

Company No. 1263446

THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

Of

HELP THE AGED

Passed the *4th April* 2002

By written resolution the above named Company duly passed on *4th April* 2002 as a resolution of the Company as follows:-

WRITTEN RESOLUTION

THAT the Memorandum of Association of the Company be amended by the insertion of the following new article as Clause 4.8:

- "4.8 to any trustee who possesses specialist skills or knowledge required by the Company for its proper administration, or reasonable charges for that work of that nature done by him or her or by his or her firm, when instructed by the Company to act on its behalf. Provided that:
- 4.8.1 at no time shall a majority of the trustees benefit under this provision; and
- 4.8.2 a trustee shall withdraw from any meeting whilst his or her own instruction or remuneration, or that of his or her firm is being discussed."

.....*[Signature]*.....
Secretary



No 1263446

THE COMPANIES ACTS 1948 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

HELP THE AGED

(Incorporating all changes up to and including 4 April 2002)

WEDLAKE BELL

16 Bedford Street
Covent Garden
London WC2E 9HF

SMR/59614/WB1-56053

*Certified a true
copy*

M. Mahy
*Company
Secretary*

THE COMPANIES ACTS 1948 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

HELP THE AGED

1. The name of the Company is "HELP THE AGED LIMITED".
2. The registered office of the Company will be situate in England.
3.
 - 3.1 The objects for which the Company is established are to promote the welfare of the aged in any manner which now or hereafter may be deemed to be charitable by law in any part of the world and for such other ancillary charitable purposes as the Trustees may determine and in relation to any of such objects to follow the Christian injunctions.
 - 3.2 In furtherance of the above objects, but not otherwise the Company shall have the following powers:-
 - 3.2.1 To write, print, publish, issue and circulate gratuitously or otherwise any reports, periodicals, books, newspapers, broadcasting, films, pamphlets, leaflets, other documents and all other media of information.
 - 3.2.2 To take all such steps as may from time to time be reasonably necessary for the purpose of promoting the objects of the Company or procuring contributions by way of donations, subscriptions, devises, bequests or in any other manner to the funds of the Company.
 - 3.2.3 To establish and acquire and hold shares in commercial trading or investment companies with a view to their realising profits for use in connection with the Company's objects.
 - 3.2.4 To undertake and execute any charitable trusts which may be lawfully undertaken by the Company.

1.1

On the 26th November 1976 the Company subject to the issue of a Licence pursuant to Section 19(1) of the Companies Act 1948 by Special Resolution changed its name to "Help the Aged". The relative Certificate of Incorporation on Change of Name was issued on the 12th January 1977.

- 3.2.5 To raise funds and receive contributions from any person or persons whatsoever by way of subscriptions donations and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for its primary purpose.
- 3.2.6 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose, calculated to promote the Company's objects or any of them.
- 3.2.7 To establish, make provision for or assist in making provision for professorships, readerships, scholarships, exhibitions, bursaries, prizes, salaries and grants for persons or charitable institutions engaged in teaching or research relating to the objects of the Company of such amounts and upon such terms and conditions as the Company shall think fit.
- 3.2.8 To arrange hold and provide for or join in arranging, holding and providing for lectures, exhibitions, meetings, classes, conferences and other things reasonably necessary for the advancement of the objects of the Company.
- 3.2.9 To enter into and carry into effect agreements or arrangements with associations, institutions, companies or individuals which are reasonably necessary for the attainment or furtherance of the Company's objects or any of them.
- 3.2.10 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any estate or interest whatsoever and any rights privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company.
- 3.2.11 To sell, manage, lease, mortgage, exchange, dispose of or otherwise deal with and turn to account all or any part of the property of the Company with a view to the promotion of its objects or any of them
- 3.2.12 To borrow and raise money in such manner as may be considered necessary and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company subject nevertheless to such consents (if any) as may from time to time be imposed or required by law and subject also as hereinafter provided.
- 3.2.13 To invest and deal with any moneys of the Company not immediately required for use in connection with any of its objects in the purchase of or at interest upon the security of, such stocks, funds, shares, securities, units in a unit trust or other investments or property movable or immovable or of whatsoever nature, and situated anywhere in the world, and whether involving liability or not, and whether in possession or reversion.
- 3.2.14 To procure the registration or incorporation of the Company in or under the laws of any place outside England and to procure any Act of Parliament, provisional

order, enactment, decree or other legislative or executive act of any government, state colony, province, dominion, sovereign or authority supreme, municipal, local or otherwise for the purpose of enabling the Company to carry any of its objects into effect Provided that none of the actions referred to in this paragraph shall have as its effect that control of the Company shall pass outside the United Kingdom.

3.2.15 To pay all expenses of and incidental to the incorporation and establishment of the Company.

3.2.16 To pay out of the funds of the Company the cost of any premium in respect of insurance or indemnities:

3.2.16.1 to cover the liability of the Trustees (or any of them) which by virtue 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 Company; and

3.2.16.2 to cover the liability of the Company in respect of any negligent default of any of its employees from time to time

Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any of them) knew or ought reasonably to have known was a breach of trust or which was committed by those persons or person in reckless disregard as to whether it was a breach of trust or not.

3.2.17 To foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research in such manner as the Company shall deem fit.

3.2.18 To amalgamate with any companies institutions societies or associations which are charitable at law and have objects mainly similar to those of the Company and which prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to same extent as such payments or distributions are prohibited in the case of the members by this Memorandum of Association.

3.2.19 To apply for or join in applying for purchase or by other means acquire and protect prolong and renew whether in the United Kingdom or elsewhere any copyrights trademarks patents patent rights brevets d'invention licences registered designs protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account or to grant licences or privileges in respect of the same whether subject to a royalty or not and whether exclusive or non-exclusive or subject to such other limitation as the Company may deem appropriate.

3.2.20 To do all such other lawful things as shall further the foregoing objects or any of them.

PROVIDED THAT:

- 3.2.20.1 In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- 3.2.20.2 The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- 3.2.20.3 In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company 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 Board of Trustees shall be chargeable with the responsibility for any such property that 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 Board of Trustees have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Trustees, but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company had not been incorporated.

PROVIDED FURTHER that the Company shall not dispose of the whole of its freehold or leasehold properties or any part thereof exceeding twenty-five per cent. except with the sanction of the Company in General Meeting by Special Resolution first obtained.

- 4. The income and property of the Company shall be applied solely towards the promotion of its objects 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 members of the Company and no member of its Board of Trustees shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

- 4.1 of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Trustees) for any services rendered to the Company;
- 4.2 of interest on money lent by any member of the Company or of its Board of Trustees at a rate per annum not exceeding the lesser of:

- 4.2.1 National Westminster Bank Plc base rate from time to time; and
- 4.2.2 10 per cent;
- 4.3 of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Trustees;
- 4.4 to any member of its Board of Trustees of out-of-pocket expenses;
- 4.5 to a company of which a member of the Company or of its Board of Trustees may be a member holding beneficially not more than one hundredth part of the capital of such company;
- 4.6 all reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 3.2.16;
- 4.7 in respect of any expenditure deemed necessary by the Trustees in connection with the pursuit of the Company's objectives; and
- 4.8 to any trustee who possesses specialist skills or knowledge required by the Company for its proper administration, or reasonable charges for that work of that nature done by him or her or by his or her firm, when instructed by the Company to act on its behalf. Provided that:-
 - 4.8.1 at no time shall a majority of the trustees benefit under this provision; and
 - 4.8.2 a trustee shall withdraw from any meeting whilst his or her own instruction or remuneration, or that of his or her firm is being discussed.²
- 5. The liability of the Members is limited.
- 6. Every Ordinary Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is an Ordinary Member or within one year after he ceases to be an Ordinary Member for payment of the debts and liabilities of the Company contracted before he ceased to be an Ordinary Member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
- 7. If upon the winding up or dissolution of the Company there shall remain, 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 Company but shall be given or transferred in such manner as will ensure the same being used for the purposes of any other company or body incorporate or unincorporate having solely charitable objects similar to those of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members

1.1

²

Clause 4.8 was inserted pursuant to a written resolution of the members dated 4 April 2002.

to an extent at least as great as is imposed on the Company by virtue of Clause 4 hereof.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

L.O. SWAIN	388 Woodstock Road, Oxford	Company Director
GEORGE DAVIS	1, Old Posting House, 62 Bath Road, Speen, Newbury	Company Director
N.F. MAYNARD	57 Southway, London NW11	Company Director
P.V. MAYNARD	57 Southway, London NW11	Company Director
AMBROSE APPELBE	7 New Square, Lincolns Inn, London WC2A 3RA	Solicitor
FRANK BAKER	Little Orchard, Withyham Road, Groombridge, Tunbridge Wells, Kent	Manager
HUGH FAULKENER	54 Courtenay Gardens, Upminster, Essex	Company Director
CHARLES NORMAN	18 Winding Wood Drive, Camberley, Surrey	Company Director
MAYBRAY-KING	37 Manor Farm Road, Southampton	Peer of the Realm

Company Number 1263446

THE COMPANIES ACTS 1948 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES

of

ASSOCIATION

of

HELP THE AGED

(Incorporating all changes up to and including 21 November 2001)

WEDLAKE BELL

16 Bedford Street
Covent Garden
London WC2E 9HF

SMR/59614/WB1-56457

INDEX

Articles	Page No.
ACTIVITIES.....	2
MEMBERS	3
HELP THE AGED.....	3
GENERAL MEETINGS.....	4
PROCEEDINGS AT GENERAL MEETINGS.....	5
VOTES OF MEMBERS	6
TRUSTEES.....	7
DISQUALIFICATION OF TRUSTEES	9
ELECTION AND RETIREMENT OF TRUSTEES	9
PROCEEDINGS OF THE BOARD	10
POWERS AND DUTIES OF THE TRUSTEES.....	12
SECRETARY	13
MINUTES.....	13
THE SEAL.....	13
ACCOUNTS	14
AUDIT	15
ANNUAL REPORT	15
ANNUAL RETURN.....	15
NOTICES.....	15
WINDING UP	15
INDEMNITY	15
INSURANCE.....	16

THE COMPANIES ACTS 1948 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

Incorporating all amendments up until and including 21 November 2001

- of -

HELP THE AGED

PRELIMINARY

DEFINITIONS

- 1.1 In these presents, if not inconsistent with the subject or context the words standing in the first column of the table next hereinafter set out shall bear the meanings set out opposite to them respectively in the second column thereof.

WORDS

MEANINGS

The Company	Help the Aged
The Act	The Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force.
The Charities Act	The Charities Act 1993 including any statutory modification or re-enactment thereof for the time being in force.
These Presents	These Articles of Association as presently framed or as from time to time altered by special resolution
The Office	The registered office of the Company.
The Seal	The Common Seal of the Company
Trustee	A duly elected Member of the Board of Trustees of the Company hereby constituted and being a director thereof for the purposes of the Act.

The Board	The Board of Trustees of the Company or the Trustees present at a duly convened meeting of the Board of Trustees at which a quorum is present.
The Chairman	The Chairman for the time being of the Board.
The Secretary	Any person appointed by the Board to perform the duties of the Secretary of the Company, including (subject to the provisions of the Act) an Assistant or Deputy Secretary or any other person appointed from time to time to perform any of the duties of the Secretary.
The Founder	The Late Cecil Jackson Cole.
Member	A member of the Company and being either an Ordinary Member or an Honorary Member as designated by Article 6 below.
Month	Calendar month.
Year	Year from 1 st January to 31 st December inclusive.
In writing	Written or produced by any process for producing words in visible form or partly written and partly so produced.
1.2	Words importing the singular number only shall include the plural number and vice versa.
1.3	Words importing the masculine gender shall include the feminine gender.
1.4	Words importing persons shall include corporations.
1.5	Save as aforesaid, any words or expressions defined in the Act, if not inconsistent with the subject or context shall bear the same meanings in these Presents.

ACTIVITIES

2. The Company is established for the purposes expressed in its Memorandum of Association.
3. Any branch or kind of activity which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it may consider expedient and further may be suffered by it to be in abeyance, whether such branch or kind of activity may have been actually commenced or not, so long as the Board may consider it expedient not to commence or proceed with the same.
4. The Office shall be at such place in England as the Board shall from time to time appoint.

MEMBERS

5. The Company is a private company and the subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these Presents, and none others, shall be Members of the Company and shall be entered in the Register of Members accordingly.
6. There shall be two classes of Members of the Company, namely:-
 - 6.1 Ordinary Members
 - 6.2 Honorary Members (non-voting)
- 7.1 The Ordinary Members shall (until death or resignation) be those shown as such on the register of members at the passing of the Special Resolution to adopt these Presents together with those that the Board shall in future admit to Ordinary Membership PROVIDED that all future applications for Ordinary Membership shall be conditional upon the applicant concerned signing and sending to the Secretary an application for admission framed in the following terms: -

HELP THE AGED

"I (name of applicant) of (address of applicant) being eligible pursuant to Article 7.1 of the Articles of Association hereby apply to be registered as an Ordinary Member of Help the Aged. I agree to be bound by the provisions of the Memorandum and Articles of Association of the Company and to contribute the sum of £1 to the assets of the Company in the circumstances referred to in clause 6 of the Memorandum of Association of the Company and hereby authorise and request you to place my name on the Register of Members

Dated this 20

(Signature of applicant)"

- 8.1 Subject to Article 6.2 hereof the Honorary Members shall be such persons as the Board may from time to time admit to honorary membership of the Company with their consent in writing. Every Honorary Member shall continue to be an Honorary Member for life or for such shorter period as the Board may determine. The Board may at any time designate all or any of the Honorary Members as "Patrons" or with some other such title selected by the Board.
- 8.2 Such designation shall have the effect in respect of any Honorary Member for such period as such Honorary Member shall continue to be an Honorary Member or for such shorter period as the Board at or after the time such designation shall be conferred may determine.
9. Every Member shall use such Member's best endeavours to promote the objects and interests of the Company and shall observe all the Company's regulations affecting such Member contained in or effective pursuant to these Presents.

10. The rights of every Member shall be personal to such Member and shall not be transferable, transmissible or chargeable by such Members' own act, by operation of law or otherwise.
11. A Member shall immediately cease to be a Member upon the happening of any one of the events following, namely:
 - 11.1 If such Member shall resign membership by writing under such Member's hand left at the Office;
 - 11.2 If such Member shall die or become incapable by reason or mental disorder from managing or administering the property and affairs of such Member or bankrupt or compound with such Members' creditors;
 - 11.3 If such Member shall fail to perform any obligation binding upon such Member under these Presents for one month after notice in writing requiring such Member so to do shall have been served upon such Member by the Company or if in the opinion of the Board the conduct of such Member shall be calculated in any respect to be prejudicial to the interests of the Company and such Member shall fail to remedy such conduct to the satisfaction of the Board for one month after notice in writing requiring such Member so to do shall have been served upon such Member by the Company and if also in either of such cases the Board by resolution passed by a majority of not less than three-fourths of the members of the Board present and voting at a meeting of the Board of which notice specifying the intention to propose the resolution shall have been given shall resolve that the membership of such Member be terminated;
 - 11.4 If being an Ordinary Member such Member shall cease to be eligible pursuant to these Presents.
12. A Register shall be kept by the Company containing the names and addresses of all the Members, together with such other particulars as may be required by the Act.
13. Any Ordinary Member who for any cause whatsoever shall cease to be an Ordinary Member shall remain liable for and shall pay to the Company all moneys which may become payable by such Member by virtue of the liability of such Member under the Memorandum of Association.

GENERAL MEETINGS

14. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
15. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

16. The Board may whenever it may think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
17. Twenty one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the Meeting, and in the case of special business the general nature of that business shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these Presents or under the Act entitled to receive such notices from the Company, but with the consent of all the Ordinary Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of Meetings other than Annual General Meetings, a meeting may be convened by such notice as those Ordinary Members may think fit.
18. The accidental omission to give notice of a Meeting to or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding held, at any Meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. All business shall be deemed special which is transacted at an Extraordinary General Meeting and also all business which is transacted at an Annual General Meeting with the exception of the consideration of the Accounts and Balance Sheet and the Reports of the Board and Auditors and the election of the Auditors and the fixing of their remuneration.
20. No business shall be transacted at any General Meeting unless a quorum be present when the Meeting proceeds to business. Not less than five of the Ordinary Members for the time being present in person or represented by proxy shall form a quorum.
21. If within half an hour from the time appointed for holding any General Meeting a quorum be not present the Meeting, if convened on the requisition of the Ordinary Members, shall be dissolved. In any other case the Meeting shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum be not present within fifteen minutes from the time appointed for holding the Meeting then three of the Ordinary Members present or represented by proxy shall form a quorum.
22. The Chairman (if any) of the Board or in the absence of the Chairman the Deputy Chairman (if any) shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman or Deputy Chairman, or if at any Meeting neither the Chairman nor the Deputy Chairman be present within fifteen minutes after the time appointed for holding the Meeting, or if neither of them be willing to act as Chairman, the Ordinary Members present shall choose some member of the Board, or, if no member of the Board be present or if all the

members of the Board present decline to take the Chair, some Ordinary Member of the Company present to be Chairman.

23. The Chairman with the consent of any Meeting at which a quorum is present may and if so directed by the Meeting shall adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting except business which might lawfully have been transacted at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned Meeting.
24. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll be demanded by at least three Ordinary Members present in person or by proxy or by any Ordinary Member or Ordinary Members so present and representing one tenth of the total voting rights of all the Ordinary Members having the right to vote at the Meeting. Unless a poll be so demanded a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Minute Book of the Company, if signed by such Chairman or by the Chairman of the next succeeding Meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution.
25. If a poll be duly demanded it shall be taken in such a manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
26. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
27. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman shall direct.
28. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

29. On a show of hands every Ordinary Member present in person shall have one vote, and on a poll every Ordinary Member present in person or by proxy shall have one vote. Honorary Members shall be entitled to attend but not to vote at any Meeting.
30. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such a Meeting shall be valid for all purposes.

Any such objection made in due time shall be referred to the Chairman of the Meeting, whose decision shall be final and conclusive.

31. On a poll votes may be given either personally or by proxy.
32. The instrument appointing a proxy shall be in writing under the hand of the appointer or of the attorney of the appointer duly authorised in writing.
33. No person shall act as proxy unless:-
- 33.1 such person is entitled on such person's own behalf to be present and vote at the Meeting at which such person acts as proxy or
- 33.2 such person's appointment be approved by the Board.
34. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of a period of three months from the date named in it as the date of its execution.
35. An instrument appointing a proxy may be in the following form or in any other form which the Trustees' Board may approve: -
- "I, _____ of _____ being an Ordinary Member of the above-named Company hereby appoint _____ of _____ as my proxy to vote for me and on my behalf at the Annual [§or Extraordinary, as the case may be] General Meeting of Company to be held on the _____ day of _____ 20 , and at any adjournment thereof
- As Witness my hand this _____ day of _____ 20."
36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

TRUSTEES

37. Unless and until otherwise determined by the Company in General Meeting, the Trustees shall be not less than fifteen nor more than thirty in number. No person shall be capable of being appointed a Trustee unless such person shall also be or become an Ordinary Member.

- 38.1 Subject and without prejudice to Article 37 the power to appoint and in the manner mentioned in Article 41.4 remove Trustees shall be vested in the Ordinary Members of the Company in General Meeting but so that the total number of Trustees shall not at any time exceed the maximum number fixed by or in accordance with these Articles.
- 38.2 The continuing Trustees may act notwithstanding any vacancy in their body and may at any time and from time to time appoint any person to be a Trustee but only to fill such vacancy but so that the total number of Trustees shall not exceed at any time the number fixed in accordance with these Presents. Any Trustee so appointed shall hold office only until the conclusion of the next following Annual General Meeting and shall then be eligible for re-election.
- 38.3 If the number of the Trustees be less than the prescribed minimum the remaining Trustee or Trustees shall forthwith appoint an additional Trustee or additional Trustees to make up such minimum.
39. No Trustee shall be or become ineligible to hold office by virtue only of attaining the age of 70 or any other age; but shall continue in such office until such Trustee shall die or shall cease to hold office by virtue of Articles 41 or 42.
- 39.1 Any Trustee may by writing under the hand of such Trustee appoint any other Trustee to be the alternate of such Trustee; and every such alternate shall (subject to giving to the Company an address within the United Kingdom at which notices may be served on such alternate) be entitled to receive notices of all Meetings of the Board and, in the absence from the Board of the Trustee appointing such alternate, to attend and vote at Meetings of the Board and to exercise all the powers, rights, duties and authorities of the Trustee appointing such alternate. A Trustee may at any time revoke the appointment of an alternate so appointed and appoint another Trustee in place of such alternate and if a Trustee shall die or cease to hold the office of Trustee the appointment of such alternate shall thereupon cease and determine. A Trustee acting as alternate shall have a replacement vote at meetings of the Board for each absent Trustee for whom such Trustee is so acting and shall count only as one for the purpose of determining whether a quorum be present.
- 39.2 An instrument appointing an alternate Trustee shall be left at the Office, and, as nearly as circumstances will admit, shall be in the form or to the effect following.
- "I, _____, a Trustee of the above-named Company, pursuant to the power on that behalf contained in Article 39 of the Articles of Association of the Company, do hereby nominate and appoint _____ of _____ to act as alternate Trustee in my place during my absence and to exercise and discharge all my duties as a Trustee
- Dated this _____ day of _____, 20 "
40. The Trustees may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any Committee or General Meetings of the Company or in connection with the business of the Company.

DISQUALIFICATION OF TRUSTEES

41. The office of a Trustee shall be vacated in any one of the events following namely if such Trustee:-
- 41.1 shall resign from office in writing left at the Office;
 - 41.2 shall become incapable by reason of mental disorder from managing or administering the property and affairs of such Trustee or become bankrupt or compound or make an arrangement with the creditors of such Trustee.
 - 41.3 shall become prohibited from being a Trustee by reason of any order made under the Act or shall become disqualified from being a charity trustee by any disqualification order made under Section 72 of the Charities Act;
 - 41.4 shall be removed from office by extraordinary resolution of the Company in General Meeting.
 - 41.5 shall be directly or indirectly interested in any contract with the Company and shall fail to declare the nature of such interest as required by Section 317 of the Act.
 - 41.6 shall hold the office of trustee, director or employee of a charity or other company which conflicts with the aims of the Company, or which in the reasonable opinion of a majority of the other Trustees may so conflict.

ELECTION AND RETIREMENT OF TRUSTEES

- 42.1 Save in respect of appointees under Article 38 at each annual general meeting of the Company one-quarter of the Trustees for the time being, or, if their number is not four or a multiple of four, then the number nearest one quarter and whether higher or lower shall retire from office. Provided always that there shall be included in the number of Trustees to retire all those Trustees who shall have been Trustees of the Company for a continual period of three years since their previous retirement or appointment (as the case may be) notwithstanding that the inclusion of any such Trustee(s) shall increase the number of Trustees to retire to more than one quarter.
- 42.2 Subject to the provisions of Article 42.1 above the Trustees to retire in every year shall be those who shall have been longest in office since their last election, but as between persons who became Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 42.3 The Company at the meeting at which a Trustee retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Trustee shall, if offering to be re-elected, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Trustee shall have been put to the meeting and lost.
- 42.4 No person other than a Trustee retiring at the meeting shall unless recommended by the Trustees be eligible for election to the office of Trustee at any general

meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by an Ordinary Member duly qualified to attend and vote at the meeting for which such notice is given, of intention to propose such person for election, and also notice in writing signed by such person of the willingness of such person to be so elected.

- 42.5 The Company may from time to time by ordinary resolution increase or reduce the number of Trustees and may also determine in what rotation the increased or reduced number is to go out of office.

PROCEEDINGS OF THE BOARD

- 43.1 Subject to the provisions of these Presents the Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it shall think fit.
- 43.2 Unless and until otherwise determined by the Board questions arising at any meetings of the Trustees shall be determined by the affirmative vote of a simple majority of the Trustees present at the meeting and voting on the question.
- 43.3 The Chairman of the Board may and the Secretary on the requisition of not less than one third or five whichever shall be the less Trustees shall at any time summon a meeting of the Board.
- 43.4 Unless and until otherwise determined by the Board questions arising at any meetings of the Board shall be decided by a majority of votes. In the case of an equality of votes the Chairman thereof shall have a second or casting vote.
- 44.1 Seven days' notice (or less with the agreement of any three Trustees) at the least (inclusive of the day on which the notice is served or deemed to be served but exclusive of the day for which the notice is given) specifying the place, the day and the hour of meeting and enclosing the agenda of the business to be discussed at the meeting shall be given of every meeting of the Board.
- 44.2 However if in the opinion of the Chairman or failing him the Vice-Chairman of the Board it shall be expedient to call a meeting of the Board on short notice for the discussion of urgent business, the meeting may be called on three days' notice if the notice is sent through the post or on twenty four hours' notice if the notice is given by telephone or facsimile or other means of electric communication but so that failure to communicate such notice to or the non-receipt of such notice by one or more of the Trustees shall not invalidate the proceedings at any such meeting. It shall not be necessary to give notice of a meeting of the Board to any Trustee for the time being absent from the United Kingdom.
- 44.3 Notices given by post pursuant to this Article shall be sent by first class post to the address shown for the Trustee concerned in the Register of Trustees.
- 44.4 Any Trustee or alternate Trustee may validly participate in a meeting of the Board or Committee thereof through the medium of conference telephone, video conferencing or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other

throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the Board or a committee of the Board shall for the purpose of these Articles be deemed to be validly and effectively transacted at a meeting of the Board notwithstanding that a quorum of Trustees is not physically present in the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group of those participating, where the Chairman of the meeting then is.

45. The Board shall appoint from among its members a Chairman and a Vice-Chairman, and in the event of any vacancy in either of those offices the Board shall so soon as practicable fill the vacancy.
46. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless and until so fixed shall be five.
47. No business not mentioned in the agenda referred to in Article 44.1 shall be transacted at any meeting of the Board unless in the opinion of the Chairman of the meeting supported by a majority of the other Trustees present at the meeting such business arises directly out of an item included in the agenda or out of the minutes of the last preceding meeting or is a matter of urgency.
48. If at any meeting of the Board neither of the Chairman nor the Vice-Chairman be present within fifteen minutes after the time appointed for holding the meeting then the Trustees present shall choose one of their number to be Chairman of the meeting.
49. A Resolution in writing signed by all the Trustees for the time being in the United Kingdom shall be as effective as if it had been passed at a meeting of the Trustees or of the Executive Board duly convened and held (as the case may require)
- 49.1 The Board may delegate any of its powers to Committees (including Executive Committees) of which a Trustee shall always be Chairman.
- 49.2 In the exercise of the powers so delegated any Committee so formed shall conform to any regulations which may be imposed on it by the Board from time to time.
- 49.3 All acts and proceedings of Committees to which powers shall be delegated as aforesaid shall be reported to the Board and confirmed as soon as reasonably possible after they have occurred.
50. Subject to the provisions of Article 49.1 above in default of the appointment by the Trustees of a Chairman, a Committee may elect a Trustee as a chairman of meetings; if no such chairman be elected, or if at any meeting the chairman be not present within fifteen minutes after the time appointed for holding the same, the members of the Committee present shall choose one of their number and being a Trustee to be chairman of the meeting.

51. A Committee may meet and adjourn as it shall think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, but in case of an equality of votes the Chairman shall have a second or casting vote unless such power shall be specifically excluded when a Committee is set up. A Committee shall have power to fix its own quorum which shall in any event include a Trustee and the meetings and proceedings of a Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations imposed by the Board under or by the provisions of Article 49.
52. All acts bona fide done at any meeting of the Board or at a Committee meeting or by any person acting as a Trustee notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Trustee or person acting as aforesaid or that such person or any of them was ineligible or had vacated office, shall be as valid as if every such person had been duly appointed and was eligible and had continued to be a Trustee.

POWERS AND DUTIES OF THE TRUSTEES

53. Subject to the provisions of the Act, the Memorandum of Association and these Presents and to any directions given by Special Resolutions, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company. No alteration of the Memorandum of Association or these Presents and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had been made or that direction had not been given. The powers given by this Article shall not be limited or restricted by any special power given to the Trustees by these Presents and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
54. In addition to all the powers hereby expressly conferred upon the Trustees and without detracting from the generality of their powers under these Presents the Trustees shall have the following powers namely:-
- 54.1 to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company
- 54.2 to enter into contracts on behalf of the Company
- 54.3 to exercise all powers of the Company to borrow or raise money and to mortgage or charge its undertaking and property and to issue debentures and other securities and any such debentures and securities may be issued at a par or at a premium or at a discount.
55. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company shall

be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

56. The Board may from time to time appoint any persons (not being Trustees) to hold such executive offices and designated by such titles as the Board may from time to time decide in relation to the management of the affairs of the Company as they may decide and either for a fixed term or without any limitation as to the period for which any such persons are to hold any such offices and may from time to time (subject to the provisions of any service contracts between any such persons and the Company and without prejudice to any claim for damages which any such persons may have for breach of any such service contract) remove or dismiss any such persons from any such offices and appoint any such other person or persons in their place or places as the Board may decide.

SECRETARY

57. Subject to the provisions of the Act the Secretary shall be appointed by the Board for such a time, and at such remuneration and upon such conditions consistent with Clause 4 of the Memorandum of Association as it may think fit, and any Secretary so appointed may be removed by the Board. The Board may from time to time appoint an Assistant or Deputy Secretary, and any person so appointed may act in place of the Secretary as and when requested so to do by the Board if there be no Secretary or no Secretary capable of so acting.

MINUTES

58. The Board shall cause minutes to be made in books provided for the purpose:
- 58.1 of all appointments of officers made by the Board and
 - 58.2 of the names of the Trustees present at every such meeting of the Board and of any Committee of the Board and
 - 58.3 of all resolutions and proceedings at all meetings of the Company of the Board and all Committees of the Board.

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

THE SEAL

- 59.1 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of of the Board established for the purpose and shall be so affixed in the presence of at least one Trustee and of the Secretary or the Assistant Secretary or another Trustee or such other person as the Board may from time to time appoint for the purpose, and such Trustee and Secretary or Assistant Secretary or other person aforesaid shall sign every instrument to which the Seal is so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal shall have been properly affixed.

- 59.2 The Company shall keep a Register of Seals in which shall be recorded the nature of each instrument to which the Seal shall have been so affixed the date of and the names of the witnesses to each such affixation.

ACCOUNTS

60. The Board shall cause accounting records to be kept in accordance with the provisions of Part VII of the Act and the provisions of the Charities Act and which accounting records shall include:
- 60.1 all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place;
 - 60.2 all sales and purchases of goods by the Company; and
 - 60.3 the assets and liabilities of the Company
61. The books of account shall be kept at the Office, or, subject to Section 222(2) of the Act, at such other place, or places as the Board may think fit, and shall always be open to the inspection of the Trustees and lodged with the Charity Commissioners in accordance with Part VI of the Charities Act.
62. Subject and without prejudice to the provisions of Article 61 as regards Trustees the Company in General Meeting may at any time or from time to time make reasonable conditions and regulations as to the time and manner of inspection of the books of account by Ordinary Members of the Company and subject to any such conditions and regulations such accounts shall be open to the inspection of Ordinary Members at all reasonable times during business hours.
63. At the Annual General Meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date not more than eight months before such Meeting and a balance sheet made up as at the same date containing all such particulars with regard to the capital, the assets and the liabilities of the Company as are required by the Act.
64. Every such balance sheet as aforesaid shall be signed on behalf of the Board by two Trustees and shall be accompanied by a report of the Board as to the state of the Company's affairs, and it shall also have attached to it the Auditors' report and shall be circulated to all Ordinary Members.
65. A copy of every income and expenditure account, balance sheet and report and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the Annual General Meeting subject nevertheless to the provisions of the Act be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall also be open to inspection and be read before the Meeting as required by the Act.

AUDIT

66. Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 392 of the Act.

ANNUAL REPORT

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

ANNUAL RETURN

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

NOTICES

69. Any notice or other document may be served by the Company on any Member either personally or by sending the same through the post in a prepaid envelope addressed to such Member at the registered address for such Member as appears in the Register of Members.
70. Any notice or other document, if served by post, shall be deemed to have been served on the day following that on which the envelope containing the same is put into the post, and in proving such service it shall be sufficient to prove that such envelope was properly addressed, stamped and posted.
71. Any notice or other document which pursuant to these presents is required to be served by any Member on the Company or on the Secretary or any other officer of the company may be served by leaving the same at the Office or by sending the same through the post in a prepaid envelope addressed to the Company or to the Secretary or other officer of the Company, as the case may be, at the Office.

WINDING UP

72. If the Company shall be wound up or dissolved the provisions contained in Clause 7 of the Memorandum of Association shall be performed and have effect in all respects as if the same were repeated in these Presents.

INDEMNITY

73. No Trustee shall be liable for any loss to the property of the Company arising by reason of any improper investment made in good faith (so long as such Trustee shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by such Trustee or by any other Trustee hereof although the employment of such agent was strictly not necessary or expedient or by reason of any mistake or omission made in good faith by any Trustee hereof or by reason of any other matter or thing other than wilful and individual fraud on the part of the Trustee who is sought to be made personally liable.

INSURANCE

74. The Trustees shall have power to resolve pursuant to Clause 3.2.16 of the Memorandum of Association to effect indemnity insurance notwithstanding their interest in such a policy.