Extraordinary Meeting.

14. Any requisition made by members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Trust.

15. Upon the receipt of such requisition the Council shall forthwith proceed to convene an Extraordinary Meeting; if they do not proceed to convene the same within fourteen days from the receipt of the requisition the requisitionists or a majority of them may themselves convene the meeting, and the provisions of Section 368 of the Companies Act shall mutatis mutandis apply.

16. Subject to the provisions of Section 369 of the Companies Act, at least seven days before every ordinary meeting a printed or

typed notice specifying the place, the day and hour of meeting, and in case of special business the general nature of such business, shall be given to all the members in the manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Trust in General Meeting; but the accidental omission to send such notice or the non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.

17. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting with the exception of the consideration of the accounts and balance sheets and ordinary report of the Council.

18. No business shall be transacted at any General Meeting unless a quorum of not less than three members is present at the commencement of such business.

19. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition members, shall be dissolved; in any other case it shall stand adjourned to such adjourned meeting a quorum is not present it shall be adjourned since die.

20. The Chairman of the Trust shall preside as Chairman at every General Meeting of the Trust.

21. In the absence of the Chairman of the Trust the members present at such meeting shall choose one of their number to be

Chairman of such meeting.

22. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

23. At any General Meeting, unless a poll is demanded by at least five members, a declaration by the Chairman that a resolution has been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Trust, shall be conclusive evidence of the fact.

24. If a poll is demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Trust in General Meeting.

25. Every life and full member shall have ten votes and every concessionary member shall have one vote. All votes shall be given personally. A corporation may vote both on a show of hands and at a poll through the person (if any) appointed by it under Article 7.

IV. COUNCIL.

26.(a) The officers of the Trust shall consist of a President, one or more Honorary Vice-Presidents, a Chairman, a Treasurer and a

Secretary the offices of Treasurer and Secretary may be held by one person.

(b) The president and Chairman of the Trust together with not less than three nor more than forty other persons shall together constitute the Council.

27. At the second Ordinary Meeting of the Trust the whole of the Council shall retire from office, and at the Ordinary Meeting in every subsequent year one-third of the Council for the time being, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. At every such ordinary Meeting the Trust shall elect members of the Council in place of those retiring, except insofar as it shall be determined to reduce the number of members of the Council. The officers of the Trust for the ensuing year shall be appointed by the Council at their first meeting after each such Ordinary Meeting as aforesaid, and any vacancy in any such office during the course of the year shall be filled by the Council.

28. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who become members of the Council on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

29.(a) A retiring member of the Council shall be eligible for re-election.

(b) The provisions of Section 293(1) to (6) inclusive of the Act (relating to retirement of directors on reaching the age limit therein specified) shall not apply to the Trust.

30. Any casual vacancy in the Council may be filled up by the Council and the Council may from time to time, and at any time, appoint additional members of the Council up to the prescribed maximum. Any member appointed under this Article shall retire from office at the next General Meeting but shall be eligible for re-election.

31. Until the first Ordinary Meeting, the Council shall consist of the following:-

President

Vice-President

Treasurer and Secretary

or such of them as shall have signed the Memorandum and Articles of Association of the Trust or shall become members thereof within fourteen days after the incorporation of the Trust.

32. The Council shall have absolute control over all the affairs and property of the Trust, and shall prescribe, alter or cancel rules for the regulation of the Trust (provided that no rule involving or amounting to an alteration or amendment of or addition to these Articles shall be valid unless sanctioned by Special

Resolution) and may exercise all such powers of the Trust as they shall think fit except as otherwise provided by these Articles or required by statute, or as otherwise directed by the Trust in General Meeting.

33. The Council shall appoint and employ all officers and servants as they consider necessary and shall (subject to the provisions of the Memorandum of Association) regulate their duties and fix their salaries.

34.(a) The Council may delegate any of their powers to a committee or committees consisting of such persons as they think fit and may from time to time revoke such delegation. Any committee so formed will in the exercise of the power so delegated conform to any regulations that may from time to time be imposed upon it by the Council.

(b) Members of the Council and committees of the Trust may be paid all travelling, hotel and other expenses properly incurred in attending and returning from meetings of the Council or committees of General meetings of the Trust or in connection with the business of the Trust.

V. MEETINGS AND PROCEEDINGS OF THE COUNCIL.

35. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of

votes. In case of an equality of votes the Chairman shall have a second or casting vote. Any two members of the Council may, and the Secretary on the requisition of a member of the Council, shall at any time summon a meeting of the Council. The quorum necessary for the transaction of the business of the Council shall be fixed by the Council, and unless so fixed shall be five. The continuing numbers may act notwithstanding any vacancy in their body. The chairman of the Trust shall preside at all meetings of the Council. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman. A resolution determined on without any meeting of the Council and evidenced in writing under the hands of all the Council shall be as valid and effectual as a resolution duly passed at a meeting of the Council duly called and constituted.

SEAL

36. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust, such signatures shall be conclusive evidence of the fact that the seal has been properly fixed.

BORROWING POWERS

37. The Council may raise or borrow for the purposes of the Trust business such sums of money as they think fit, and may secure the repayment of or raise any such sum as aforesaid by mortgage or charge upon any part of the property and assets of the Trust.

38. The office of a member of the Council shall be vacated:-

- (a) if a receiving order is made against him or he makes arrangement or composition with his creditors.
- (b) if he is found lunatic or become of unsound mind.
- (c) if by notice in writing to the Trust he resigns his office.
- (d) If he ceases to hold office by virtue of any provision of the Act.

VI. FINANCE.

39. The Council shall cause true accounts to be kept of all sums of money received and expended by the Trust, and of the matters in respect of which such receipts and expenditure take place, and of all property, credits and liabilities of the Trust.

40. Subject to any reasonable restrictions that may from time to time be imposed by the Trust in General Meeting, all the books of accounts of the Trust shall be open to the inspection of any member at any time during business hours.

41. The Council shall at every Ordinary Meeting, except the first, lay before the Trust a statement of the income and expenditure of the Trust made up to a date not more than nine months before the date of the meeting, and covering the period since the last account, or in the case of the first account, since the incorporation of the Trust, and also a balance sheet covering the same period, together with a report of the Council as to the state and progress of the Trust.

42. Auditors shall be appointed and their duties regulated in accordance with Section 236 and 237 of the Companies Act, or any statutory modification thereof for the time being in force, the Council being treated as the Directors mentioned in those sections.

43. All the subscriptions and pecuniary donations and legacies for the general purposes of the Trust, and the income of investments, and all other moneys from time to time forming part of the revenue of the Trust shall, on the same being received, be paid to the general account of the Trust at their bankers.

44. Subscriptions and pecuniary donations and legacies given for the purpose of being applied towards acquiring additional land

or buildings for the purposes of the Trust, or paying off any debts incurred for any of such purposes, shall, on being received, be paid to the bankers of the Trust, and shall be accounted for separately from the general funds.

VII. NOTICES

45. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode.

46. Any notice, if served by post, shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted.

47. If the Trust shall be wound up the assets remaining after payment of the debts and liabilities of the Trust and the costs of liquidation shall be applied in the manner mentioned in Clause 7 of the Trust Memorandum of Association.

48. Every member of the Council and every officer for the time being of the Trust shall be indemnified out of the funds of the Council against all losses and expenses incurred in the discharge of his duties, and each shall be chargeable only for so much money or property as he shall himself actually receive for or in the discharge of his own acts, neglects or defaults, and not for those

of any other person nor for the insufficiency of any security for money invested or of title to any estate or property acquired, nor for any loss or damage which may happen in the discharge of his duties. Provided always that the provisions of this Article shall only have effect in so far as they are not avoided by Section 310 of the Act.

NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

G. WINTHROP YOUNG,
12 Holland Street, W.8.
Ex Prof. London Univ.

PRUNELLA DOUGLAS HAMILTON
47 Campden Hill Square, W.8.
Married Woman

G.M. TREVELYAN,
Masters Lodge,
Trinity College,
Cambridge.
Professor.

G.S. SUMMERS,
Thenford House,
Nr. Banbury,
Oxon.
Company Director.

E.L. GOSSAGE,
Abbotswood,
Buxted,
Sussex.
Air Marshall R.A.F.

LAWRENCE HOLT,
Engc, Riversdale Road,
Liverpool, 19.
Company Director.

B. SEEBOHM ROWNTREE,
Hughendon Manor,
High Wycombe,
Company Director.

ROWALLAN,
Rowallan,
Kilmarnock
Peer of the Realm.

DATED this 5th day of February 1946.

WITNESS to the Signatures of - GEOFFREY WINTHROP YOUNG,
PRUNELLA DOUGLAS HAMILTON, G.M. TREVELYAN, G.S. SUMMERS, E.L.
GOSSAGE, LAWRENCE HOLT, B. SEEBOHM ROWNTREE, ROWALLAN -

A.M. WINSER, Solicitor



THE OUTWARD BOUND TRUST LIMITED

405180

Notice of Extraordinary General Meeting

NOTICE is hereby given that an Extraordinary General Meeting of The Outward Bound Trust Limited will be held at [12 noon] on [1st] March 1995 at the offices of MSL Group, 32 Aybrook Street, London, W1M 3JL for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1, 2, 3, 4, 5 and 6 will be proposed as special resolutions and resolution 7 will be proposed as an ordinary resolution of the Company.

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be amended by the addition of paragraph 3 (s) in the following terms:

"3 (s) To pay out of the funds of the charity the cost of any premium in respect of insurance or indemnities to cover the liability of the Council (or any Council member) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the charity; Provided that any such insurance shall not extend to any claim arising from any act or omission which the Council (or any Council member) knew, or ought reasonably to have known, was a breach of trust or which was committed by those persons or person in reckless disregard of whether it was a breach of trust or not."

2. That the Memorandum of Association of the Company be amended by deleting clause 4 thereof and substituting a clause in the following terms:-

"4. The income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Trust and no Council member shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust Provided that nothing herein shall prevent the payment in good faith by the Trust:-

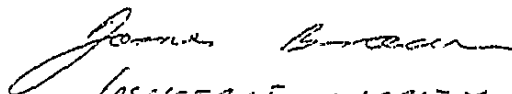
- (1) of the usual professional charges for business done by any Council member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Trust to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Council members benefit under this provision and that a Council member shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

James Gordon
(ASSISTANT CHARITY COMMISSIONER)

- (2) of reasonable and proper remuneration for any services rendered to the Trust by any member, officer or servant of the Trust who is not a Council member;
 - (3) of interest on money lent by any member of the Trust or Council member at a reasonable and proper rate per annum not exceeding the published base lending rate of a clearing bank to be selected by the Council members;
 - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Council member may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (5) of reasonable and proper rent for premises demised or let by any member of the Trust or a Council member;
 - (6) to or for the benefit of any Council member of reasonable out-of-pocket expenses and reasonable and proper premiums in respect of Indemnity insurance effected in accordance with clause 3 (s); or
 - (7) of any payments which may required to be made under any agreement or transaction with the trustee or trustees of any other charity or with any charitable company (being an agreement or transaction which apart from this paragraph the Trust could properly have entered into if any member of the Trust or Council member had not also been trustees or a trustee of such charity or members or a member of or directors or a director of such charitable company) notwithstanding that one or more members of the Trust or Council members may also be trustees or trustee of such charity or members or a member of or directors or a director of such charitable company and in like manner in all respects as if the members of the Trust or Council members or any of them were not such trustees or trustee or such members or member or such directors or director."
3. That the Articles of Association be amended by deleting Article 5 (b) and re-numbering Article 5 (a) as Article 5.
 4. That the Articles of Association of the Company be amended by inserting the following as Article 10 A:

"10 A 1. The following provisions shall apply to the position of Patron of the Trust.

2. At the Ordinary Meeting of the Trust to approve the accounts for the Trust for the year ending 31st December 1997 and in every third year thereafter the Patron shall retire from office but shall be eligible for re-election. Any casual vacancy in the office of Patron may be filled by the Council.


(ASSISTANT CHARITY COMMISSIONER)

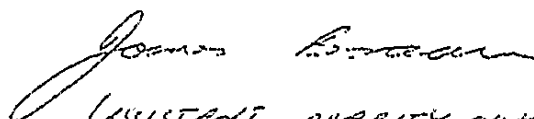
3. The Patron shall preside as Chairman at every General Meeting of the Trust and at every meeting of the Council which he shall attend and Article 20 and Article 35 shall take effect accordingly.
4. The office of Patron shall be filled in the following manner:-
 - (a) Any two members of the Council may nominate any person to act as Patron on the retirement of the Patron
 - (b) The name of any person so nominated together with the names of his nominators and his consent to serve as Patron if elected shall be sent in writing to the Trust at its registered office at least twenty-eight days (or such later date as the Council may decide) before the Ordinary Meeting of the Trust at which the Patron is due to retire.
 - (c) If more than one candidate is nominated for the position of Patron a ballot shall be held for the election of such person and a balloting list of the candidates' names in alphabetical order, with the names of their nominators, shall be prepared and forwarded to each member entitled to vote and shall be returnable not less than seven days before the date of the Ordinary Meeting of the Trust. The candidate for the position of Patron who receives the largest number of votes shall be elected and in case of an equality of votes the person to be elected shall be selected by lot."
5. That the Articles of Association of the Company be amended by deleting the first sentence of Article 27 thereof and inserting in its place:-

"27. At the ordinary meeting of the Trust to approve the Accounts of the Trust for the year ending 31st December 1997 and at the ordinary meeting in every subsequent year one third of the Council for the time being, or if their number is not three or a multiple of three, then the number nearest to one third, shall retire from office."
6. That the Articles of Association of the Company be amended by the addition of Article 49 in the following terms:

"49. The Council shall have power to resolve pursuant to clause 3 (s) of the Memorandum of Association to effect Indemnity insurance notwithstanding their interest in such a policy."

ORDINARY RESOLUTION

7. That, subject to the passing of the resolutions numbered 1 to 5 inclusive set out in this Notice of meeting and on each person named herein consenting to act as a Director:-


(ASSISTANT CHARITY COMMISSIONER)

- (a) His Royal Highness the Prince Edward be appointed a member of the Council of the Trust with immediate effect
- (b) Mr. James Gulliver be appointed a member of the Council of the Trust with immediate effect
- (c) Sir Trevor Holdsworth be appointed a member of the Council of the Trust with immediate effect
- (d) Mr. Hugh Hudson-Davies be appointed a member of the Council of the Trust with immediate effect
- (e) Mr. Michael Kingshott be appointed a member of the Council of the Trust with immediate effect
- (f) Mr. Malcolm Pinchin be appointed a member of the Council of the Trust with immediate effect
- (g) Mrs. Caroline Ryder be appointed a member of the Council of the Trust with immediate effect.

Registered office:

Chestnut Field
Regents Place
Rugby
CV21 2PJ

By Order of the Board:-

.....

*The Charity Commissioners for England and Wales
give their prior written consent to the
special and ordinary resolutions contained in
these four pages and endorsed by my signature*

Draft 20.2.95
Outward.Nor

James Brown
(ASSISTANT CHARITY COMMISSIONER)
CHARITY COMMISSION
2ND FLOOR
20 KING'S PARADE
QUEEN'S DOCK
LIVERPOOL