

DATED

2015

COMPANY NUMBER 03175906

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CONSTRUCTION INDUSTRY RELIEF, ASSISTANCE AND SUPPORT FOR THE HOMELESS
AND HOSPICES LIMITED

(Adopted by Special Resolution passed on 28 August 2015)

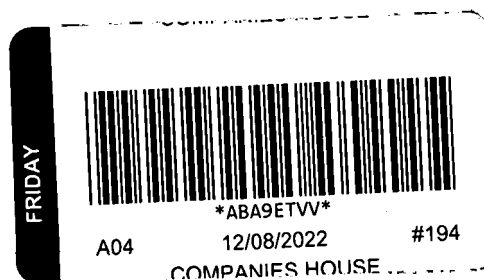


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ARTICLES OF ASSOCIATION

1. INTERPRETATION

1.1 In these Articles:

1985 Act: means the Companies Act 1985.

Act: means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

Articles: means these Articles of Association of the Charity.

Auditors: means the auditors of the Charity from time to time.

Charities Act: means the Charities Act 2011 including any statutory modification or re-enactment thereof for the time being in force.

Charity: means Construction Industry Relief, Assistance and Support for the Homeless Limited, incorporated in England and Wales with company number 03175906 and whose registered office is at The Gatehouse, 2 Devonhurst Place, Heathfield Terrace, London W4 4JD.

Clear Days: means in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

executed: includes any mode of execution.

Memorandum: means the Memorandum of Association of the Charity dated 27 February 1996.

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI/2008/3229) as amended prior to the date of adoption of these Articles and reference to a numbered "Model Article" is a reference to that article of the Model Articles.

Office: means the registered office of the Charity, being The Gatehouse, 2 Devonhurst Place, Heathfield Terrace, London W4 4JD.

Proxy Notice: has the meaning given in Article 10.1.

Second Term Trustee: has the meaning given in Article 15.2.

Secretary: means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary.

Trustees: means the directors of the Charity (and **Trustee** has a corresponding meaning) as defined in Article 3.1.4.

United Kingdom: means Great Britain and Northern Ireland.

1.2 Words importing the masculine gender only shall include the feminine gender.

- 1.3 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.4 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.5 A reference in these Articles to an "Article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.6 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
- 1.6.1 any subordinate legislation from time to time made under it; and
- 1.6.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.7 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2. **OBJECTS**

- 2.1 The Charity's objects (the **Objects**) are the relief of poverty by improving, refurbishing or upgrading the buildings required to provide services for the benefit of homeless people and the terminally ill within UK hospices.

3. **POWERS**

- 3.1 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:
- 3.1.1 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- 3.1.2 to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- 3.1.3 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- 3.1.4 subject to Article 4.1 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as the **Trustees**) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provisions for the payment of pensions and superannuation to staff and their dependants;
- 3.1.5 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects that are registered with the Charity Commission in England and Wales or the Scottish Charity Regulator in Scotland;

3.1.6 to cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them; and

3.1.7 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity.

4. NOT FOR DISTRIBUTION

4.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: provided that nothing in this document shall prevent any payment in good faith by the Charity:

4.2 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Trustee;

4.3 of interest on money lent by any member of the Charity or Trustee at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Trustees;

4.4 of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;

4.5 of reasonable and proper rent for premises demised or let by any member of the Company or a Trustee;

4.6 to any Trustee of reasonable out-of-pocket expenses; and

4.7 of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.

5. GUARANTEE

5.1 The liability of the members is limited.

5.2 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she 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.

5.3 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities

having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 4.1 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

6. MEMBERS

- 6.1 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 27.1 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the Trustees.
- 6.2 Unless the Trustees or the Charity in general meeting shall make other provision under Article 27.1, the Trustees may at their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.
- 6.3 Membership is not transferable.
- 6.4 The Trustees must keep a register of names and addresses of the members from time to time.

7. GENERAL MEETINGS

- 7.1 The Charity may hold an annual general meeting (each an **AGM**, together **AGMs**) each year in addition to any other meetings in that year, and may specify the meeting as such in the notices calling it. The AGM shall be held at such times and places as the Trustees shall appoint. All general meetings other than AGMs shall be called extraordinary general meetings (each an **EGM**, together **EGMs**).
- 7.2 The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an EGM for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any member of the Charity may call a general meeting.

8. NOTICE OF GENERAL MEETINGS

- 8.1 An AGM and an EGM called for the passing of an ordinary resolution appointing a person as a Trustee shall be called by at least twenty-one Clear Days' notice. All other EGMs shall be called by at least fourteen Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - 8.1.1 in the case of an AGM, by all the members entitled to attend and vote; and
 - 8.1.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90% of the total voting rights at the meeting of all the members.
- 8.2 The notice shall:
 - 8.2.1 specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such;
 - 8.2.2 contain any statement setting out the rights of members to appoint a proxy under section 324 of the Act, and Article 10; and

8.2.3 be given to all members, the Trustees and the Auditors.

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

9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1 No business shall be transacted at any meeting unless a quorum is present. Two thirds of the total number of persons in person or by proxy and entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

- 9.2 If:

9.2.1 a quorum is not present within half an hour from the time appointed for the meeting;
or

9.2.2 during a meeting a quorum ceases to be present,

the members present in person or by proxy at that time shall constitute the quorum for the purpose of that meeting.

- 9.3 The chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.

- 9.4 A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

- 9.5 The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven 'Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 9.6 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

9.6.1 by the chairman; or

9.6.2 by at least two members having the right to vote at the meeting; or

9.6.3 by a member or members present in person or by proxy not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

- 9.7 Unless a poll is duly demanded a declaration by the chairman 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 minutes of the meeting shall be

conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 9.8 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 9.9 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 9.10 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 9.11 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 9.12 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

10. **CONTENT OF PROXY NOTICE**

- 10.1 Proxies may only validly be appointed by a notice in writing (a **Proxy Notice**) which
 - 10.1.1 states the name and address of the member appointing the proxy;
 - 10.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 10.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 10.1.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 10.2 The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 10.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 10.4 Unless a Proxy Notice indicates otherwise, it must be treated as
 - 10.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 10.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

11. DELIVERY OF PROXY NOTICES

- 11.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Charity by or on behalf of that person.
- 11.2 An appointment under a Proxy Notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- 11.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 11.4 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

12. VOTES OF MEMBERS

- 12.1 Subject to Article 9.10, every member, whether individual or organisation, shall have one vote.
- 12.2 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
- 12.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 12.4 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 12.5 Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

13. TRUSTEES

- 13.1 The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 13.2 The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the 1985 Act, who shall be deemed to have been appointed under the Articles. Future Trustees shall be appointed as provided subsequently in the Articles.

14. POWERS OF TRUSTEES

- 14.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
- 14.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers, namely:
- 14.2.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity; and
- 14.2.2 to enter into contracts on behalf of the Charity.

15. APPOINTMENT AND RETIREMENT OF TRUSTEES

- 15.1 At the first AGM all the Trustees shall retire from office. Subsequently, and subject to Article 15.2, every Trustee shall retire by on the fifth anniversary of his appointment.
- 15.2 Notwithstanding Article 15.1, any Trustee may be reappointed for a further five year period from the fifth anniversary of his appointment (a **Second Term Trustee**). Any such Second Term Trustee must retire on the tenth anniversary of his initial appointment.
- 15.3 If the Charity at the meeting at which a Trustee retires in accordance with Articles 15.1 or 15.2, does not fill the vacancy of the retiring Trustee, the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.
- 15.4 No person shall be appointed or reappointed a Trustee at any general meeting unless:
- 15.4.1 he is recommended by the Trustees; or
- 15.4.2 not less than fourteen nor more than thirty-five Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
- 15.5 No person may be appointed as a Trustee:
- 15.5.1 unless he has attained the age of 18 years; or
- 15.5.2 in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 16.1; and

- 15.5.3 unless the Trustees approve of his appointment or reappointment by majority decision.
- 15.6 Not less than seven nor more than twenty-eight Clear Days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Trustee retiring in accordance with Articles 15.1 or 15.2 at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees.
- 15.7 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee.
- 15.8 The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following AGM. If not reappointed at such AGM, he shall vacate office at the conclusion thereof.
- 15.9 Subject as aforesaid, a Trustee who retires at an AGM may, if willing to act, be reappointed.
- 16. DISQUALIFICATION AND REMOVAL OF TRUSTEES**
- 16.1 A Trustee shall cease to hold office if he:
- 16.1.1 ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act;
 - 16.1.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - 16.1.3 resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - 16.1.4 is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated.
- 17. TRUSTEES' EXPENSES**
- 17.1 The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
- 18. TRUSTEES' APPOINTMENTS**
- 18.1 Subject to the provisions of the Act and to Article 4.1, the Trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee. A managing director and a Trustee

holding any other executive office shall not be subject to retirement pursuant to Articles 15.1 or 15.2.

- 18.2 Except to the extent permitted by Article 4.1, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

19. PROCEEDINGS OF TRUSTEES

- 19.1 Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 19.2 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number, whichever is the greater.
- 19.3 The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 19.4 The Trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
- 19.5 The Trustees may delegate any of their powers to sub-committees consisting of such persons as they think fit but at least one member of the sub-committees must be a Trustee; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Trustees and shall report all acts and proceedings to the Trustees fully and promptly.
- 19.6 All acts done by a meeting of Trustees, or of a committee of Trustees, shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were 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 Trustee and had been entitled to vote.
- 19.7 A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
- 19.8 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees, or such persons as is designated by the Trustees, and shall indicate the name of the Charity. The authority levels on the operation of the bank account shall be set by the Trustees.

20. SECRETARY

- 20.1 Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit: and any Secretary so appointed may be removed by them.

21. MINUTES

- 21.1 The Trustees shall keep minutes:

21.1.1 of all appointments of officers made by the Trustees; and

21.1.2 of all proceedings at meetings of the Charity and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

22. ACCOUNTS

- 22.1 Accounts shall be prepared in accordance with the provisions of the Act.

23. ANNUAL REPORT

- 23.1 The Trustees shall comply with their obligations under the Charities Act with regard to the preparation of an annual report and its transmission to the Commissioners.

24. ANNUAL RETURN

- 24.1 The Trustees shall comply with their obligations under the Charities Act with regard to the preparation of an annual return and its transmission to the Commissioners.

25. NOTICES

- 25.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.

- 25.2 The Charity may give any notice to a member either personally, or by sending in electronic form, or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

- 25.3 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

- 25.4 Proof that an electronic form of notice is given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

26. INDEMNITY

- 26.1 Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

27. RULES

- 27.1 The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

27.1.1 the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscription and other fees or payments to be made by members;

27.1.2 the conduct of members of the Charity in relation to one another, and to the Charity's servants;

27.1.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

27.1.4 the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles; and

27.1.5 generally, all such matters as are commonly the subject matter of company rules.

- 27.2 The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

SPECIAL RESOLUTIONS

Revisions to Memorandum and Articles of Association authorised by:

1. Special resolution passed on 25 March 1996 amending Article 2.
2. Special resolution passed on 19 June 2002 amending Article 19.5.
3. Special Resolution passed on 19 March 2003 to change the company name. Special Resolution passed on 15 October 2003 amending Article 2.
4. Special Resolution passed on 21 April 2005 to include an additional sub-clause to Article 4.
5. Special Resolution passed on 28 August 2015 adopting new Articles under the Companies Act 2006.