

RECORD OF SPECIAL RESOLUTION

AFGHANAID

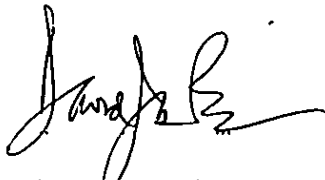
(Company no: 3034888)

(Charity no. 1045348)

At an Annual/Extraordinary General Meeting of the above named company held on 26 April 2007 at 1300 at 16 Mortimer St., London W1T 3JL the following was duly passed as a special resolution.

That the existing Memorandum and Articles of Association of Afghanaid be deleted in their entirety and replaced with the Memorandum and Articles of Association in the form attached.

Signed:



(Chairman/~~Director~~/Company Secretary)

Date:

26 April 2007

WEDNESDAY



A22

AL68RPE3

09/05/2007

COMPANIES HOUSE

197

Memorandum & Articles of Association of

Afghanaid

WED
A22 *AL68IPEU* 09/05/2007 206
COMPANIES HOUSE

**A company limited by guarantee and not having
a share capital**

6 December 2006

THE COMPANIES ACTS 1985 AND 1989

**Company limited by Guarantee
And not having a Share Capital**

MEMORANDUM OF ASSOCIATION OF

AFGHANAID

1. Name of the Company and defined terms

- 1.1 The name of the Company is Afghanaid, called in this document "the Company". Terms defined in Article 1 of the Company's Articles of Association shall have the same meaning when used in this Memorandum, as long as this meaning is consistent with the subject or context.

2. Registered Office

- 2.1 The registered office of the Company will be in England and Wales.

3. Objects of the Company

- 3.1 The objects of the Company are:-
- (a) To relieve poverty, hardship and distress among the people of Afghanistan and refugees from Afghanistan
 - (b) To apply the income and assets of the Company for such charitable institution or institutions or towards such charitable purpose or purposes as the Company through its Board may from time to time decide

4. **Statement of Intention**

The Company must remain non-party in politics and non-sectarian in religion. It must not discriminate on the grounds of race, sex, religious or political beliefs.

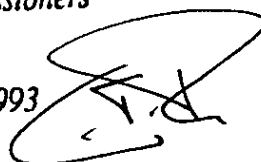
5. **What the Company may do**

5.1 The Company may do anything lawful in order to promote its objects, including the use of the following powers:-

- (a) To monitor the conditions of life in Afghanistan and amongst Afghan refugees and to adopt and develop programmes accordingly
- (b) To pay due regard to local religious, cultural and political sensitivities in carrying out the Company's objects
- (c) To maintain good relations and respect the position of neighbouring countries whose co-operation is necessary in carrying out the Company's objects
- (d) To provide manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises which the Company may need for its objects
- (e) To employ and pay any employees, officers, servants and professional or other advisers so long as no member of the Board is so employed (subject to clause 7.1)
- (f) Subject to any consent required by law to raise funds and borrow monies, invite and receive contributions from anyone through subscriptions or the running of a lottery or in any other way
- (g) Subject to any consent required by law to buy, sell or otherwise dispose of, take on lease, hire charge

6 December 2006

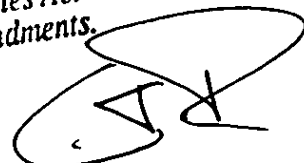
*On behalf of the Charity Commissioners
for England and Wales,
consent is hereby given under
section 64 of the Charities Act 1993
to these proposed amendments.*



or mortgage or acquire any land or property of any sort

- (h) ✓ To construct, alter and maintain any building or structures
- (i) To promote, encourage or undertake research and disseminate the results of such
- (j) To produce, print and publish anything in written, oral or visual media in furtherance of the objects
- (k) To provide or procure the provision of consultation and guidance in furtherance of the objects or any of them
- (l) To promote and advertise the Company's activities
- (m) To apply for, seek, obtain and accept government or other grants
- (n) To invest any money that the Company does not immediately need in any investments, securities or properties and in selecting such investments to have the power to take into account ethical, moral and environmental issues raised
- (o) To undertake any charitable trust or any charitable agency business which may promote the Company's objects
- (p) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their wives, husbands and other dependants
- (q) To carry on trade but not by means of Taxable Trading

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A handwritten signature in black ink, consisting of a large, stylized 'D' followed by a smaller, more complex mark.

- (r) To establish, promote and otherwise assist any limited company or companies for the purpose of acquiring any property or of furthering in any way the objects of the Charity through trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance the same if the Trustees see fit by way of secured loan or share subscription on commercial terms provided that the Charity shall seek professional legal advice before financing such companies
- (s) To establish, support, fund or join with any charitable companies, institutions, societies or associations whether based in the UK or otherwise whose objects are the same as or similar to its own
- (t) Purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, societies or associations with which the Company is authorised to join, and perform any of their engagements
- (u) To transfer any of the Company's property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which the Company is authorised to join
- (v) To open and operate banking accounts and other banking facilities
- (w) To enter into any arrangements with any governments, authorities or any person, company or association to promote any of the Company's objects
- (x) To insure any risks arising from the Company's activities

6 December 2006

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(y) To give or receive guarantees or indemnities, provided that, where the Company is to give a guarantee or indemnity, the Board has carried out a thorough risk assessment

(z) To pay out of the funds of the Company the cost of any premium in respect of indemnity insurance to cover the liability of the Board (or any Trustee)

(i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company;

(ii) and/or to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986

Provided that any such insurance under (i) shall not extend to any claim arising from any act or omission which the Board (or any Trustee) knew was a breach of trust or which was committed by those persons or person in reckless disregard of whether it was a breach of trust or not, or any liability to pay costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or reckless misconduct of the Trustees or any liability to pay a fine.

Any insurance in the case of (ii) above shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.

(za) To make such ex-gratia payments as are considered reasonable and fair

(zb) To pay all the expenses and costs of establishing this Company

6 December 2006

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- (zc) To delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that :-

- (i) the Managers are properly authorised to carry on investment business;
 - (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company;
 - (iii) the Managers are under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them;
 - (iv) the Company is entitled at any time to review, alter or terminate the delegation or the terms thereof;
 - (v) the Company is bound to review the arrangements for delegation at intervals but so that any failure by the Company to undertake such reviews shall not invalidate the delegation.
- (zd) To permit any investments belonging to the Company to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Company and to pay any such

6 December 2006

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nominee reasonable and proper remuneration for acting as such

(ze) To advocate (with international organisations, national governments, members of the British public and others) in furtherance of the Company's charitable objects on behalf of those the charity seeks to serve

(zf) To do anything else within the law which helps promote the Company's charitable objects.

6. Use of Income and Property

6.1 The income and property of the Company must be applied solely towards promoting its objects. None of it may be paid or transferred directly or indirectly to Trustees or members of the Company in any way except as shown below under "Allowed Payments", provided that this shall not prevent a member of the Company or a Trustee receiving any benefit as a beneficiary.

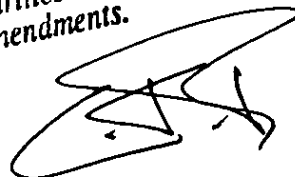
7. Allowed Payments

7.1 The Company may pay:-

(a) Usual professional charges for business done by any Board member who is a solicitor, accountant or any other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Board members benefit under this provision and that a Board member shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion

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6 December 2006



- (b) Reasonable and proper payment to any officer or servant of the Company who is not a member of its Board of Trustees for any services to the Company
- (c) Interest on money lent by any member of the Company or its Board of Trustees. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is the greater.
- (d) Reasonable out-of-pocket expenses to any member of the Board
- (e) Reasonable and proper payment to a company of which a member of the Board holds not more than a hundredth of the capital
- (f) Reasonable and proper rent of premises demised or let by any member of the Company or its Board
- (g) Any premium in respect of any insurance taken out pursuant to 5.1 (z) above.
- (h) Any payment to a Trustee or officer of the Company under the indemnity provisions in the Company's Articles of Association.
- (i) in exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission, where this is required by law

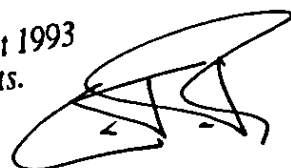
PROVIDED THAT no member of the Company or the Board shall be present during the discussion of or voting on any decision to borrow money from or pay rent to that member or Trustee.

8. Alterations to this Memorandum

- 8.1 No alterations to this Memorandum may be made which would cause the Company to cease to be a charity in law.

6 December 2006

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Other alterations to this Memorandum may only be made by special resolution or by written resolution (in accordance with article 22) For a special resolution to be valid, 21 clear working days notice of it must be given (or such shorter period of notice as is sufficient by law from time to time), and 75% of those voting must be in favour of it Such a resolution may be passed on less notice of 95% of the total number if members having the right to vote agree (or such lower percentage as is sufficient by law from time to time).

8.2 Alterations may only be made to the objects of the Company or any clause of this Memorandum or Articles which directs or restricts the way monies or the property of the Company may be used with the Charity Commission's prior written consent, to the extent required by law.

8.3 The Charity Commission and the Companies Registrar must be informed of alterations and all future copies of the Memorandum issued must contain the alteration.

9 Limited Liability

9.1 The liability of the members is limited.

10. Guarantee by Members of the Company

10.1 Every member of the Company agrees to contribute to the Company £1 or any smaller amount required if:-

- (a) The Company is wound-up while he or she is a member or within a year afterwards; and
- (b) The Company has debts and liabilities which it cannot meet out of its assets.

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6 December 2006



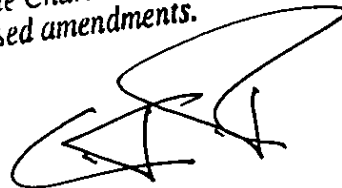
11. Winding-up of the Company

- 11.1 If the Company is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of the Company. Instead it must be given or transferred to some other charitable institution or institutions. This other institution must have objects which are similar or ancillary to those of the Company.
- 11.2 The institutions will be chosen by the members of the Company at or before the time when the Company is wound-up or dissolved.

12. Subscribers

We, the people whose names, addresses and descriptions are written below, wish to form into a Company with this Memorandum of Association.

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THE COMPANIES ACTS 1985 AND 1989

Company limited by Guarantee
And not having a Share Capital

ARTICLES OF ASSOCIATION OF AFGHANAID

1. **Meaning of Words**

1.1 In these Articles and in the Company's Memorandum of Association the word in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.2 Words	Meanings
Act	The Companies Acts 1985 and 1989 as amended or superseded by subsequent Acts
The Company	Afghanaid
The Articles	These Articles of Association and the regulations of the Company
The Board	The Board of the Company whose members are the directors of the Company and as such are charity trustees
Trustees	The directors 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
In writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including email and fax
Taxable Trading	Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects of the company, the profits of which are subject to corporation tax.

1.3 Words in the singular form include the plural and vice versa.

1.4 The words "person" or "people" include corporations.

1.5 Apart from the words defined above, any words or expression defined in the Act or any change to Act in force when these Articles become binding on the Company will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.6 Headings are not part of the Memorandum or Articles.

2. The Constitution of the Company; Rights of Inspection by Members

2.1 The Company is established for the objects shown in the Memorandum of Association.

- 2.2 A copy of the Memorandum and Articles and any rules the Board make must be available for inspection at the office. Any member must be given a copy of these on payment of a reasonable fee fixed by the Board.

3. **Members**

- 3.1 The number of members of the Company is unlimited.
- 3.2 The Company must keep at the office a register of members showing their name, postal address and date of membership.
- 3.3 The register is available for inspection.

4. **Membership**

- 4.1 Membership is open to the following irrespective of political party, nationality, religious opinion, sex, race or colour:-

4.2 Individual Members

Membership is open to:

- (a) The subscribers (being the initial members of the Company who signed the Company's original Memorandum and Articles of Association)
- (b) Anyone aged 18 or over that the Management Committee decides to admit to membership.

4.3 Group Members

Membership is also open to Group Members, who are the organisations whom the Board decides to admit to membership.

- 4.4 When a Group becomes a member it must give a copy of its constitution (if any) to the Company.

4.5 Each Group member has the right to appoint one representative. At any time by giving notice in writing to the Company the Group Member can cancel the appointment of its representative and appoint another instead. The Group Member must confirm the name of its representative at the Company's request. The representative has the right to attend and to vote at general meetings of the Company and any vote given shall be valid unless prior to the vote the Company receives written notice ending the representative's authority.

4.6 Group Members stop being members in the same way as Individual Members stop being members.

5. No Transfer of Membership

5.1 None of the rights of any member of the Company may be transferred or transmitted to any other person.

6. Ending of Membership

6.1 A member stops being a member of the Company if:-

- (a) the member resigns from membership by giving notice in writing to the Company
- (b) membership is ended under Article 7
- (c) the member's subscription (if any) remains unpaid six months after it is due and the Management Committee resolves to end that person's membership.

6.2 However, the Board may make a resolution allowing anyone no longer eligible for membership to remain a member until the resolution is reversed by the Board or at a general meeting.

7. Removal from Membership

- 7.1 The Board may suspend the right of any member by giving him or her notice in writing of the suspension.
- 7.2 Within 28 days of receiving that notice the member can send or given an appeal in writing to the Company against the suspension. If no appeal is received, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the next meeting of the Board. The member has the right to be heard at the meeting. The meeting must either confirm the suspension, in which case the person's membership ends, or lift the suspension.

8. General Meetings

- 8.1 To the extent required by law, each year, the Company must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it. Not more than 15 months must pass between one annual general meeting and the next, to the extent required by law.

9. Extraordinary General Meetings

- 9.1 All general meetings except annual general meetings are called extraordinary general meetings.

10. Calling of Extraordinary General Meetings

- 10.1 The Board may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if at least 10% of the members of the Company request it in accordance with the Act.

11. Notice of Meetings

11.1 An annual general meeting and a meeting called for the passing of a special or elective resolution must be called by giving at least 21 clear days notice in writing (or such shorter period of notice as is sufficient by law from time to time). Other meetings of the Company must be called by giving at least 14 days clear days notice in writing. These notices must specify the place, date and time and the general nature of any special business of the meeting, and in the case of a special, extraordinary or elective resolution the exact wording of the resolution must be set out in the notice. Notice of the meeting must be given to everyone entitled by these Articles to receive it.

11.2 However, even if shorter notice is given than that shown in Article 11.1, the meeting will be treated as having been correctly called if it is so agreed:-

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote at it (or such smaller number of members as is sufficient by law from time to time)
- (b) in the case of any other meeting, by a majority of the members who have a right to attend and vote. But this majority must represent at least 95% of the total membership of the Company members who have voting rights (or such lower percentage of membership as is sufficient by law from time to time).

12. Ordinary and Special Business at General Meetings

12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the Trustees and Auditors, the election of Trustees in

place of those retiring, the appointment of Auditors, and the fixing of the payments to the Auditors.

13. Quorum

13.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is 3 or 10% of the membership for the time being whichever is the greater.

14. Adjournment if no Quorum

14.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in another way, the meeting must be adjourned to the same day in the next week at the same time and place, or to another day, time and place as the Board may decide.

14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

15. Chairperson

15.1 The Chairperson (if any) of the Board must preside as Chairperson at every general meeting of the Company. If there is no Chairperson, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, the members of the Board present must elect one of their number to be Chairperson of the meeting.

16. Election of Chairperson by Members

16.1 If at any meeting no member of the Board of Trustees is willing to act as Chairperson or if no member of the Board is present within 15 minutes after the appointed starting time, the members present must choose one of their number to be Chairperson of the meeting.

17. Adjournment of the Meeting

17.1 The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting, except business left unfinished at the meeting from which the adjournment took place.

17.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjournment meeting nor of the business to be done at it.

18. Voting on Resolution

18.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or when the result of the show of hands is declared). A poll can be demanded by the Chairperson or at least two members who are present. No proxy votes are allowed.

18.2 The Board may by a resolution approved by 75% of the current trustees authorise the use of a postal or electronic ballot for the election of trustees.

18.3 If the Board decides to hold a postal or electronic ballot for the election of Trustees:

- (a) members of the Company must be informed of the method and time limits for submitting nominations not less than 63 Clear Days before the relevant general meeting such notice may be in any communication including a publication sent to members of the Company;
- (b) nominations signed by a member of the Company must be submitted in Writing to the Company no

later than 42 Clear Days before the date of the relevant general meeting;

- (c) ballot papers or directions for electronic voting shall be sent to all the members of the Company no later than 21 Clear Days before the date of the relevant general meeting.
- (d) the counting of the ballots will take place at or prior to the annual general meeting;
- (e) the election of Trustees shall be carried by a simple majority of the votes cast and in case of equality of votes the chairperson of the Board shall decide between those candidates by lot, and proceed as if the candidate on whom the lot falls had received an additional vote;
- (f) if the vote of any member of the Company voting by post or electronically is uncertain or spoilt, or if doubt arises as to the intention of the member so voting the chairperson of the Board shall have an absolute discretion to reject the vote.

19. Declaration of Chairperson is final

19.1 Unless a poll is demanded, the Chairperson's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

19.2 The demand for a poll may be withdrawn.

20. When a Poll is Taken

20.1 A poll must be taken immediately, if it is correctly demanded to elect a Chairperson or to decide upon an

adjournment. Polls about other things will be taken whenever the Chairperson says so. Business which is not the subject of a poll may be dealt with before or during the poll.

20.2 The Chairperson will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

21. Voting and Speaking

21.1 Every member has one vote including the Chairperson. If the votes are level, the Chairperson has a casting vote.

21.2 A member of the Board shall have the same rights to speak as a member even if he or she is not a member.

22. Written Agreement to Resolution

22.1 Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:-

- (a) it must be in writing;
- (b) it must be signed by all those members (or their duly authorised representatives) entitled to receive notice to attend general meetings or by such number of members as is sufficient under the Act from time to time.
- (c) it may consist of two or more documents in identical form signed by different members of the company;
- (d) to the extent required by law, it must state clearly whether the resolution is a special or ordinary resolution; and
- (e) the passing of the resolution must comply with any other requirements of the law from time to time.

23. Management by Members of the Board

23.1 The business of the Company is managed by members of the Board. They may pay all the expenses of promoting and registering the Company. They may use all powers of the Company which are not, by the Act or by these Articles, required to be used by a general meeting of the Company. But the members of the Board are at all times governed first by the Act, second by the Memorandum and Articles, and third by any regulations that a general meeting may prescribe.

23.2 General meetings cannot make a regulation that overrides the Memorandum and Articles. Nor can they make one which invalidates any prior act of the Trustees which would otherwise have been valid.

24 Powers of the Board

24.1 The Board may subject to such consents as the law requires use all the powers of the Company to:-

- (a) borrow money;
- (b) mortgage or charge its property or any part of it;
- (c) issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Company or any charitable third party;
- (d) to resolve pursuant to the Memorandum of Association to effect indemnity insurance notwithstanding their interest in such a policy.

25. Payment of Subscriptions

25.1 All members must pay any subscriptions that the Board may decide from time to time.

26. Cheques and Bills etc

26.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall indicate the name of the Company in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Board decides from time to time and cheques shall be signed by two trustees unless the Board otherwise decides.

27. Indemnity of Members of the Board

27.1 Subject to and to the extent permitted by the Act, but without prejudice to any indemnity to which the Trustee or other officer may otherwise be entitled, the Company may indemnify every Trustee or other officer (but not auditors) of the Company with the approval of the Board out of the assets of the Company against all costs and liabilities incurred by him or her which relate to anything done or omitted or alleged to have been done or omitted by him or her as a Trustee or officer of the Company (as appropriate) save that no Trustee or officer of the Company shall be entitled to be indemnified:

- (a) for any liability incurred by him to the Company or any associated company of the Company (as defined by the Act for these purposes);
- (b) for any fine imposed in criminal proceedings;
- (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- (d) for any liability he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final;

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- (e) for any liability which he has incurred in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against him; and
- (f) for any liability which he has incurred in connection with any application for relief under the Act in which the court refuses to grant him relief and such refusal has become final.

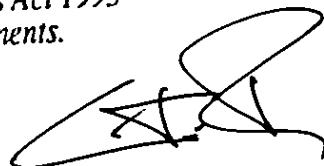
27.2 The Company may provide funds to any Trustee and other officer of the company (but not the auditors) to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee or officer of the Company (as appropriate), provided that he will be obliged to repay such amounts no later than:

- (a) in the event he is convicted in proceedings, the date when the conviction becomes final,
- (b) in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
- (c) in the event of the court refusing to grant him relief on any application under the Act, the date when refusal becomes final.

28. **Payment of reasonable Expenses to Members of the Board**

28.1 The members of the Board may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Company but shall not be paid any other remuneration, except as permitted in the Memorandum.

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for England and Wales,
consent is hereby given under
section 64 of the Charities Act 1993
to these proposed amendments.*



29. The Keeping of Minutes

29.1 The Board must have minutes entered in the minute books:-

- (a) of all the appointments of officers by the Board
- (b) of the names of the members of the Board present at each of its meetings and of any committee of the members of the Board.
- (c) of all resolutions and proceedings at all meetings of:-
 - (i) The Company;
 - (ii) The Board;
 - (iii) Committees or subcommittees of the Board.

30. The Make-up of the Board

30.1 At the third annual general meeting after his last election by the members each Trustee shall retire. (In the event that the Company is no longer required by law to hold an annual general meeting and the Board elects not to do so in any year, any Trustee due to retire under this Article 30.1 shall do so before the end of that calendar year.) The remaining Trustees may agree that any such retiring Trustees are eligible to stand for re-election by the Company's members. The members of the Company may at the annual general meeting elect representatives to replace the retiring Trustees.

30.2 The Board must have no fewer than six and no more than fifteen members.

31. Notification of Change of Members of the Board of Trustees to the Registrar of Companies

31.1 All appointments, retirements or removals of directors must be notified in the Registrar of Companies.

32. Co-option of Members of the Board

32.1 The Board of Trustees can appoint anyone to fill a vacancy in the Board or can co-opt additional members of the Board. But no more than five extra members may be co-opted. They will hold office until the next annual general meeting. They will be eligible for re-election. In the event that the Company is not required by law to hold an annual general meeting and the Board decides in any year not to do so, any Trustees appointed by the Board under this article 32.1 must retire during that year and shall be eligible for re-election by the members of the Company.

33. Ending of Board Membership

33.1 A member of the Board of Trustees must cease to be a member if he or she:-

- (a) is employed by the Company or holds any office of profit under the Company; or
- (b) becomes bankrupt or makes any arrangements or composition with his or her creditors generally; or
- (c) becomes barred from membership of the Board because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
- (d) becomes of unsound mind, or
- (e) resigns the office by notice in writing to the Company but only if at least four Trustees will remain in office when the resignation takes effect; or
- (f) is directly or indirectly involved in any contract with the Company and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract

is discussed or the first meeting after the member became interested in the contract; or

(g) is removed from office.

34. Removal of a Member of the Board by a General Meeting

34.1 A general meeting of the Company may remove any member of the Board before the end of his or her period of office whatever the rest of these Articles or any agreement between the Company and the member may say.

34.2 Removal can take place only by the Company passing an ordinary resolution saying so. At least 28 days notice must be given to the Company and at least 21 days notice to the membership (or such shorter period of notice as is sufficient by law from time to time). Once the Company receives such notice it must immediately send a copy to the member of the Board concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the member may require it to be read to the meeting.

35. Removal of a Trustee by the Board

35.1 If a Trustee fails to attend three consecutive meetings of the Board or to attend four meetings in any twelve month period, the Board may (but are not obliged to) resolve that he or she be removed from the Board. The member must be given at least 7 days notice in writing of the resolution.

36. Meetings of the Board

36.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

36.2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chairperson. If the votes are equal, the Chairperson has a casting vote.

36.3 A member of the Board may, and the Secretary if requested by a member of the Management Committee must, summon a meeting of the members of the Board.

36.4 Notice of a meeting need not be given to any member of the Board who is out of the United Kingdom

36.5 Meetings of the Board may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

37. Officers of the Board

37.1 The Board may elect a Chairperson, Vice Chairperson, Secretary, Treasurer and any other officers that it wishes. No such officer may serve as an officer for longer than six years unless the Board otherwise decides. For the avoidance of doubt this Article 37.1 does not affect a Trustee's right to continue to act as a Trustee after he ceases to be an officer appointed in accordance with this article 37.1 (subject always to Article 30.1)

38. Other Appointments

38.1 The Board may at any time appoint persons as patrons, honorary members, advisers, or to other similar posts. These persons may, at the discretion of the Board, have the right to receive notice of and to attend meetings of the members of the Company and/or of the Board, but for the avoidance of doubt shall not be Trustees or members of the Company and shall not have the right to vote at meetings of the members or of the Trustees and shall have no membership rights.

39. Meetings Open

39.1 Meetings of the Board must normally be open to members of the Company or those who have business with the Board. But these non-members of the Board can speak only by permission of the Board. They may not vote. If they wish to raise a matter they should apply to the Chairperson before the meeting.

39.2 The Board can exclude any non-members of the Board for any parts of the business that they decide should be discussed in private.

40. Quorum of the Board

40.1 The quorum must be at least a third of the membership of the Board subject to a minimum of four.

41. Vacancies on the Board

41.1 The Board of Trustees may act despite any vacancy on the Board. But if the number of members falls below the quorum, it may act only to summon a general meeting of the Company or to fill vacancies on the Board.

42. A Resolution may be Approved by Signature Without a Meeting

42.1 A resolution in writing signed by all the members of the Board or any sub-committee (or such smaller proportion as is sufficient by law) is as valid as if it had been passed at a properly held meeting of the Board or sub-committee. The resolution may consist of several documents in the same form signed by one or more members of the Board or sub-committee.

43. Validity of Acts Done at Meetings

43.1 It may be discovered that there was some defect in the appointment of a member of the Board or someone acting

as a member or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the Board is as valid as if there were no defects or disqualification.

SUB-COMMITTEES

44 Delegation of Board Powers to Sub-Committees

44.1 The Board may delegate the administration of any of its powers to Committees consisting of two or more of its members. A sub-committee must conform to any regulations that the Board imposes on it.

44.2 The members of the Board on the sub-committee may (unless the Board directs otherwise) co-opt any person or people to serve on the sub-committee

44.3 All acts and proceedings of the sub-committee must be reported to the Board as soon as possible.

45. Chairperson of Sub-Committees

45.1 A sub-committee may elect a Chairperson of its meetings if the Board does not nominate one.

45.2 If at any meeting the sub-committee's Chairperson is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be Chairperson of the meeting.

46. Meetings of Sub-Committees

46.1 A sub-committee may meet and adjourn whenever it chooses.

46.2 Questions at the meeting must be decided by a majority of votes of the members present.

- 46.3 The sub-committee must have minutes entered in minute books. Copies of these minutes must be given to all members of the Board

47. Rules

- 47.1 The Board may make any rules or bylaws which it considers useful or necessary in managing the Company and these rules may deal with any matters which the Board thinks fit.

48. Company Secretary

- 48.1 Where it is a requirement of the law that the Company has a Company Secretary, or the Board decides that it is prudent for the Company to have a Company Secretary, the Board must appoint a Company Secretary.

- 48.2 In the event that a Company Secretary is appointed, the Board shall decide his or her period of office, pay (if not a Trustee) and conditions of service. The Board may also remove the Company Secretary. Any Company Secretary who is paid may not also be a Trustee.

49. Actions of Directors and Company Secretary

- 49.1 While it is a requirement of the law that some actions must be taken both by a Trustee and by the Company Secretary, if one person is both a Trustee and the Company Secretary, it is not enough for him or her to do the action first as a Trustee and then as Company Secretary.

50. The Seal

- 50.1 If the Company shall decide to use a Company Seal the Board must provide safe custody of the Seal.
- 50.2 The Seal may only be used as the authority of the Board or of a sub-committee authorised by the Board to use it.

50.3 Everything to which the Seal is affixed must be:-

- (a) signed by a member of the Board;
- (b) countersigned by the Company Secretary or by a second member of the Board or by some other person appointed by the Board for that purpose.

ACCOUNTS

51. Proper Accounts must be Kept

51.1 The Board must have proper books of account kept in accordance with the law. In particular, the books of account must show:-

- (a) all amounts received and spent by the Company, and for what;
- (b) all sales and purchases by the Company;
- (c) the assets and liabilities of the Company.

51.2 The books of account must give a true and fair view of the state of the Company's affairs and explain its transactions. Otherwise they are not proper books of account.

52. Books must be Kept at the Office

52.1 The books of account must be kept at the Registered Office of the Company or at other places decided by the Board. The books of account must always be open to inspection by members of the Board.

53. Inspection of Books

53.1 The Board must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not on the Board. A

member who is not on the Board may only have the right to inspect a book of account or document of the Company if the right is given by law or authorised by the Board or a general meeting.

54. Profit and Loss Account and Balance Sheets

54.1 The Board must, for each accounting reference period, put before a general meeting of the Company:-

- (a) any profit and loss accounts;
- (b) a report by the Board on the state of the Company as required by the law

54.2 The Board must file with the Companies Registrar and the Charity Commission the annual returns that are required

55. Copies for Members

55.1 Certain documents must be sent to members of the Company at least 21 days before the date of the general meeting (or such lower number of days as is sufficient by law from time to time). These documents are:-

- (a) a copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before the Company at the general meeting
- (b) a copy of the Auditor's report or report of the independent examiner (as appropriate)
- (c) a copy of the report of the members of the Board.

55.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Company does not know.

56. Appointment of Auditors

56.1 Properly qualified Auditors or independent examiner (as appropriate) must be appointed. At least once a year the Auditors must examine the books of account and the correctness of the income and expenditure account and balance sheet.

57. Service of Notices

57.1 The Company may give notice to any member either:

- (i) personally; or
- (ii) by delivering it or sending it by ordinary post to his or her registered address; or
- (iii) if the member has notified the Company of his fax number, by sending it to his fax number. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or
- (iv) if the member has notified the Company of his email address by sending it by email to that address. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement.

If the member lacks a registered address within the United Kingdom, notice may also be sent to any address within the United Kingdom, which he or she has given the Company for that purpose.

57.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by e-mail or fax, the notice will be treated as having been served if the Company receives no indication that it has not been sent or received. The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after

posting if posted by second class post. If sent by email or fax, the notice will be treated as having been received 24 hours after having been sent.

57.3 Where a member has informed the Company in writing of his consent, or has given deemed consent in accordance with the Act, to receiving notices from the Company by means of a website, notice will be validly given if the Company sends a notification to that member informing him that the documents forming part of the notice may be viewed on a specified website. The notification must be sent in accordance with article 57.1 and must provide the website address, and the place on the website where the notice may be accessed and how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and state whether that meeting is an annual or extraordinary general meeting, and the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

57.4 The Company may assume that any address, fax number or email address given to it by a member remains valid unless the member informs the Company in writing that such address or fax number is not to be used.

58. Accidental Omission of Notice

58.1 Sometimes a person entitled to receive a notice of a meeting does not get it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.

59. Who is Entitled to Notice of General Meetings

59.1 Notice of every general meeting must be given to:-

- (a) every member (except those members who lack a registered address within the United Kingdom and

have not given the Company an address for notices within the United Kingdom); and

(b) the Auditors or independent examiner of the Company;

59.2 No one else is entitled to receive notice of general meetings.

60. Alteration of the Articles

60.1 The Company may alter these Articles only by a special resolution or a written resolution (in accordance with article 22). A special resolution must be passed at a meeting of members of which 21 days notice (or such shorter period of notice as is sufficient by law from time to time) has been given of the intention to pass a special resolution and at which 75% of those voting must be in favour. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree, or such percentage of members as is sufficient by law from time to time.

60.2 No alteration may be made to an Article which directs or restricts the way monies or property of the Company may be used without the Charity Commission's prior written approval, to the extent that this is required by law.

61. Dissolution of the Company

61.1 The Board or a general meeting may decide at any time to dissolve the Company.

61.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association.