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THE COMPANIES ACT 1985



**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF
TOWER HAMLETS SUMMER EDUCATION LTD**

1. The name of the Company (*hereinafter called "the Company"*) is **TOWER HAMLETS SUMMER EDUCATION LTD.**
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:-
 - (I) To further the education of children and young people in the UK and elsewhere as the members of the Board shall determine.
 - (II) For the furtherance of the objects set out in the immediately preceding sub-clause and as ancillary thereto, but without prejudice to the generality thereof to do (*if thought fit*) or procure the doing of all or any of the following further things:-
 - (a) To establish a summer education projects in the UK offering the fullest possible educational opportunities in the summer holidays and at other times of the year to children and young people in the UK.
 - (b) To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may be necessary for any of the purposes of the Company.
 - (c) To publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter and to organise lectures, broadcasts and courses of instructions;
 - (d) To purchase or otherwise acquire or found and to carry on schools and training centres;
 - (e) To receive donations, endowments, subscriptions and legacies from persons desiring to promote the objects aforesaid or any of them and to hold funds in trust for the same;
 - (f) To borrow or raise money for the purposes of the Company on such terms and such security as may be thought fit including making reasonable charges for any

services provided hereunder (*whether to beneficiaries or not*);

- (g) To establish and support or aid in the establishment and support or to amalgamate with any other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects;
- (h) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary to its objects;
- (i) To invest the moneys of the Company not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit in the absolute discretion of the Directors for the time being, subject nevertheless to such conditions (*if any*) and such consents (*if any*) as may be for the time being be imposed or required by law and subject also as hereinafter provided;
- (j) To engage or employ such personnel (*whether as employees consultants advisors or however*) as may be requisite to the promotion of the objects of the Company and on such terms as the Directors may think fit.
- (k) To provide or procure the provision of counselling and guidance in furtherance of the said objects or any of them.
- (l) To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or Company as may be necessary or convenient for the work of the Company.
- (m) To draw accept endorse issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments for the purpose of or in connection with the objects of the Company.
- (n) To establish promote or assist companies with charitable objects- similar to those of the Company for the acquisition of the property or liabilities of the Company or to carry on any authorised activity of the Company or for any other charitable purpose directly or indirectly calculated to benefit the Company in the furtherance of its objects.
- (o) To amalgamate, merge or join in with any charity having charitable objects wholly or in part similar to those of this Company for the purposes of better effectuating the charitable purposes.
- (p) To establish and support pension schemes for and to grant pensions to any employees and their dependants of the Company or its associated companies calculated to benefit such employees and their dependants and further the interests of the Company.

- (q) To purchase, acquire or undertake all or any of the property liabilities and engagements of charitable associations societies or bodies with which the Company may co-operate or federate.
- (r) To pay out of the funds of the Company the costs of forming and registering the Company.
- (s) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them;

PROVIDED THAT:

- (i) If the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in the manner allowed by law, having regard to such trusts.
 - (ii) The Company objects shall not expand to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - (iii) If the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without any authority, approval or consent as may be required by law, and as regards any such property the Board of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own act, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Board would have been if no incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Board but as regards any such property they shall be subject jointly and separately to such control or authority as if the Company were not incorporated.
4. The income and property of the Company, from whatever source derived, shall be applied solely towards the promotion of its objects as set forth in this memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way or profit to the Members of the Company *(and no member of its Board shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company)*.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company *(not being a member of its Board)* for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company *(or of its Board)* at a reasonable and proper rate;

- (c) of any reasonable and proper rent for premises demised or let by any member of the Company (*or of its Board*);
 - (d) of fees, remuneration or other benefits in money or money's worth to a Company of which a member of the Board may be a member holding not more than 1/100th part of the capital of the Company and
 - (e) to any member of its Board of out-of-pocket expenses.
5. The liability of the members is limited.
 6. Every Member of the Company undertakes to contribute to the assets of the Company if it is wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1.
 7. If upon the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its on their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members within three months of the members resolution passed initiating the winding-up failing which and if so far as effect cannot be given to such provision, then to such other charitable object as the Directors shall resolve upon.

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

ARTICLES OF ASSOCIATION

OF

Tower Hamlets Summer Education Ltd

PRELIMINARY

1. Interpretation

In these articles if not inconsistent with the subject or context the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

Words	Meanings
the Company	Tower Hamlets Summer Education Limited
the Statutes	The Companies Act 1985 and every other Act for the time being in force concerning Companies and affecting the Company.
these Articles	These Articles of Association as originally framed or as from time to time altered by Special resolution
the Board	The Board of Directors for the time being of the Company
the Office	The registered office of the Company
the Seal	The Common Seal of the Company
the United Kingdom	Great Britain and Northern Ireland, the Channel Islands and the Isle of Man

Month	Calendar Month
Secretary	Any person appointed to perform the duties of the Secretary of the Company
Persons	Shall include any body of persons, corporate or unincorporate
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

In these Articles the masculine gender shall be deemed to include the feminine and vice versa and the singular shall be deemed to include the plural and vice versa.

MEMBERSHIP

2. The number of members with which the Company proposes to be registered is 10 but the Directors may from time to time register and increase in members. All members shall sign a written consent to become a member or sign the Register of Members on becoming a member. In the case of an unincorporated association or body which wishes to become a member the name of the association shall be entered in the Register of Members together with the name of its representatives appointed in accordance with article 33. In the event that the members revokes such authorization it shall advise the secretary in writing by notice sent to the office and the Secretary shall insert the name of the new representatives in the register of members in place of the person whom he replaces.
3. The first members of the Company shall be the subscribers to the Memorandum.
4. The Board shall admit to membership such persons as it shall think fit and the Board may from time to time by resolution prescribe (*and vary*) criteria for membership. The Board need not give reasons for declining to accept any person as a member.
5. The Board may also admit to honorary membership such persons and subject to such rights and obligations as it shall resolve upon from time to time. Such honorary members shall not be members for the purposes of these Articles or the Statutes. The Board may not bestow upon any honorary member the right of voting on any matter.
6. Membership shall not be transferable. A member shall cease to be a member:-
 - (a) If by notice in writing to the Secretary he resigns his membership.
 - (b) If any subscription or other sum payable by the member concerned is not paid on the due date and the member has been served with notice in writing informing him of this **PROVIDED THAT** the Board may re-admit to membership any person who has ceased to be a member on his paying such amount in respect of arrears of subscription or other sum as the Company may determine.

- (c) If any member becomes bankrupt or makes any arrangement or composition with his creditors generally or goes into liquidation otherwise than for the purpose of a *bona fide* reconstruction without insolvency or have a receiver appointed over all or any part of its assets.
- (d) If, at a meeting of the Board at which not less than half of the Directors are present a resolution shall be passed resolving that the member be expelled. A resolution as aforesaid shall not be passed unless the member has been given not less than fourteen days notice in writing of the meeting at which the matter is to be considered specifying the conduct or circumstances alleged as a ground for the expulsion and has been afforded a reasonable opportunity of being heard by or of making written representation to the Board.
- (e) When any such resolution as is referred to the sub-clause (d) of this clause is passed, then the member shall forthwith cease to be a member but without prejudice to liability of the member to pay to the Company any subscription or other sum owed by him.

GENERAL MEETINGS

7. FIRST ANNUAL GENERAL MEETING

The first Annual General Meeting shall be held at such time not being more than 18 months after the incorporation of the Company and at such place at the Directors may determine.

8. ANNUAL GENERAL MEETINGS

Subject to Article 7, the Company shall in each year hold an 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 Company and that of the next.

9. EXTRAORDINARY GENERAL MEETINGS

The Directors may whenever they think fit and shall on requisition in accordance with the statutes convene an extraordinary general meeting.

NOTICE OF GENERAL MEETINGS

10. NOTICES

An annual meeting and any extraordinary general meeting called for the passing of a Special Resolution shall be called by twenty-one days notice in writing at the

least exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given PROVIDED that a meeting of the Company shall notwithstanding that it is called by a shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) If a meeting is 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 95% of the total voting rights at that meeting of all the members.

11. **CONTENTS OF NOTICE**

Every notice calling a general meeting shall specify the place the day and the hour of meeting and if other than routine business is to be transacted the general nature of that business and shall be given in manner herein mentioned or in such other manner if any as may be prescribed by the Company in general meeting to such persons as are under these Articles entitled to receive such notices from the Company. If any resolution is to be proposed as an extraordinary resolution or a special resolution the notice shall contain a statement to that effect.

12. **ROUTINE BUSINESS**

Routine business shall mean and include only business transacted at an annual general meeting of the following classes, that is to say

- (a) reading, considering and adopting the balance sheet and income and expenditure account and reports of the Board and the auditors and other related documents and
- (b) appointing auditors and determine their remuneration and
- (c) matters in connection with membership of the Board.

13. **QUORUM**

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. A quorum shall consist of not less than two members or 10% of the total membership (*whichever is the greater*). If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting shall be 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 Board may determine.

14. **CHAIRMANSHIP**

The Chairman, if any, of the Board shall preside at every general meeting of the Company or if there is no such Chairman, or if he/she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act as the Members present shall elect one of their number to be the Chairman of the meeting.

15. **ADJOURNMENT**

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. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of an original meeting.

16. At any General Meeting a resolution put to 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 at least two 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 1/10th of the total voting rights of all the 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 Company 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.

17. Except as provided in Article 19 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 is demanded.

18. 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 poll is demanded, shall be entitled to a second or casting vote.

19. 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.
20. Subject to the provisions of the Statutes 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 or unincorporated associations by their duly authorised representatives*) shall be as valid and effective as if the same had been passed at a meeting of the Company duly convened and held.

VOTES OF MEMBERS

21. INFORMALITY

The proceedings of any meeting shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

22. VOTES

No member shall have more than one vote apart from the Chairman in accordance with Article 18.

23. RESTRICTION ON VOTING

No person shall vote on any matter in which he is personally interested pecuniarily or otherwise debate on such matter without the permission of the majority of the persons present and voting such permission to be given or withheld without discussion.

24. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in launcy, 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, *curator bonis* appointed by that court and any such committee, receiver, *curator bonis* or other person may on a poll, vote by proxy.

25. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company have been paid.

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

27. The instrument appointing by proxy shall be in writing and under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of any Officer or attorney general duly authorised. A proxy need not be a member of the Board.

28. 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 office or at such other place within the united kingdom as if specified for that purpose in the notice convening the meeting nit 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.

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

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 extraordinary, as the case may be) general meeting of the * to be held on the..... day of 199..... and at any adjournment thereof.

Signed this day of 199....

30. 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 the circumstances admit:-

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 extraordinary, as the case may be) general meeting of the Company to be held on the day of 199.... and at any adjournment thereof.

Signed this day of 199"

This form is to be used* in favour / against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

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

32. The 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 Company at the office before the commencement of the meeting or adjournment meeting at which the proxy is used.

33. **CORPORATE OR UNINCORPORATE MEMBERS**

Any person which is a member may by authorization of its directors or other governing body authorise such person as they think fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise as if it were an individual member of the Company all rights of membership threat.

The member may revoke similarly such authorization at any time.

THE BOARD

34. The names of the first Directors shall be determined by the subscribers to the Memorandum of Association. Subject thereto, the Board shall comprise not less 2 nor more than 8 Directors.
35. At the first Annual General Meeting of the Company all the Directors shall retire from office and at the Annual General Meeting in every subsequent year one third of the Directors for the time being or, if their number is not 3 or a multiple of 3, then the number nearest one third shall retire from office.
36. The Directors to retire in every year shall be those who have been the longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (*unless they otherwise agree among themselves*) be determined by lot.
37. A retiring Director shall be eligible for re-election.
38. The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto in default the retiring directors 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 unless a resolution for the re-election or such directors shall have been put to the meeting and lost.
39. No person other than a Director retiring at the meeting shall, unless recommended by the Directors be eligible for election to the office of Director at any general meeting unless, not less than 3 nor more than 21 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.

40. The Company may from time to time by Ordinary Resolution increase or reduce the number of directors and may also determine in what rotation the increased or reduced number is to go out of office.
41. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Directors 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 taking into account in determining the Directors who are to retire by rotation at such a meeting.
42. Directors may be paid all reasonable out of pocket travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee or general meeting of the Company or in connection with the business of the Company.

43. **VACANCIES**

The Board may act for all purposes notwithstanding any vacancy in its membership and all proceedings at any meeting of the Board shall be valid and effectual notwithstanding that it may be afterwards discovered that any member of the Board has been improperly nominated elected or co-opted or is not otherwise properly qualified.

44. **CO-OPTED DIRECTORS**

- (a) the elected Directors shall have the power of co-opting up to 3 Directors and termination of any co-option.
- (b) No co-option or termination of any co-option shall be valid unless at least half the Directors shall approve the same either on a resolution put to the Board to that effect or by subscribing to a written resolution circulated amongst the elected Directors outside a Board meeting.
- (c) Co-option shall last for two years from the date thereof unless terminated earlier in the manner foregoing.
- (d) It shall be permissible for a co-opted member whose period of co-option has expire or been the subject of early termination to be co-opted.
- (e) Subject to the foregoing and to any other express provision of these

Articles co-opted Directors shall otherwise have all the powers of elected Directors.

PROCEEDINGS OF THE BOARD

45. MEETINGS

The Board may meet for the dispatch of business adjourn and otherwise regulate its meetings as it may think fit. Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent by post to each director at least 7 days (*excluding Saturdays, Sundays and bank holidays*) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. The directors shall meet at least 4 times each year.

46. SUMMONING OF MEETINGS

Two Directors may at any time and the Secretary shall upon the request in writing of two Directors summon a meeting of the Board.

47. QUORUM

The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall not be less than two.

48. VOTING

All questions shall be decided by the votes of the majority of the Directors present and voting thereon at a meeting of the Board.

49. CHAIRMAN

- (a) The Board shall elect the chairman from among themselves at the first meeting following each Annual General Meeting.
- (b) If the elected or appointed Chairman is absent from any meeting of the Board those Directors present shall elect one from their number to serve in that capacity for that meeting.
- (c) In the case of an equality of votes the Chairman shall have a second casting vote.

50.

COMMITTEES

- (a) The Board may delegate any of its powers or the implementation of any of its resolutions to any Committee.
- (b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (*though the resolution may allow the committee to make co-options up to specified number.*)
- (c) The composition of any such Committee shall be entirely at the discretion of the Board and may comprise such of their number (*if any*) as the resolution may specify.
- (d) The deliberations of any such Committee shall be reported regularly to the Board and any resolution passed shall be reported forthwith to the Board and for that purpose every Committee shall appoint a Secretary for the purpose.
- (e) All delegations under this Article shall be revocable at any time.
- (f) The Board may make such regulations and impose such terms and conditions and give such mandates to any such Committee or Committees as it may from time to time think fit.
- (g) For the avoidance of doubt, the Board may delegate all financial matters to any Committee or Committees and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time whether or not requiring a signature of any Directors.

51.

PROCEEDINGS OF COMMITTEES

The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board.

52.

All act done by any meeting of the Board or a Committee thereof or by any person acting as a Director or member of the Committee shall as regards all persons dealing in good faith with the Company notwithstanding that there was some defect in the appointment or continuance in office of any Director or member of the Committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of the Committee and had been entitled to vote.

POWERS OF THE BOARD

53. BORROWING POWERS

The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party in all cases without limit.

54. GENERAL POWERS

The affairs of the Company shall be managed by the Board who may pay all expenses incurred forming and registering the Company and may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in a general meeting and without prejudice to the generality of the foregoing may exercise the powers of entering into contracts expending or investing the funds of the Company and acquiring managing or disposing of real and personal property subject to any regulations prescribed by the Company in general meeting but no such regulation so made by the Company shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

55. The Board 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 Board to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretion (*not exceeding those vested in or exercisable by the Board 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 Board may think fit and may also authorise any such attorney to delegate all or any of the powers authorities and discretions vested in him.

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

57. The Board shall cause minutes to be made in books provided for the purpose of:-

- (a) All appointments of Officers made by the Board
- (b) The names of the Directors present at each Meeting of the Board and of the names of any Committee Members present at each Committee Meeting

- (c) Of all resolutions and proceedings at all meetings of the Company and of the Board and of Committees of the Board and every Director or Committee Member present at any meeting of the Board or a Committee shall sign his name in a book to be kept for that purpose and such minutes signed by the Chairman of the relevant meeting or a Director present shall be sufficient evidence of the due passing of any Resolution and of the amount the majority voting in favour thereof.

58. The office of a Director shall be vacated if the Director:-

- (a) Without the consent of the Company in general meeting holds any office of profit under the Company; or
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) Becomes prohibited from being a Director by reason of any order made under the Statutes;
- (d) Becomes of unsound mind; or
- (e) Resigns his office by notice in writing to the Company; or
- (f) Ceases to be a Director by virtue of Section 185 of the Companies Act 1948; or
- (g) Is indirectly or directly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 199 of the Companies Act 1948.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereat and if he does so vote his vote shall not be counted.

59. The Company may by ordinary resolution of which special notice has been given in accordance with Section 142 of the **Companies Act 1948** remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.

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

61. **REGULATIONS**

The Board shall have power from time to time to make repeal or alter regulations as to the management of the Company and the affairs thereof as to the duties of any officers or servants/ of the Company and as to the conduct of business by the

Board or any Committee and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with the Memorandum of Association or these Articles.

OFFICERS

62. The Board may appoint or engage on such terms (subject to the *Memorandum of Association*) to discharge such duties as they may think fit a Treasurer or Secretary and such other Officers and Servants and may dismiss any Treasurer, Secretary, Officer or Servant so appointed or engaged.

THE SEAL

63. The Board shall provide for the safe custody of the seal which shall only be used with the authority of the Board or a Committee authorised in that behalf by the Board. Every instrument to which the seal is affixed shall be signed by a director and countersigned by the Secretary or a second Director.

ACCOUNTS

64. Accounting records sufficient to show and explain the Company financial transactions and otherwise complying with the statutes shall be kept at the office or such other place within Great Britain as the director think fit.
65. The Company may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by the members and subject thereto the book and accounts shall be open to inspection by the members at all reasonable times during the usual business hours.
66. The Board shall lay before the Annual General Meeting of the Company in each year an Income and Expenditure Account of the Company and a Balance Sheet for year ending on the previous 31st March. Such account and balance and Balance Sheet shall be accompanied by a report of the Board as to the state of affairs of the Company and a report of the auditors and balance sheet shall comply with the provisions of the statutes. A copy of every Balance Sheet together with copies of the said reports shall, not less than twenty-one clear days before the date of the meeting before with such Balance Sheet and reports are to be laid, be sent to all persons entitled to receive notices of general meetings of the Company.

AUDIT

67. Auditors shall be appointed and their duties regulated in accordance with the statutes.

NOTICES

68. A notice may be served upon any member of the Company either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address for service, if any. In the latter case it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed stamped and posted.
69. If a member has not a registered address for service, any notice shall be sufficiently served on him by posting up in the office such notice addressed generally to the member. A member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.
70. The accidental omission to give notices of a meeting to or the non-receipt of a notice of a meeting by the person entitled to receive notice shall not invalidate the proceedings of that meeting.
71. Subject to the provisions of the Statutes and of the Memorandum of Association every Director , auditor , Secretary or other Officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
72. The Board may in its discretion levy subscriptions on all members of the Company at such rate(s) as it shall determine and levy subscriptions at different rates on different categories of members.
73. Any of the provisions hereof may be changed by a special resolution for the purposes of obtaining and thereafter maintaining charitable status for the Company.
74. (a) The Directors may appoint and remove any person as a patron of the Company and on such terms as they shall think fit.
- (b) A Patron shall have the right to attend and speak (*but not vote*) at any general meeting of the Company and to be given notice thereof as if a member and shall also have the right to receive accounts of the Company when available to members.

75.

WINDING UP

The provisions of Clauses 6 and 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Article.