

No.2567517

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

M E M O R A N D U M

and

ARTICLES OF ASSOCIATION

- of -

THE UPPER ROOM
(ST SAVIOUR'S)

Incorporated the 11th day of December 1990.

FARRER & CO.,
66 Lincoln's Inn Fields,
LONDON, WC2A 3LH.

JLH/CMcL 30.07.91



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

THE UPPER ROOM

- *1. The name of the Company (hereinafter called "the Company") is "THE UPPER ROOM (ST SAVIOUR'S)".
- 2. The registered office of the Company will be situated in England.
- *3. The exclusively charitable objects for which the Company is established are:-
 - 3.1 The Upper Room works with homeless people, economic migrants, ex-offenders and other socially disadvantaged people to improve their lives and conditions. The Upper Room aims to give people a second chance.

* as amended by Special Resolution of the Company dated 4th July 2012.

4. In furtherance of the above charitable objects but not further or otherwise the Company shall have the following powers:-
- (i) To print and publish any newspapers, periodicals, books, articles or leaflets;
 - (ii) To purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;
 - (iii) To sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company subject to such consents as may be required by law;
 - (iv) To execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;
 - (v) To borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit subject to such consents as may be required by law;
 - (vi) To take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Company;
 - (vii) To raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for the charitable object aforesaid;

- (viii) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (ix) To invest moneys of the Company 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 provided;
- (x) To make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any exclusively charitable trusts, associations or institutions;
- (xi) To undertake and execute charitable trusts;
- (xii) To engage and pay any person or persons not being Directors whether on a full time or part time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company;
- (xiii) Subject to the provisions of Clause 5 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
- (xiv) To amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or

mainly similar to those of the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;

- (xv) To pay out of funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company;
- (xvi) To do all such other lawful things as will further the attainment of the objects of the Company or any of them

Provided that:

- (1) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (2) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (3) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without the same such authority, approval or consent as may be required by law, and as

regards any such property the Directors 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 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 Directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Directors, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no Director 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:-

- (1) Of reasonable and proper remuneration to any member, officer, servant or consultant of the Company (not being a Director of the Company) for any services rendered to the Company and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such member, officer, servant or consultant of the Company.
- (2) Of reasonable and proper remuneration of any professional firm or company (whether incorporated or not) of which a Director is a partner, director, consultant or employee for any services rendered to the Company.
- (3) Of interest on money lent by a member of the Company or of its Directors at a rate per annum not exceeding 2 per cent less than the base lending rate prescribed for the time being by a major London Clearing Bank or 3 per cent whichever is the greater.
- (4) To any Director of reasonable and proper out of pocket expenses.
- (5) To a company of which a member of the Company or a Director may be a member holding not more than one hundredth part of the capital of such company.
- (6) Of reasonable and proper rent for premises demised or let by any member of the Company or by any Director.

6. The liability of the Members is limited.

7. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company 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 £1 (One pound).

8. 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 institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by Members of the Company at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Directors for some other charitable purpose or purposes.

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

WILLIAM OLIVER FARRER,
66 Lincoln's Inn Fields
LONDON WC2A 3LH

SOLICITOR

JUDITH LYNNE HILL
66 Lincoln's Inn Fields
LONDON WC2A 3LH

SOLICITOR

SIR CHARLES MATTHEW FARRER
66 Lincoln's Inn Fields
LONDON WC2A 3LH

SOLICITOR

DATED this 29th day of November 1990 WITNESS to
the above signatures:

HELEN C. JENN
66 Lincoln's Inn Fields
LONDON WC2A 3LH

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND
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ARTICLES OF ASSOCIATION

- of -

THE UPPER ROOM (ST SAVIOUR'S)

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	The Companies Act 1985.
These Presents	These Articles of Association, and the regulations of the Company from time to time in force.
The Company	The above named Company.
The Directors	The Directors for the time being of the Company.
Chairman	The Chairman 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.

Month	Calendar Month.
The Statutes	The Act and every statutory modification or re-enactment thereof for the time being in force.
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 defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not consistent with the subject or context, bear the same meanings in these presents.

OBJECTS

2. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. For the purposes of registration the number of Members of the Company is declared to be unlimited.

4. The provisions of Section 352 of the Act shall be observed by the Company and every Member of the Company shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.

5. The subscribers to the Memorandum of Association of

the Company and such other persons as are admitted to membership in accordance with these Presents shall be Members of the Company. No person shall be admitted a Member of the Company unless he is approved by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him.

6. A Member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable (except in the case of the subscribers to the Memorandum of Association of the Company) and shall cease on death.

7. Every corporation and unincorporated association which is admitted to Membership may exercise such powers as are prescribed by Section 375 of the Act.

8. (1) It shall be the duty of the Directors, if at any time they shall be of the opinion that the interests of the Company so require, by notice in writing sent by prepaid post to a Member's address, to request that Member to withdraw from Membership of the Company within a time specified in such notice. No such notice shall be sent except on a vote of the majority of all the Directors present and voting, which majority shall include one half of the total number of the Directors for the time being.

(2) If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from Membership of the Company by submitting written notice of his resignation, or if at any time after receipt of the

notice requesting him to withdraw from Membership the Member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Directors. The Directors and the Member whose expulsion is under consideration shall be given at least fourteen days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the Meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from Membership unless half of the Directors present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a Member and his name shall be erased from the Register of Members.

GENERAL MEETINGS

9. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Directors, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than six months after the end of the Company's financial year, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold

it in the calendar year of its incorporation or in the following calendar year.

10. The Annual General Meeting shall be held for the following purposes:

- (1) To receive from the Directors a full statement of accounts, pursuant to Article 52 hereof.
- (2) To receive from the Directors a report of the activities of the Company since the previous Annual General Meeting.
- (3) To allow the present Directors to stand down from office.
- (4) To elect Directors pursuant to Article 27 hereof.
- (5) To appoint the Company's Auditors or Independent Examiners.
- (6) To transact such other business as may be brought before it.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

12. The Secretary shall, on an order of the Directors or at the written request of not less than one tenth of the Members, convene an Extraordinary General Meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Chairman of the Company who shall authorise the holding of an Extraordinary General Meeting within twenty eight days of the receipt of such order or request.

13. Twenty one days' notice in writing at the least of every Annual General Meeting and of every Extraordinary General Meeting called for the passing of a special

resolution and fourteen days' notice in writing at the least of every other Extraordinary General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors or Independent Examiners) as are under these Presents or under the Statutes entitled to receive such notices from the Company. If in the judgment of the Directors an emergency has arisen requiring an immediate meeting, the Notice given shall be such as the Directors in the circumstances deem to be sufficient, but such notice shall in no circumstances be less than seven days.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

15. Any Member wishing to raise any matter at a General Meeting shall give notice in writing setting out the nature of the business to be transacted to the Secretary not less than twenty eight days before the date of the General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration

of the income and expenditure account and balance sheet, and the reports of the Directors and of the Auditors or Independent Examiners, the election of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors or Independent Examiners.

17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three Members or one tenth of the membership whichever shall be the greater present in person shall be a quorum.

18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the Members of the Company, 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 at such other place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

19. The Chairman shall preside at every General Meeting, but if the Chairman shall be absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same the Members present shall choose some other Director or if no such Director thereof be present, or if all the Directors present decline to take the chair, the Members shall choose some Member who shall be present to preside.

20. The Chairman, or any Member presiding in his place, may, with the consent of any meeting of the Members of the Company at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

21. (a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, by a majority of the Members present in person and entitled to vote and, unless a poll is, before or upon the declaration of the result by the show of hands, demanded by the Chairman or Member presiding in his place, or by at least a third of the Members present in person or by proxy, a declaration by the Chairman or Member presiding in his place, 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 Company 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.

(b) Subject to the provisions of paragraph (c) below, 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.

(c) No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

22. (a) The Chairman, or any Member presiding in his place, may not himself vote. However in the case of an equality of votes, whether on a show of hands or on a poll, the Chairman or Member presiding in his place shall be entitled to a casting vote.

(b) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

23. Every Member shall be entitled to attend General Meetings and cast one vote.

24. All Members may appoint a proxy to vote in their place at General Meetings. Such persons having a proxy vote should hold a letter signed by the Appointor giving permission of proxy, and should inform the Secretary prior to the commencement of the meeting that they have a proxy vote.

25. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members and if described as a special or an extraordinary resolution it shall have effect accordingly.

DIRECTORS

26. The number of Directors shall be not less than three but unless and until varied by Ordinary Resolution of the Company in General Meeting shall not be more than twelve.

27. The Directors shall be elected by the Company at the Annual General Meeting and shall thereafter hold office for a period of three years, at which point they shall resign from office but shall be eligible to stand for re-election if they so consent in writing, subject to a maximum length of service of nine years (three three-year terms). No person other than a resigning Director shall be eligible for election unless his nomination made by one Member and seconded by one other Member has been received by the Secretary at least seven clear days before the Meeting. If no nominations for a particular vacancy are so received, nominations made for that vacancy at the meeting shall be valid provided the nominee has agreed to accept office. Any Member of the Company shall be entitled to submit nominations. In the event of two or more nominations being received for any one office, or of opposition to a nomination by

any Member or Members of the Company present, there shall be a vote by ballot of all Members present.

When determining a Director's length of service, any term of office before the 27th June 2018, being the date when this article was amended by Special Resolution, shall be disregarded.

28. If any office for any reason shall become vacant the Directors shall have the power to appoint any person to fill that office until the next Annual General Meeting.

29. The Company shall at the Annual General Meeting fill up the vacated office of each retiring Director to the extent necessary to ensure that there is the minimum permitted number of Directors by electing a person thereto, unless at the Annual General Meeting at which any Directors retire it shall be determined to reduce the number of Directors.

30. If, at any meeting at which the results of an election of Directors ought to be announced, the places of the retiring Directors, or some of them, are not filled up, the retiring Directors or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of Directors.

31. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.

DISQUALIFICATION OF DIRECTORS

32. (1) The office of a Director shall be vacated:
- (a) If a receiving order is made against him or he makes any arrangements or composition with his creditors.
 - (b) If he becomes of unsound mind.
 - (c) If by notice in writing to the Directors he resigns his office.
 - (d) If he becomes prohibited from holding office by reason of any Court order made under the Act.
 - (e) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.
- (2) Section 293 of the Act shall not apply.

POWERS OF THE DIRECTORS

33. The business of the Company shall be managed by the Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Presents, to the provisions of the Statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions,

as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made

34. The Directors may act notwithstanding any vacancy in their body.

35. If the Directors shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Presents, it shall be lawful for them to act as Directors for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

PROCEEDINGS OF THE DIRECTORS

36. The Directors shall have power to elect additional Directors as they shall think fit.

37. (1) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least one such meeting shall be held in each year.

(2) Voting on any issue shall be by show of hands unless any Director present shall demand a ballot and decisions taken by vote and by postal ballot shall be determined by a majority of those present and voting. Each Director shall be entitled to one vote, with the exception of the Chairman who shall not be entitled to vote. In the case of an equality of votes, however, the Chairman shall have a casting vote.

38. A Director, and the Secretary at the request of a Director shall, at any time, summon a meeting of the Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

39. The Directors may appoint one of their number to be the Chairman of the Board of Directors and may at any time remove him from office. The Chairman shall preside as Chairman at all meetings of the Directors at which he shall be present, but if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting or is not willing to preside the Directors present shall choose one of their number to be Chairman of the meeting.

40. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally. The quorum for meetings of the Directors or any committee formed pursuant to the provisions of Article 41 shall be three or such greater number as the Directors may determine.

41. The Directors may delegate any of their powers and duties to any sub-committee consisting of such of their number as they think fit.

42. Any sub-committee formed pursuant to Article 41 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the

Directors. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Presents for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors. All acts and proceedings of such sub-committees shall be reported in due course to the Directors.

43. All acts bona fide done by any meeting of the Directors or of any sub-committee, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director 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.

44. The Directors shall cause proper minutes to be made of all appointments of the Directors and of the proceedings of all meetings of the Company and of the Directors and of sub-committees, 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.

45. A resolution in writing signed by all the Directors for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Directors or of such

sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such sub-committee duly convened and constituted.

46. Any Director who shall, without sufficient reason, absent himself from three consecutive meetings of Directors, will be understood to have resigned his position as Director, and the remaining Directors shall be entitled to appoint another Director in his place pursuant to Article 36 hereof.

SECRETARY

47. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors 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.

SEAL

48. The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

ACCOUNTS

49. The Directors shall cause accounting records of the Company to be kept in accordance with Section 221 of the Act (or as the same may be hereafter amended or altered).

50. Accounting records shall be kept at the Office of the Company or, subject to Section 222 of the Act, at such other place or places as the Directors shall think fit,

and shall always be open to the inspection of the Directors.

51. The Directors 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 Company or any of them shall be open to the inspection of Members of the Company not being officers of the Company and no such Member (not being such an Officer) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting.

52. At the Annual General Meeting in every year the Directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company made up to a date not more than seven months before such meeting) together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Directors and the Auditors or Independent Examiners, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240(4)

of the Act, be sent to the Auditors or Independent Examiners and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' or Independent Examiners' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act.

AUDIT

53. Once at least in every year the accounts of the Company 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, or an Independent Examination carried out by properly qualified persons.

54. Auditors or Independent Examiners shall be appointed and their duties regulated in accordance with Sections 236, 237, 241, and 384-394 of the Act.

NOTICES

55. A notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.

56. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled

to receive notices from the Company.

57. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

DISSOLUTION

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

59. Every Member of the Company shall be entitled to receive a copy of this Memorandum and Articles of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

WILLIAM OLIVER FARRER,
66 Lincoln's Inn Fields
LONDON WC2A 3LH

SOLICITOR

JUDITH LYNNE HILL
66 Lincoln's Inn Fields
LONDON WC2A 3LH

SOLICITOR

SIR CHARLES MATTHEW FARRER
66 Lincoln's Inn Fields
LONDON WC2A 3LH

SOLICITOR

DATED this 29th day of November 1990

WITNESS to the above signatures:

HELEN C. JENN
66 Lincoln's Inn Fields
LONDON WC2A 3LH

No. 2567517

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

M E M O R A N D U M

and

ARTICLES OF ASSOCIATION

- of -

THE UPPER ROOM
(ST SAVIOUR'S)

Incorporated the 11th day of
December 1990.

FARRER & CO.
66 Lincoln's Inn Fields,
LONDON, WC2A 3LH.