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Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the
requirements of the Companies Acts 1948 to 1976
on application for registration of a companyPursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976

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Please complete
legibly, preferably
in black type, or
bold black lettering

Company number

1444058

Name of Company

TYNE AND WEAR BUILDING PRESERVATION TRUST

Limited*

* delete if
inappropriateI, CATHERINE MARY SAMPLE
of 67 HIGH PARK, GREYSTOKE GARDENS, NEWCASTLE UPON TYNE† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976do solemnly and sincerely declare that I am † a Solicitor of The Supreme Court engaged
in the formation

of Tyne and Wear Building Preservation Trust

Limited*

and that all the requirements of the Companies Acts 1948 to 1976
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 NEWCASTLE UPON TYNE

the 11th day of JULY

One thousand nine hundred and seventy nine

before me *[Signature]*
A Commissioner for Oaths: Solicitor

Catherine N. Sample

‡ or Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for OathsPresenter's name, address and
reference (if any)
Ref: CS/M183
County Solicitor
Tyne & Wear County Council
Sandyford House
Archbold Terrace
NEWCASTLE UPON TYNE
NE2 1ED AGENTS
91678 MG
BRISTOLFor official use
General section

Post room

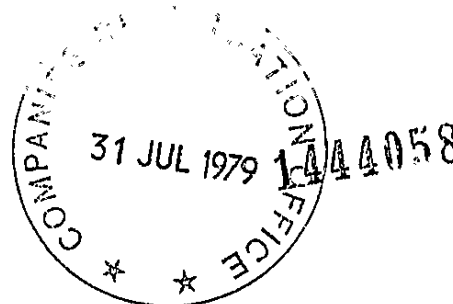
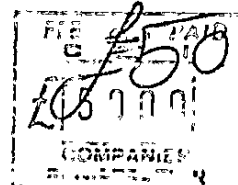
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

TYNE AND WEAR BUILDING PRESERVATION TRUST LIMITED

1. The name of the Company (hereinafter called "the Trust") is "TYNE AND WEAR BUILDING PRESERVATION TRUST LIMITED".
2. The Registered Office of the Trust will be situated in England.
3. The objects for which the Trust is established are as follows:-
 - (A) To preserve for the benefit of the public generally and especially for the inhabitants of the County of Tyne and Wear buildings (including artefacts and land) which are of especial historic or architectural or townscape interest. And in furtherance of the above object but not otherwise the Trust is empowered:-
 - (B) To buy or otherwise acquire buildings or land or any estate or interest therein.
 - (C) To sell lease exchange mortgage or otherwise dispose of buildings or land or any estate or interest therein.
 - (D) To repair, renovate, restore, rebuild and generally to maintain and develop any buildings or land.
 - (E) To buy or otherwise acquire furniture and other equipment for use in connection with any buildings or land; and to sell lease or otherwise dispose of any such furniture or equipment.
 - (F) To make such arrangements as are necessary to enable the public to view and enjoy any buildings (whether free or at a charge).
 - (G) By publishing books or pamphlets or in other appropriate manner to make known to the public the existence of such buildings as are mentioned in sub-clause (A) or the features of especial interest of such buildings.
 - (H) To undertake or support research into the means of preserving old buildings.



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- (I) To raise funds or subscriptions donations grants loans or otherwise for the purposes of the Trust; to invite and accept gifts of all sorts and whether inter vivos or by will and whether or not subject to conditions; to carry out any condition imposed on any gift which may be accepted.
- (J) To constitute special trusts for any particular purposes of the Trust; to act as trustee of any such special trust whether constituted by the Trust or otherwise.
- (K) To enter into and carry out contracts.
- (L) To employ and remunerate staff; to employ and remunerate agents; and to pay or provide pensions and similar benefits for the staff of the Trust or its agents or their dependents.
- (M) To borrow money for the purposes of the Trust on such terms and on such security (if any) as may be thought fit.
- (N) To invest the monies of the Trust not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter mentioned.
- (O) To make planning applications for consent under byelaws or building regulations and other like applications.
- (P) To establish and support or aid in the establishment and support any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects.
- (Q) To co-operate with any local authority or other body concerned to achieve the objects of the Trust.
- (R) To make representations at public inquiries or in such other ways as shall from time to time appear necessary and take such other lawful action as shall be calculated to promote the aforesaid objects.
- (S) Generally, to do any things necessary or incidental to the attainment of the Trust's main object.

Provided that:-

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Trust shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science the Trust shall not sell, mortgage, charge or lease the same without such authority's approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Trust shall be chargeable 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 Council of Management or Governing Body have been if no incorporation had been affected 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 Secretary of State for Education and Science over such Council of Management or Governing Body 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.

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 and proper 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 seven per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of 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 company of which a member of the Council of Management or Governing Body may be a member, and 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 any such payment.

5. The liability of the 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 while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and

expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound.

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 charitable 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 among 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, and if and so far as effect cannot be given to such provision, then to some other 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, of all sales and purchases of goods by the Trust 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, such accounts 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 income and expenditure account and 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

Alan Williams,	20 Kelvin Grove, Preston Village	
	North Shields, Tyne & Wear,	Sales Executive
Thomas Daniel Marshall	7, Hallow Dr Throckley	
Newcastle upon Tyne		Civil Servant
Leslie James Athin	45 Knightsbridge	Eds
Retired		Donnison
Philip Richard Milnes Harbottle	Caponscough House, Allerton,	
Chartered Accountant	Heslam, Northumberland.	
Laurence Wynne	114 Moorside North, Fenham,	
	Newcastle upon Tyne.	
	Senior Lecturer	
James Edward Hornsby		Engine Driver
18 Sandown Gardens		British Rail
Widened.		Greenfield.
Leeds and Wether.		D. Dept.
11 E. 18 D.P.X		

Dated 10th July 1979

Witness to the above Signatures:-

Catherine M. Sample
67 High Park

Greystake Gardens
Newcastle upon Tyne

Solicitor

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

David Gay Leslie, Monineff, The Crescent, Chartered
Wigton Northumberland. Surveyor.

Dated 10th July 1979.

Witness to the above Signatures:-

Catherine M. Sample
67 High Park
Greystoke Gardens
Newcastle upon Tyne
Solicitor

THE COMPANIES ACTS 1948 to 1975

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

TYNE AND WEAR BUILDING PRESERVATION
TRUST LIMITED

1444058/

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1. In these articles:-

"the Act" means the Companies Act, 1948.

"the Trust" means the above-named Company.

"the Council" means the Council of Management for the time being of the Trust.

"the seal" means the common seal of the Trust.

"secretary" means any person appointed to perform the duties of the secretary of the Trust.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Trust.

MEMBERS

2. The number of members with which the Trust proposes to be registered is 40, but the Council may from time to time register an increase of members.

3. (1) Any local authority in Tyne and Wear shall be entitled either:-

(a) to apply for membership of and become a member of the Trust or



(b) to nominate a person who shall be entitled to apply for membership of and become a member of the Trust as its representative.

(2) In addition to becoming a member or nominating one representative under sub-clause (1) of this Article the Tyne and Wear County Council shall be entitled to nominate not more than ten further persons who shall be entitled to membership of the Trust as additional representatives of the County Council.

4. In addition to local authorities and their representatives the Council may admit other persons to membership.

(1) A member of the Trust may resign from membership by notice in writing to that effect given to the Trust. The membership shall cease on receipt of such notice.

(2) A member who is a representative of a local authority shall if so requested in writing by that local authority resign his membership.

6. If a member who is a representative of a local authority shall through resignation death or otherwise cease to be a member, the local authority may nominate another person to apply for and become a representative member in his place or (unless the local authority is the County Council and is already a member) may itself apply for membership and become a member.

7. If a local authority which is itself a member shall resign membership it may thereafter either apply for and resume membership or nominate another person to apply for and become its representative member.

8. The members of the Trust shall be the subscribers to the Memorandum of Association and persons who (being entitled to become members or being admitted to membership under the foregoing Articles) apply in writing for membership.

GENERAL MEETINGS

9. The Trust shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Trust and that of the next. Provided that so long as the Trust holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The Council may, whenever they 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 is provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Trust may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICE OF GENERAL MEETING

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Trust other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Trust in general meeting, to such persons as are, under the articles of the Trust, entitled to receive such notices from the Trust;

Provided that a meeting of the Trust shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

15. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided on a quarter of the total membership being present in person or by proxy shall be a quorum.

16. If within half an hour 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 next week at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

17. The chairman, if any, of the Council shall preside as chairman at every general meeting of the Trust, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Council present shall elect one of their number to be chairman of the meeting.

18. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council 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 of the meeting.

19. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished 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 be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the chairman; or

(b) by the last three members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

21. Except as provided in article 23, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. In the 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.

23. 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 as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

24. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Trust duly convened and held.

VOTES OF MEMBERS

25. On a show of hands at a general meeting of the Trust every member present in person or by proxy shall have one vote save that if a person is proxy for more than one member, or being a member himself is also proxy for another member, he shall be entitled on a show of hands to cast one vote only on behalf of all the members including himself for whom he has the right to cast a vote.

26. If at any general meeting of the Trust a particular member shall not be present in person or by duly appointed proxy or (being a corporation) by authorised representative duly appointed under Article 35, but (in the case of a member which is a local authority) a councillor of that local authority shall be present or (in the case of a member who, is a representative of a local authority) a councillor of the local authority which that member represents shall be present and (in either case) the councillor claims to exercise the rights given by this Article, such councillor shall by virtue of this Article and without other authority be deemed to be a duly appointed proxy of the member and may accordingly attend and vote at the meeting and exercise all rights conferred by these Articles on proxies.

Provided that if two or more councillors of a particular local authority are present and claim to exercise the rights given by this Article and they do not agree that such rights shall be exercised by a particular one of them, then none of such councillors shall be entitled to exercise such rights.

For the purposes of this article "councillor" means where appropriate mayor, or councillor.

27. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

28. On a poll votes may be given either personally or by proxy.

29. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised: A proxy need not be a member of the Trust.

30. 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 that power or authority shall be deposited at the registered office of the Trust or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

31. An instrument appointing a proxy shall be in the following form. or a form as near thereto as circumstances admit:-

"Tyne and Wear Building Preservation Trust Limited.

I/We _____ of _____ in the
county of _____, being a member/members of the above
named company, hereby appoint _____
of _____ or failing him _____
of _____ as my/our
proxy to vote for me/us on my/our behalf at the (annual or extra-
ordinary as the case may be) general meeting of the company to be
held on the _____ day of _____ 19 _____,
and at any adjournment thereof.

Signed this _____ day of _____ 19 _____."

32. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"Tyne and Wear Building Preservation Trust Limited.

I/We _____ of _____ in the
county of _____, being a member/members of the above
named company, hereby appoint _____
of _____ or failing him _____
of _____ as my/our

proxy to vote for me/us on my/our behalf at the (annual or extra-ordinary as the case may be) general meeting of the company to be held on the day of 19 , and at any adjournment thereof.

Signed this day of 19 .

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired."

33. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

34. 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 as aforesaid shall have been received by the Trust at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

35. Any corporation which is a member of the Trust may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Trust. A corporation present at a meeting by its authorised representative shall be deemed for all purposes to be present in person.

COUNCIL OF MANAGEMENT

36. Until otherwise determined by the Trust in general meeting the Council shall comprise twelve members of which five will be nominated by the County Council. A member of the Council shall be a member of the Trust and the first members of the Council shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

37. The members of the Council shall not receive remuneration but shall be entitled to be repaid out-of-pocket expenses.

BORROWING POWERS

38. The Council shall not without the sanction of an extraordinary resolution of the Trust borrow money if at the date of the borrowing the amount outstanding of any previous loans borrowed by the Trust

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(excluding loans which are immediately to be repaid out of the new borrowing) exceed £250,000 or in so far as such amount would with the new borrowing exceed £250,000.

POWERS AND DUTIES OF THE COUNCIL

39. The business of the Trust shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Trust, and may exercise all such powers of the Trust as are not, by the Act or by these articles required to be exercised by the Trust in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Trust in general meeting; but no regulation made by the Trust in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

40. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council, to be the attorney or attorneys of the Trust for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Trust, shall be signed, drawn, accepted endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

42. The Council shall use minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Council;
- (b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;
- (c) of all resolutions and proceedings at all meetings of the Trust, and of the Council and of committees of the Council;

and every member of the Council present at any meeting of the Council or committee of the Council shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

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

- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(b) if he becomes prohibited from holding office by reason of any order made under section 188 of the Act or under section 28 of the Companies Act 1976; or

(c) if he becomes of unsound mind; or

(d) if he resigns his office by notice in writing to the Trust; or

(e) if he ceases to be a member by virtue of the section 185 of the Act (which relates to the age of members of the Council); or

(f) if he is directly or indirectly interested in any contract with the Trust and fails to declare the nature of his interest in manner required by section 199 of the Act.

A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF MEMBERS OF THE COUNCIL

44. At the first annual general meeting of the Trust all the members of the Council shall retire from office, and at the annual general meeting in every subsequent year one-third of the members of the Council for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

45. 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 became members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

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

47. A Trust may, at the meeting at which a member of the Council retires in manner aforesaid, fill the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, 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 reelection of such member shall have been put to the meeting and lost.

48. No person other than a member of the Council retiring at the meeting shall unless recommended by the Council be eligible for election to membership of the Council 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 a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

49. The Trust may from time to time by ordinary resolution increase or reduce the numbers of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office.

50. The Council shall have power at any time, and from time to time, to appoint any person to be a member of the Council, either to fill a casual vacancy or as an addition to the existing membership of the Council, but so that the total number of members of the Council shall not at any time exceed the number fixed in accordance with these articles. Any member of the Council so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting.

51. The Trust may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Trust and such member.

52. The Trust may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediate preceding article. Without prejudice to the powers of the Council under article 50 the Trust in general meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member in whose place he is appointed was last elected a member.

PROCEEDINGS OF THE COUNCIL

53. The Council may meet together for the despatch 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 the case of an equality of votes the chairman shall have a second or casting vote. A member 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. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.

54. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be three.

55. The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Trust as the necessary quorum of members of the Council, the continuing members or member may act for the purpose of increasing the number of members of the Council to that number, or of summoning a general meeting of the Trust, but for no other purpose.

56. The Council may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the Council present may choose one of their number to be chairman of the meeting.

57. The Council may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

58. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

59. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

60. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

61. A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

SECRETARY

62. Subject to Section 21(5) of the Companies Act 1976, the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

63. A provision of the Act of these articles requiring or authorising a thing to be done by or to a member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in place of, the Secretary.

THE SEAL

64. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be

signed by a member of the Council and shall be countersigned by the secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

65. The Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

66. The accounting records shall be kept at the registered office of the Trust, or, subject to section 12 (6) and (7) of the Companies Act 1976, at such other place or places as the Council think fit, and shall always be open to the inspection of the members of the Council.

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

68. The Council shall from time to time in accordance with sections 150 and 157 of the Act and Sections 1, 6 and 7 of the Companies Act 1976 cause to be prepared and to be laid before the Trust in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

69. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in general meeting, together with a copy of the auditor's report and the report of the Council shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Trust. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Trust is not aware or to more than one of the joint holders of any debentures.

AUDIT

70. Auditors shall be appointed and their duties regulated in accordance with section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976.

NOTICES

71. A notice may be given by the Trust to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Trust for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing

the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

72. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Trust an address within the United Kingdom for the giving of notices to them.

(b) the auditor for the time being of the Trust. No other person shall be entitled to receive notices of general meetings.

Names, addresses and descriptions of Subscribers

Alan Hill, 20 Kelvin Grove, Presta Village -
North Shields, Tyne & Wear, Sales Executive. ✓
Thomas Daniel Marshall 7, Hallow Dr., Throckley
Newcastle upon Tyne Civil Servant, ✓
Leslie James Atkins 45 Kingside Road
Retired Donston
Philip Richard Milnes Harbottle Caponsclugh House, Allerwash,
Chartered Accountant Hexham, Northumberland. ✓
Laurence Wynne 114 Moorside North Jesham
Newcastle upon Tyne
Senior Lecturer. ✓
~~J.E. Hornsby~~
James Edward Hornsby.
18 Sanderson Gardens
Wallsend
Tyne and Wear
118 28.0. PX.
Engine Driver
British Rail
Greensferry
Wexham.

Dated 10th July 1979

Witness to the above Signatures:-

Catherine M. Sample
67, High Park.
Greystake Gardens
Newcastle upon Tyne
Solicitor

Names, addresses and descriptions of Subscribers

David Gay Lurie, Moneriff, The Great
Wylam, Northumberland Chartered
Surveyor.

Dated Ninth July 1979

Witness to the above Signatures:-

Catherine H. Sample
67, High Park
Greystake Gardens
Newcastle upon Tyne
Solicitor

**Statement of first directors and
secretary and intended situation
of registered office**

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering* delete if
inappropriate

Company number

1111058/4

Name of Company

TYNE AND WEAR BUILDING PRESERVATION TRUST

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

SANDYFORD HOUSE,

ARCHBOLD TERRACE,

NEWCASTLE UPON TYNE, NE2 1ED.

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

JORDAN & SONS LIMITED,

P.O. BOX 260, 15 PEMBROKE ROAD, BRISTOL, BS99 7DX.

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

4

Presenter's
reference (if any):For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 209(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	DAVID GAY LESLIE	Business occupation
		CHARTERED SURVEYOR
Former name(s) (note 3)	-	Nationality
Address (note 4)	MONCRIEFF, THE CRESCENT, WYLAM, NORTHUMBERLAND.	BRITISH
		Date of birth (where applicable) (note 6)
		20.8.1942
Particulars of other directorships (note 5)		
NONE		
I hereby consent to act as director of the company named on page 1		
Signature		Date 9th July 1979.

Name (note 2)	PHILIP RICHARD MILNES HARBOTTLE	Business occupation
		CHARTERED ACCOUNTANT
Former name(s) (note 3)		Nationality
Address (note 4)	CAPONSCLEUGH HOUSE ALLERWASH FOURSTONES HEXHAM NORTHUMBERLAND	BRITISH
		Date of birth (where applicable) (note 6)
		19.3.1934
Particulars of other directorships (note 5)		
NONE		
I hereby consent to act as director of the company named on page 1		
Signature		Date 9th July 1979

Name (note 2)	THOMAS DANIEL MARSHALL	Business occupation
		EXECUTIVE OFFICER CIVIL SERVICE
Former name(s) (note 3)		Nationality
Address (note 4)	7 HALLOW DRIVE THROCKLEY NEWCASTLE UPON TYNE	BRITISH
		Date of birth (where applicable) (note 6)
		6.11.1929
Particulars of other directorships (note 5)		
NONE		
I hereby consent to act as director of the company named on page 1		
Signature		Date 9th July 1979.

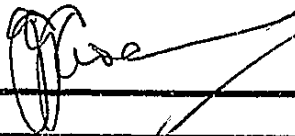
Please do not
write in this
binding margin



Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	JAMES JESSE GARDNER
Former name(s) (note 3)	
Address (notes 4 & 7)	121 QUEEN ALEXANDRA ROAD
	SUNDERLAND, TYNE AND WEAR
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 9th July 1979


Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature Michael Gibson-Jones [Subscriber] [Agent]† Date 9 July 1979

Signature  [Subscriber] [Agent]† Date 9 July 1979

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 1
to Form No. 1

Company number

Please complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

TYNE AND WEAR BUILDING PRESERVATION TRUST

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2) LAURENCE WYNNE

Business occupation
SENIOR LECTURER IN
BUSINESS STUDIES

Former name(s) (note 3)

Nationality

Address (note 4) 114 MOORSIDE NORTH

BRITISH

NEWCASTLE UPON TYNE

Date of birth, (where applicable)
(note 6)
22.4.1924

I hereby consent to act as director of the company named on page 1

Signature *L Wynne*

Date *9th July 1979*

Particulars of other directorships

None



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write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 2
to Form No. 1

Company number

Please complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

TYNE AND WEAR BUILDING PRESERVATION TRUST

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2) **LESLIE JAMES ATKINS**

Business occupation

RETIRED

Former name(s) (note 3)

Nationality

Address (note 4) **45 KNIGHTSIDE GARDENS, DUNSTON**

BRITISH

GATESHEAD, TYNE AND WEAR

Date of birth, (where applicable)
(note 6)
4.4.1904

I hereby consent to act as director of the company named on page 1

Signature *L. J. Atkins*

Date **9th July 1979.**

Particulars of other directorships

NONE



† delete if
inappropriate

Jordan & Sons Limited Legal and Information Services, Printers and Publishers,
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone 01-253-3030 Telex: 261010

continued overleaf †

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binding margin

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 3
to Form No. 1

Company number

Please complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

TYNE AND WEAR BUILDING PRESERVATION TRUST

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2)	JAMES EDWARD HORNSBY	Business occupation
		TRAIN DRIVER
Former name(s) (note 3)		Nationality
Address (note 4)	18 SANDOWN GARDENS	BRITISH
	WALLSEND, TYNE AND WEAR	Date of birth, (where applicable) (note 6)
		3.7.1923
I hereby consent to act as director of the company named on page 1		
Signature <i>J. E. Hornsby</i>		Date <i>9th July 1979</i>

Particulars of other directorships

NONE



† delete if
inappropriate

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 4
to Form No. 1

Company number

Please complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

TYNE AND WEAR BUILDING PRESERVATION TRUST

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2) ALAN WILLIAMS

Business occupation
SALES EXECUTIVE

Former name(s) (note 3)

Nationality
BRITISH

Address (note 4) 20 KELVIN GROVE

PRESTON VILLAGE NORTH SHIELDS

Date of birth (where applicable)
(note 6)
6.6. 1928

TYNE AND WEAR

I hereby consent to act as director of the company named on page 1

Signature

Date 9th July 1979..

Particulars of other directorships

NONE



† delete if
inappropriate



CERTIFICATE OF INCORPORATION

No. **1444058**

I hereby certify that

TYNE AND WEAR BUILDING PRESERVATION TRUST LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the **15TH AUGUST 1979**

A handwritten signature in black ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

NUMBER OF COMPANY 1444058

COMPANIES ACTS 1948 TO 1980

SPECIAL RESOLUTION

(Pursuant to Section 143 of the Companies Act 1948)
OF TYNE AND WEAR BUILDING PRESERVATION TRUST LIMITED

Passed - 11th February 1981

At the annual general meeting of the members of the above
Company duly convened and held at Sandyford House Newcastle
upon Tyne on the 11th day of February 1981 the following
Special resolution was passed:

"That Article 38 of the Company's Articles of
Association in respect of Borrowing Powers be amended
by deleting the two references to £250,000 and
substituting in their places £1,000,000".

Dated 23rd February,

1981

.....
Secretary



Number of Company: 1444058

Charity Registration Number: 509133

TYNE AND WEAR BUILDING PRESERVATION TRUST LIMITED

At an Extraordinary General Meeting on 10th March 1982 the following special resolution was passed:-

"The Articles of Association of the Trust be amended to read as follows:-

Article 36: Until otherwise determined by the Trust in general meeting, the Council shall comprise sixteen members of which not less than five and not more than seven will be nominated by the County Council. A member of the Council shall be a member of the Trust.

Article 4:

4(A)(1) In addition to local authorities and their representatives the Council may admit such other persons corporations societies or organisations as it may desire to membership of the Trust and except in the case of local authorities and their representatives herein referred to each class of member shall pay to the Trust an annual subscription of an amount to be determined by the Council from time to time and in addition the Council may elect Patrons and Honorary Members from whom no subscriptions shall be due.

(2) Each company or group may appoint an individual to represent it and such individual shall be eligible for election to the Council as the nominee of that company or group.

4(B)(1) A member of the Trust may resign from membership by notice in writing to that effect given to the Trust. The membership shall cease on receipt of such notice.

(2) A member who is a representative of a local authority shall if so requested in writing by that local authority resign his membership.

Article 6:

If a member who is a representative of a local authority corporation or group shall through resignation death or otherwise cease to be a member the local authority corporation or group may nominate another person to apply for and become a representative member in his place or (unless the local authority is the County Council and is already a member) may itself apply for membership and become a member.



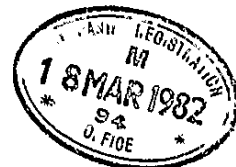
Article 8:

The members of the Trust shall be the subscribers to the Memorandum of Association and persons local authorities corporations or groups who (being entitled to become members or being admitted to membership under the foregoing Articles) apply in writing for membership."

Dated:

15th
..... March 1982

.....
Secretary



1444-058

COMPANIES ACT 1985

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION of

TYNE AND WEAR BUILDING PRESERVATION TRUST LIMITED

1. Name.

The name of the Company (hereinafter called 'the Trust') is "TYNE AND WEAR BUILDING PRESERVATION TRUST LIMITED"

2. Registered Office.

The Registered Office of the Trust will be situate in England and Wales

3. Object.

The object for which the Trust is established is as follows :-

To preserve for the benefit of the inhabitants of the nation at large and particularly the inhabitants of Tyne and Wear,

- (1) Whatever of the English historical, architectural and constructional heritage may exist in and around the County aforesaid in the form of buildings (including any building as defined in Section 336(1) of the Town and Country Planning Act 1990) of particular beauty or historical, architectural or constructional interest.
- (2) Lands, buildings, waterways, harbours, railways, bridges, mills or other structures, railway engines, wagons, vehicles, plant, machinery, implements and any other artifacts which are of historic industrial scientific or industrially architectural interest (hereinafter collectively referred to as 'Industrial Monuments') and generally to protect preserve and maintain the character and amenities of Tyne and Wear and the said Industrial Monuments.

And in furtherance of that object but not otherwise to do all or any of the following things:

- (a) To receive any money or property belonging to the charity known as the Tyne and Wear Industrial Monuments Trust upon the proper dissolution of that charity.
- (b) To buy or otherwise acquire buildings structure or land or any estate or interest therein.



- (c) To sell, let on lease or tenancy, exchange, mortgage or otherwise dispose of buildings or land or any interest therein subject to such covenants, conditions and restrictions as are reasonably necessary to ensure the preservation of the buildings or land.
- (d) To repair, renovate, restore, rebuild and generally promote the preservation of any buildings or land.
- (e) To buy or otherwise acquire furniture and other equipment for use in connection with any such buildings or land; and to sell, lease or otherwise dispose of any such furniture or equipment.
- (f) To make such arrangements as are necessary to enable the public to view and enjoy any buildings (whether free or at a charge).
- (g) By publishing books or pamphlets or in other appropriate manner to make known to the public the existence of buildings of particular beauty or historical, architectural or constructional interest or the features of especial interest of such buildings.
- (h) To undertake or support research into the means of preserving old buildings and to publish or ensure or support the publication of the results of such research.
- (i) To raise funds by subscription, donations, grants, loans or otherwise for the purposes of the Trust; to invite and accept gifts of all sorts and whether inter vivos or by will and whether or not subject to conditions; to carry out any conditions imposed on any gift which may be accepted.
- (j) To constitute special charitable trusts for any particular purposes of the Trust; to act as trustee of any such special trust, whether constituted by the Trust or otherwise.
- (k) To enter into and carry out contracts.
- (l) To employ and remunerate staff; to employ and remunerate agents; and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (m) To borrow money for the purposes of the Trust on such terms and on such security (if any) as may be thought fit.
- (n) To invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter mentioned.

- (o) To make planning applications, applications for consent under byelaws or building regulations and other like applications.
- (p) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects.
- (q) To co-operate with any local or public authority or other body concerned to achieve the object of the Trust.
- (r) To make representation at public inquiries or in such other ways as shall from time to time appear necessary and take such other lawful action as shall be calculated to provide the aforesaid object
- (s) Generally, to do any things necessary for the attainment of the Trust's object.

Provided that:

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trusts shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The object of the Trust shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without any such authority, approval or consent as may be required by law, and, as regards any such property, the Council of Management or Governing Body of the Trust shall be chargeable 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 Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exerciseable by the Chancery Division or the Charity Commissioners over such Council of management or Governing Body 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.

4. Application of income and property.

The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the object 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 and proper 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 one per cent per annum below the Base Rate from time to time of Trust's bankers 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 in 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 company of which a member of the Council of Management or Governing Body may be a member, and 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 any such payments.

5. Limited Liability.

The liability of the members is limited.

6. Member's Contribution.

Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound sterling.

7. Distribution of Surplus.

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 amongst the members of the Trust but shall be given or transferred to some other charitable institution or institutions having objects which are similar to the objects of the Trust and which shall prohibit the distribution of its or their income and property among 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, and if and so far as effect cannot be given to such provision, then to some other charitable trust.

8. Accounts.

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, of all sales and purchases of property and goods by the Trust 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, such accounts 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 income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

COMPANIES ACT 1985

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION of

TYNE AND WEAR BUILDING PRESERVATION TRUST LIMITED

General.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS	MEANINGS
The Act	Companies Act 1985.
These Presents	These Articles of Association and the regulations of TYNE AND WEAR BUILDING PRESERVATION TRUST LIMITED from time to time in force.
The Trust	The above named TYNE AND WEAR BUILDING PRESERVATION TRUST LIMITED.
The Council	The Council of Management for the time being of the Trust.
The Office	The registered office of the Trust
Seal	The Common Seal of the Trust.
Month	Calendar Month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust, shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Trust proposes to be registered is 250 but the Council may from time to time register an increase of members.

3. The provisions of Sections 191 (7), 352 and 353 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Trust is established for the object declared in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and other such persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust.

Members

6. The following persons and none others shall be members of the Trust:
(a) such persons and corporations who at the date of the adoption of these Articles are members of the Trust and (b) such persons or corporations as may desire to be admitted to membership and who apply in writing to the Council of Management undertaking to contribute the sum of £1 to the assets of the Trust in the circumstances referred to in clause 6 of the Trust's Memorandum of Association. A person or corporation shall be deemed to have become a member of the Trust upon receipt of such application as aforesaid and shall continue to be a member of the Trust unless his application is rejected by the Council under Article 7 hereof or until any of the circumstances set out in Articles 8 or 9 hereof shall occur. Each member of the Trust shall pay to the Trust an annual subscription of an amount to be determined by the Council from time to time.

In these presents the expression "corporation" shall be deemed to include any body corporate, any county, local or other public authority and any unincorporated association whom the Council may elect to membership.

7. Any application by a person to be a member of the Trust under the provisions of Article 6(b) shall be subject to the approval of the Council at the next meeting of the Council following the date of receipt of the application. All applications shall be deemed to have been approved by the Council unless expressly rejected and the reason for rejection minuted. In the event of an application being deemed to have been accepted by the Council the member shall be entered as such on the Register. In the event of an application being rejected by the Council the application shall be treated as null and void.

8. Any member may terminate his membership of the Trust by notice in writing served on the Trust and thereupon he shall be deemed to have resigned and his name shall be removed from the Register of members.
9. If any member shall fail in the observance of these Articles or of any regulations of the Council made under any powers vested in them or for other sufficient reason the Council may convene an Extraordinary General Meeting of the Trust for the purposes of considering an extraordinary resolution for the expulsion of such members and on such extraordinary resolution being passed the name of such member shall be removed from the Register of members, and he shall thereupon cease to be a member. Provided that if any member shall fail to pay an annual subscription before the expiration of two years from the date upon which payment becomes due, that person shall automatically cease to be a member and his name shall be removed from the Register of members accordingly.

General Meetings.

10. A general meeting of the Trust shall be held in every calendar year as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Council shall appoint provided that so long as the Trust shall hold its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Council may, when they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or, in default may be convened by such requisitionists, as provided by Section 368 of the Act.
13. Subject to the provisions of Section 378(2) and (3) of the Act relating to Special Resolutions, and to the provisions of Section 369 of the Act relating to Annual General Meetings, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given to the members in manner hereinafter mentioned, or in such other manner (if any) as may

be prescribed by the Trust in General Meeting; but with the consent of all the members entitled to receive notices thereof or of such proportion 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 members think fit. The accidental omission to give notice to any member, or the non-receipt by any member of such notice, shall not invalidate the proceedings at any General Meeting.

Proceedings at General Meetings.

14. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Council and Auditors, to elect members of the Council in place of those retiring and also additional members of the Council, and to elect Auditors and fix their remuneration. All other business transacted at an Annual General Meeting shall be deemed special.
15. No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than 3 members personally present.
16. If within half an hour from the time appointed for the meeting a quorum be 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 next week at the same time and place, and if at such adjourned meeting a quorum be not present within half an hour from the time appointed for the meeting, the member or members present shall be deemed to be a quorum and may do all business which a full quorum might have done.
17. The Chairman (if any) of the Council, or in his absence the Vice-Chairman (if any) shall preside as Chairman at every General Meeting of the Trust. If there be no such Chairman, or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of the members of the Council present to be Chairman, or if no member of the Council be present and willing to take the Chair, the members present shall choose one of their number to be Chairman.
18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be

transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one 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 an adjournment or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Trust, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
20. Subject to the provisions of the next succeeding Article, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.

Votes of Members.

24. Every member shall have one vote.
25. (a) Save as herein expressly provided, no person other than a member duly registered shall be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another member at any General Meeting.
- (b) Any corporation which is a member of the Trust may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Trust. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or another recognised officer of the governing body of a corporation, shall be conclusive evidence of such appointment.
26. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but the representative of a corporation may vote on a show of hands. Except in the case of a corporation, no person shall act as a proxy who is not entitled to be present and vote in his own right.
27. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.
28. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, otherwise the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or

revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office or other place as aforesaid one hour at least before the time fixed for holding the meeting.

30. An instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit.

"I
of
a member of (hereinafter called "the Trust") and entitled to
one vote, hereby appoint
of
another member of the Trust, and failing him
of
another member of the Trust to vote for me and on my behalf at the (Annual or
Extraordinary, as the case may be) General Meeting of the Trust to be held
on day of and at any adjournment thereof.

AS WITNESS my hand this day of 19 "

Council of Management.

31. The affairs of the Trust shall be managed by the Council of Management. The number of the members of the Council shall not be less than 3 nor more than 20.
32. The members of the Council shall be the subscribers to the Memorandum and Articles and such persons as shall from time to time be elected thereto by the Council or by the members of the Trust in General Meeting. Provided that no person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by clause 4 of the Memorandum of Association) shall be eligible for membership of the Council.

Proceedings of the Council of Management.

33. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined three shall be a quorum. 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.
34. A member of the Council may, and on the request of a member of the Council the Secretary shall at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of a meeting.
35. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold the office, but if no such Chairman be elected or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council shall choose one of their number to be Chairman of the meeting.
36. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.
37. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so framed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid. All acts and proceedings of any such committee or committees shall be reported back fully and as soon as possible to the Council.
38. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such

member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

39. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of all meetings of the Trust and of the Council and of committees of the Council, and all businesses transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient without any further proof of the facts therein stated.
40. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

Powers of the Council.

41. The management of the business and the control of the Trust shall be vested in the Council who, in addition to the powers and authorities conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Trust and are not hereby or by the Act expressly directed or required to be exercised or done by the Trust in General Meeting. At meetings of the Council, each member of the Council shall have one vote only, except that in the case of equality of votes the Chairman shall, in addition have a second or casting vote.
42. The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the members of the Council be reduced in number below the minimum prescribed by these presents, it shall be lawful for the members available to act as the Council for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body or of summoning a General Meeting but for no other purpose.
43. The Council may at any time appoint any person to be a member of the Council either to fill a casual vacancy or as an addition to the existing membership (but not so as to exceed the maximum number of members prescribed by these presents). Any person so appointed shall

hold office, only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of members of the Council who are to retire by rotation at such meeting.

44. Without prejudice to the general powers conferred by Article 41 and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Council shall be entrusted with the following powers namely :

Particular Powers

- (1) To purchase or otherwise acquire for the trust any property, rights or privileges which the Trust is authorised to acquire at such price and generally on such terms and conditions as they may think fit.
- (2) To raise or borrow money for the purposes of the Trust from any person, corporation or other body and may with the approval of the Charity Commissioners for England and Wales secure the repayment of the same together with any interest and premium thereon, by Mortgage or charge upon the whole or any part of the assets and property of the Trust, present or future, and to issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Trust or not so charged, and in connection therewith to take out and keep on foot sinking fund or redemption policies.
- (3) At their discretion to pay for any property or rights acquired by or services rendered to the Trust either wholly or partially in cash or in bonds, debentures, or other securities of the Trust.
- (4) With the approval aforesaid to secure the fulfilment of any contracts or engagements entered into by the Trust by Mortgage or charge of all or any of the property and rights of the Trust or in such manner as they may think fit.
- (5) To appoint and at their discretion remove or suspend such office and other staff for permanent, temporary or special services as they may from time to time think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.
- (6) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Trust or its officers or otherwise concerning the affairs of the Trust and also to compound and allow time

for payment of satisfaction of any debts due and of any claims or demands by or against the Trust.

- (7) To refer any claims or demands by or against the Trust to arbitration and observe and perform the awards.
- (8) To make and give receipts, releases and other discharges for money payable to the Trust and for the claims and demands of the Trust.
- (9) To determine who shall be entitled to sign on the Trust's behalf; bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.
- (10) From time to time to make all such regulations and byelaws as they think proper with regard to the affairs and concerns of the Trust, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions herein contained, and provided that no byelaws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 378 of the Act.

Rotation of Members of the Council.

45. At each Annual General Meeting of the Trust one-third of the members 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.
46. The members of the Council to retire in every year shall be those who have been longest in the office since their last election, but as between persons who became members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
47. A retiring member of the Council shall be eligible for re-election.
48. The Trust may, at the meeting at which a member of the Council retires in manner aforesaid, fill the vacancy by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacancy or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

49. No person other than a member of the Council retiring at the meeting shall, unless recommended by the Council, be eligible for election to membership of the Council 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 a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
50. The Trust may from time to time by ordinary resolution increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced numbers is to go out of office.
51. The Trust may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Trust and such member.
52. The Trust may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 43 the Trust in General Meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member. The person appointed to fill such a vacancy shall be subject to retirement at the same time, as if he had become a member of the Council on the day on which the member in whose place he is appointed was last elected as a member.

Disqualification of Members of the Council.

53. The office of a member of the Council shall be vacated:
- (A) If he becomes bankrupt or insolvent or compounds with his creditors.
 - (B) If he becomes of unsound mind.
 - (C) If he be convicted of an offence the commission of which by a member of the Council could bring the Trust into disrepute.
 - (D) If he is requested in writing by a majority of his fellow members of the Council to resign.
 - (E) If he gives to the Council one month's notice in writing to the effect that he resigns his office.

(F) If he ceases to be a member by virtue of Section 293 of the Act,

54. A member of the Council who is in any way, whether directly or indirectly, interested in a contract or proposed contract, arrangement, or dealing with the Trust, shall declare the nature of his interest at a Meeting of the Council, and subject thereto and subject to the right of the remaining members of the Council to resolve that he withdraw and not vote on the particular matter, he may be counted in the quorum present at any meeting of the Council whereat such contract, arrangement or dealing with the Trust is considered or entered into and may vote in respect thereof.

Secretary.

55. The Secretary shall be appointed by the Council on such terms as to length of service, remuneration and generally as the Council may think fit and the Council may remove any Secretary so appointed. The provisions of Sections 283(1)-(3) and 284 of the Act shall be observed. The Council may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary or no Secretary available to act or capable of acting.

The Seal.

56. The seal of the Trust shall not be affixed to any instrument except by the express authority of a resolution of the Council or of a committee of the Council empowered thereto, and in the presence of two members of the Council and of the Secretary or such person other than the Secretary as the Council may appoint for the purpose; and such members of the Council and the secretary or other person as aforesaid shall sign every instrument to which the seal of the Trust is 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 affixed.

Income of the Trust.

57. The income of the Trust shall be applied solely towards the promotion of the object of the Trust as set forth in the Trust's Memorandum of Association as the Council may from time to time think fit (and in particular the Council shall have power to transfer all or any part of

such income to trustees to be applied by them for the advancement of the object of the Trust in such manner as they shall think best) with power to the Council to create a reserve fund or reserve funds to be applicable for any such purposes, and if the Council shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Council either be employed in the business of the Trust or be invested from time to time in such investment as the Trust may think fit.

Accounts.

58. The Council shall cause accounting records to be kept in accordance with Sections 221-223 of the Act.
59. The books of account shall be kept at the office or, subject to Section 221 (1) and (2) of the Act at such other place or places as the Council may determine, and shall always be open to inspection of the Council. The Council may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Trust or any of them shall be open to the inspection of the members not being members of the Council, and the members shall have only such rights of inspection as are given to them by the Act or by such Resolution as aforesaid.
60. At the Annual General meeting in every year the Council shall lay before the Trust an income and expenditure account for the period since the preceding account, or in the case of the first account since the incorporation of the Trust, made up to date not more than six months before such meeting. A balance sheet as at the date to which income and expenditure account is made up, shall be made out and laid before the Trust at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting, together with a copy of the Auditor's report, shall, twenty-one clear days previously to such meeting, be sent to the Auditor and every member entitled to receive notices of General Meeting in the manner in which notices of General Meeting in the manner in which notices are hereinafter directed to be served.

Audit.

61. Auditors shall be appointed and their duties regulated in the manner provided by Sections 236, 237, 241 262, 384-392 and 713 of the Act or any statutory modification thereof for the time being in force, and for this purpose the said sections shall have effect as if 'member of the Council' and 'the Council' were substituted for 'Director' and 'the Directors' respectively.

Notices.

62. A notice may be served by the Trust upon any member either personally or by sending it through the post addressed to such member at his registered address.
63. No member shall be entitled to have a notice served on him at any address not within the United Kingdom, and any member whose registered address is not within the United Kingdom may by notice in writing require the Trust to register an address within the United Kingdom which, for the purpose of the serving of the notices, shall be deemed to be his registered address. Any member not having a registered address within the United Kingdom, and not having given notice as aforesaid, shall be deemed to have received in due course any notice which shall have been displayed in the office and shall remain there for the space of forty-eight hours, and such notice shall be deemed to have been received by such member at the expiration of twenty-four hours from the time when it shall have been so first displayed.
64. Any notice if served by post shall be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post office or into any post box subject to the control of the Postmaster General.

Dissolution.

65. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

TYNE & WEAR BUILDING PRESERVATION TRUST LIMITED

The Companies Act 1985
(Registered Number 1444058)

At an Extraordinary General Meeting of the Company held at Sun Alliance House, 35 Mosley Street, Newcastle upon Tyne, NE1 1XX on the 5th November 1991 at 5.30. pm the following resolutions were passed as Special Resolutions of the Company

1. That the Memorandum of Association be altered with respect to the objects of the Company by adopting in substitution for and to the exclusion of the present objects clause the new objects clause submitted to this meeting and approved without amendment.
2. That the present Articles of Association be abrogated and thereupon replaced by adopting the new Articles submitted to this meeting and approved without amendment.

P. M. Harbottle (Chairman)

Dated 5th November 1991.

