

as Amended  
May 88

1485287

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

THE HERITAGE OF LONDON TRUST LIMITED



CERTIFICATE OF INCORPORATION

No. 1485287

I hereby certify that

THE HERITAGE OF LONDON 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 13 March 1980

(E.A. WILSON)  
Assistant Registrar of Companies

MEMORANDUM OF ASSOCIATION

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE HERITAGE OF LONDON TRUST LIMITED

1. The name of the Company (hereinafter called 'the Trust') is THE HERITAGE OF LONDON TRUST LIMITED.
2. The registered office of the Trust will be situate in England.
3. The object for which the Trust is established is as follows:-

To preserve for the benefit of the people of Greater London and of the nation at large and where it is practicable to do so to facilitate and encourage reasonable public access to whatever of the historical architectural and constructional heritage may exist in and around Greater London in the form of buildings and their fittings (which expression shall for these purposes include any building as defined by Section 290(1) of the Town and Country Planning Act 1971 and also any garden or plant or machinery irrespective of whether it is associated with a building) or places of historical or architectural interest and in furtherance of that purpose but not otherwise to do all or any of the following things:-

- (a) To establish, support or aid in the establishment or support of any charitable body corporate or unincorporated having objects similar to those of the Trust.
- (b) To subscribe, lend or guarantee money or make grants.
- (c) To co-operate with any local or public authority or other person or body concerned to achieve the object of the Trust.
- (d) To buy, lease or otherwise acquire buildings or land or any estate or interest therein.
- (e) To sell, let on lease or tenancy, exchange, mortgage or otherwise dispose of buildings or land or any estate or interest therein, subject to such covenants, conditions and restrictions as are necessary to ensure the preservation as aforesaid of the said buildings or land.
- (f) To repair, renovate, restore, rebuild and generally to maintain buildings or land.

- (g) To buy or otherwise acquire furniture, pictures and other furnishings and equipment for use in connection with buildings or lands, and to sell, lease or otherwise dispose of any such furniture or equipment.
- (h) To make such arrangements as are necessary to enable the public to view and enjoy buildings or places which are the subject of the Trust's object (whether free or at a charge).
- (i) To print or publish any newspapers, periodicals, books or leaflets that the Trust may think desirable for the promotion of its objects.
- (j) To publish books or pamphlets or in other appropriate manner to make known to the public the existence of buildings or places which are the subject of the Trust's object or the features of especial interest of such buildings or places.
- (k) To undertake or support research into the means of preserving old buildings including archaeological excavations and to publish or ensure or support the publication of the results of any such research.
- (l) To raise funds by subscription, donations, grants, loans or otherwise for the purposes of the Trusts: 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.
- (m) To constitute special charitable trusts for any particular purposes of the Trust; to act as trustees of any special charitable trust for such particular purposes, whether constituted by the Trust or otherwise.
- (n) To enter into and carry out contracts.
- (o) 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.
- (p) To borrow money for the purposes of the Trust on such terms and on such security (if any) as may be thought fit.
- (q) 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.

- (r) To apply for and acquire and hold any charters, privileges, licences, concessions, permissions or other rights, powers or orders from the British Government and Parliament, or any local authority, and to exercise, carry on and work any powers, rights or privileges so obtained. In particular, to make planning applications and applications for consent under bye-laws and building regulations.
- (s) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.
- (t) Generally, to do any things necessary to 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 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, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and, as regards any such property, the Board of Management 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 Board of Management have been if no incorporation had been effected and the incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Management 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.
- (iv) The Trust is established for charitable purposes only in the legal meaning of the phrase and its property and income shall be held and applied for those purposes only.

4. The income and property of the Trust whensoever 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 which is reasonable having regard to the market rate of interest prevailing from time to time or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Board of Management 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 Board of Management except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable or 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 Board of Management 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 or 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 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 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 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 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 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.

- (1) William Archibald Ottley Juxon Bell  
Banker, 165 Cranmer Court, London, SW3
- (2) Louis Wolfgang Bondy  
6-23 Northwood Hall, Hornsey Lane, London, N6 5PN  
Antiquarian Bookseller

Dated the Twenty-sixth day of February 1980.

Witness to the above signatures,

Brian Ashley Barker  
39 Kensington Park Gardens, London, W11  
Architect

THE COMPANIES ACTS 1948 TO 1976COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

## ARTICLES OF ASSOCIATION

OF

THE HERITAGE OF LONDON 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.

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1948
These Presents	These Articles of Association and the regulations of the Heritage of London Trust Limited from time to time in force
The Trust	The above named Heritage of London Trust Limited
The Board	The Board 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.

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.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions 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 meaning in these Presents.



2. (a) The Trust is registered as a private company and accordingly:-
- (i) The right to transfer shares is restricted in the manner hereinafter provided.
  - (ii) The number of members of the Trust (exclusive of persons who are in the employment of the Trust and of persons who having been formerly in the employment of the Trust and have continued after the determination of such employment to be members of the Trust) is limited to fifty. Provided that where two or more persons hold one or more shares in the Trust jointly they shall for the purpose of this regulation be treated as a single member.
  - (iii) Any invitation to the public to subscribe for any shares or debentures of the Trust is prohibited.
- (b) The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
- (c) The number of members with which the Trust proposes to be registered is two but subject to sub-article (a) hereof the Board may from time to time register an increase of members.
3. The provisions of Section 110 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 purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and other such persons as the Board 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 as subscribe to the Memorandum and Articles of Association before the registration thereof.
  - (B) Such other persons or Corporations as may desire to be admitted to membership and who may be elected by the Board to be members of the Trust.

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 Board may elect to membership.

7. Any election of a person to be a member of the Trust under the provisions of Article 6 sub-article (B) shall conform to the following regulations and conditions:-

- (1) Such persons must be proposed for election by a member of the Board and 14 days' written notice shall be given to the members of the Board of the meeting at which it is intended to propose such person for election, stating the object of the meeting, the name and address of the person to be proposed and the name of the member of the Board proposing such person.
- (2) Such person must sign and deliver to the Trust an application for admission to membership framed in such terms as the Board shall require.

In the event of such person being elected in accordance with the above regulations he shall be entered as a member of the Trust on the Register.

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 Board made under any powers vested in them or for other sufficient reason the Board may convene an Extraordinary General Meeting of the Trust for the purpose of considering an extraordinary resolution for the expulsion of such member 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.

#### 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 Board 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 Board may, when they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall be convened by such requisition or, in default, may be convened by such requisitionists as provided by Section 132 of the Act.
13. Subject to the provisions of Section 141(2) of the Act relating to Special Resolutions and to the provisions of Section 133 of the Act relating to Annual General Meetings, fourteen days' written 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 the 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 thereof 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 Board and auditors, to elect members of the Board in place of those retiring and also additional members of the Board 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 two 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 Board, 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 Board present to be Chairman, or if no member of the Board 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 two members present in person or by proxy, or by a member or members present in person or by proxy and representing one-fifth 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 authorised officer of the governing body of a Corporation, shall be conclusive evidence of such appointment.

(c) Every member of the Board shall be entitled to be present at General Meetings of the Trust and shall be entitled to vote.

26. Votes may be given in 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 appointer 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 the 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. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit.

"THE HERITAGE OF LONDON TRUST LIMITED"

"I

of

a member of the Heritage of London Trust Limited (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 the                      day  
of    and at any adjournment thereof.

As Witness my hand this                      day of                      19 ."

#### BOARD OF MANAGEMENT

31. The affairs of the Trust shall be managed by the Board of Management. The Board shall consist of twenty four members of whom:-
- Association of London Govern-ment*
- (a) Two shall be appointed by the ~~London Boroughs Association~~. Of these one shall be a member of the Council of a London Borough situate wholly or partly north of the River Thames and one shall be a member of the Council of a London Borough situate wholly or partly south of the River Thames.
- (b) At least five shall be appointed from nominations made by corporate or incorporated bodies having connections with London and having objects related to those of the Trust.
- (c) At least six shall be people with experience of the contribution which industry or commerce can make to charitable organisations.
32. 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 Board.

PROCEEDINGS OF THE BOARD

33. The Board 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 Board may, and on the request of a member of the Board the Secretary shall at any time, summon a meeting of the Board by notices served upon several members of the Board. A member of the Board 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 Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present and may determine for what period he is to hold office, but if no such Chairman be elected or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Board shall choose one of their number to be Chairman of the meeting.
36. A meeting of the Board 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 Board generally.
37. The Board may delegate any of their powers to committees consisting of such member or members of the Board 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 Board. 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 Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid. All acts and proceedings of these committees shall be reported back as soon as possible to the Board.
38. All acts bona fide done by any meeting of the Board or of any committee of the Board or by a person acting as a member of the Board 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 such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
39. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Trust and of the Board and of committees of the Board and all business 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 evidence 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 Board or of any committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

#### POWERS OF THE BOARD

41. The management of the business and the control of the Trust shall be vested in the Board 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 Board, each member of the Board 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 Board may act notwithstanding any vacancy at their body provided always that if at any time the members of the Board be reduced in number below the minimum prescribed by these Presents, it shall be lawful for the members available to act as the Board 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.

#### PARTICULAR POWERS OF THE BOARD

43. 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 Board shall be entrusted with the following powers, namely:-
- (1) To pay the costs, charges and expenses preliminary and incidental to the formation and establishment of the Trust and matters incidental thereto.
  - (2) 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.
  - (3) 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.



- (4) 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.
- (5) 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.
- (6) 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 amounts as they think fit.
- (7) 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 or satisfaction of any debts due and of any claims or demands by or against the Trust.
- (8) To refer any claims or demands by or against the Trust to arbitration and observe and perform the awards.
- (9) To make and give receipts, releases and other discharges for money payable to the Trust and for the claims and demands of the Trust.
- (10) To determine who shall be entitled to sign on the Trust's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.
- (11) From time to time to make all such regulations and bye-laws 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 bye-laws 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 provision of Section 141 of the Act.

44. Subject to Article 45 a member of the Board shall be appointed to hold office until the third Annual General Meeting following his appointment.

45. The lengths of the appointments of the first members of the Board (except the member falling within sub-article (a) of Article 31) shall be as follows:-
- (i) Of those members falling within sub-articles (b) and (c) of Article 31 one shall be appointed to hold office until the first Annual General Meeting of the Trust, two shall be appointed to hold office until the second Annual General Meeting of the Trust and one shall be appointed to hold office until the third Annual General Meeting of the Trust.
  - (ii) Of those members falling within sub-article (d) of Article 31 one shall be appointed to hold office until the first Annual General Meeting of the Trust and one shall be appointed to hold office until the third Annual General Meeting of the Trust.
  - (iii) Of those members falling within sub-article (e) of Article 31, one shall be appointed to hold office until the first Annual General Meeting of the Trust, two shall be appointed to hold office until the second Annual General Meeting of the Trust and two shall be appointed to hold office until the third Annual General Meeting of the Trust.
  - (iv) Of those members falling within sub-article (f) of Article 31 two shall be appointed to hold office until the first Annual General Meeting of the Trust, two shall be appointed to hold office until the second Annual General Meeting of the Trust and two shall be appointed to hold office until the third Annual General Meeting of the Trust.
46. Where the office of a member of the Board becomes vacant his successor shall be appointed in accordance with the procedure laid down in Article 31. Where the Trust in General Meeting is entitled to appoint the successor the Board may appoint a successor provided that that person shall retire at the next Annual General Meeting.
47. A retiring member of the Board shall be eligible for re-election or re-appointment.
48. A person appointed to fill the place of a member of the Board which falls vacant before the end of that member's term of office shall hold office so long only as the vacating member would have held office.
49. The following provisions shall apply to members of the Board falling within sub-articles (e) and (f) of Article 31.
- (a) No person other than a member of the Board retiring at the meeting shall, unless recommended by the Board, be eligible for election to membership of the Board 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.

- (b) The Trust may fill any vacancy by electing a person thereto and in default the vacating 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.

50. 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 Board before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Trust and such member.

#### DISQUALIFICATION OF MEMBERS OF THE BOARD

51. The office of a member of the Board 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 Board could bring the Trust into disrepute.
- (D) If he is requested in writing by a majority of the other of his fellow members of the Board to resign.
- (E) If he gives to the Board 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 185 of the Act.
- (G) If having been appointed to the Board by reason of his membership of one of the London Borough Councils he ceases to be a member thereof.

52. A member of the Board 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 Board and subject thereto and subject to the right of the remaining members of the Board 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 Board whereat such contract, arrangement or dealing with the Trust is considered or entered into and may vote in respect thereof.

#### SECRETARY

53. The Secretary shall be appointed by the Board on such terms as to length of service, remuneration and generally as the Board may think fit and the Board may remove any Secretary so appointed. The provisions of Sections 177 and 179 of the Act shall be observed. The Board 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

54. The Seal of the Trust shall not be affixed to any instrument except by the express authority of a resolution of the Board or of a committee of the Board empowered thereto, and in the presence of two members of the Board and of the Secretary or such person other than the Secretary as the Board may appoint for the purpose and such members of the Board and the Secretary or other person as aforesaid shall assign 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

55. The income of the Trust shall be applied solely towards the promotion of all or any of the objects of the Trust as set forth in the Trust's Memorandum of Association as the Board may from time to time think fit (and in particular the Board shall have power to transfer all or any part of such income to trustees to be applied by them for the advancement of the main object of the Trust in such manner as they shall think best) with power to the Board to create a reserve fund or reserve funds to be applicable for any such purposes and, if the Board 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 Board 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

56. The Board shall cause proper books of account to be kept:-
- (a) Of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place.
  - (b) Of all sales and purchases of property and goods by the Trust.
  - (c) Of the assets and liabilities of the Trust.

Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Trust's affairs and to explain its transactions.

57. The books of account shall be kept at the Office or, subject to Section 147(3) of the Act, at such other place or places as the Board may determine and shall always be open to the inspection of the Board. The Board 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 Board and the members shall have only such rights of inspection as are given to them by the Act or by such resolution as aforesaid.
58. At the Annual General Meeting in every year the Board 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 the 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 Board 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 are hereinafter directed to be served.

#### AUDIT

59. Auditors shall be appointed and their duties regulated in the manner provided by Sections 159, 160, 161 and 162 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 Board" and "the Board" were substituted for "Director" and "the Directors" respectively.

#### NOTICES

60. 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.
61. 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 service of 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.

62. 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

63. 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.

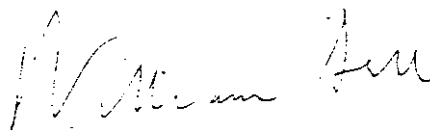
#### Names, Addresses and Descriptions of Subscribers.

- (1) William Archibald Ottley Juxon Bell  
Banker, 165 Cranmer Court, London, SW3
- (2) Louis Wolfgang Bondy  
6-23 Northwood Hall, Hornsey Lane, London, N6 5PN  
Antiquarian Bookseller

Dated the Twenty-sixth day of February 1980.

Witness to the above signatures,

Brian Ashley Barker  
39 Kensington Park Gardens, London, W11  
Architect



[NOTE - The Articles above were amended by the Trust in General Meeting on 12 February 1986]

(NOTE - The Articles above were amended by the Trust in General Meeting on 3rd June, 1987.)

(NOTE - The Articles above were amended by the Trust in General Meeting on 11th May, 1988).