

THE COMPANIES ACTS 1985
AND 1989

COMPANY LIMITED
BY GUARANTEE

MEMORANDUM OF
ASSOCIATION OF

MERTON PRIORY TRUST

1. The name of the Company ("the Trust") is MERTON PRIORY TRUST
2. The Registered Office of the Trust will be situated in England and Wales
3. The object for which the Trust is established is to preserve and present for the education and benefit of the townspeople of the Borough of Merton in the County of Greater London and of the nation at large, whatever of the historical, architectural, and constructional heritage may exist in and around the Borough of Merton aforesaid in the form of buildings (including any building as defined in section 336(1) of the Town and Country Planning Act 1990) of particular beauty or historical, architectural or constructional interest.
4. In furtherance of the object set out above but not otherwise the Trust may do all or any of the following things:
 - (a) Buy, lease or otherwise acquire buildings or land or any estate or interest therein.
 - (b) Sell, let on lease or tenancy, exchange, mortgage or otherwise dispose of buildings or land or any interest therein subject to such covenants, conditions and restrictions as are reasonably necessary to ensure the preservation of the buildings or land.
 - (c) Repair, renovate, restore, build, rebuild and generally promote the preservation of any buildings or land.
 - (d) Buy or otherwise acquire plant and machinery (including but not limited to computer hardware and software), furniture and other equipment for use in connection with any such buildings or land; and sell, lease or otherwise dispose of any such plant and machinery, furniture or other equipment.
 - (e) Make such arrangements as are necessary to enable the public to view and enjoy any buildings (whether free or at a charge).
 - (f) By publishing books or pamphlets or in other appropriate manner, make known to the public the existence of buildings of particular beauty or historical, architectural or constructional interest or the features of especial interest of such buildings.
 - (g) Undertake or support research into the means of preserving old buildings.
 - (h) Raise funds by subscriptions, donations, grants, loans or otherwise for the purposes of the Trust; invite and accept gifts of all sorts and whether inter vivos or by will and whether or not subject to conditions; carry out any condition imposed on any gift which may be accepted.
 - (i) Constitute special charitable trusts for any particular purposes of the Trust; act as trustee of any such special trust, whether constituted by the Trust or otherwise.
 - (j) Enter into and carry out contracts.
 - (k) Employ and remunerate staff; employ and remunerate agents; and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
 - (l) Borrow money for the purposes of the Trust on such terms and on such security (if any) as may be thought fit.
 - (m) Invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required



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- by law and subject also as hereinafter mentioned.
- (n) Make planning applications, applications for consent under bye-laws or building regulations and other like applications.
 - (o) Draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and operate bank or building society accounts in the name of the Trust.
 - (p) Establish and support or aid in the establishment and support of any charitable associations or institutions and subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects.
 - (q) Co-operate with any local or public authority or other body concerned to achieve the object of the Trust.
 - (r) Generally, do any things necessary for the attainment of the Trust's object.

Provided that:

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The object of the Trust shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and, as regards any such property, the Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration

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

- (iv) The Trust shall have regard at all times to the need to secure, improve or control public access to all buildings preserved by the Trust but not necessarily to the interior of such buildings of which only the exterior is of particular beauty or historical, architectural or constructional interest.

5. The income and property of the Trust whensoever derived shall be applied solely towards the promotion of the object of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Trust.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust or to any Member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by the Governing Body, or at 3% per annum (whichever is the greater) on money lent, or of reasonable and proper rent for premises demised or let by any Member to the Trust; but so that no Member of the Governing Body shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any Member of the Governing Body except:-

- (i) Repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust.
 - (ii) Payment in good faith to any Member of the Governing Body being a person engaged in any profession, of all usual professional or other charges for business done and all time spent by him or his firm on behalf of the Trust when instructed by his co-members so to act in that capacity provided that such Member is absent from all meetings of the Trust during discussion of matters relevant to his remuneration for such business and does not vote on any resolutions concerning this remuneration and is not counted for the purpose of ascertaining whether or not the quorum is present at any meeting considering such a resolution.
 - (iii) Payment of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Governing Body may be a member, and in which such Member shall not hold more than one hundredth part of the capital.
 - (iv) Any premium in respect of indemnity insurance to cover the liability of the Members of the Governing Body of the Trust (or any of them) 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 Trust Provided that any such insurance shall not extend to any claim arising from any act or omission which the Members of the Governing Body (or any of them) knew was a breach of duty or a breach of trust or which was committed by the Members of the Governing Body (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.
6. The liability of the Members is limited.
7. Every Member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £ 1.
8. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Trust but shall be given or transferred to some other charitable institution or institutions having objects which are similar to the objects of the Trust and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the Members of the Trust at or before the time of dissolution, and if and in so far as effect cannot be given to such provision, then to some other charitable object.
9. True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of property and goods by the Trust and of the property, credits and liabilities of the Trust, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

SUBSCRIBERS NAMES AND ADDRESSES

Firstly IAN MUNN

of LIME VILLA 16 CHURCH ROAD
MITHAM SURREY

I. MUNN.....

Witness:

J.P.P.....

Of 17 Churston Drive Morden Surrey SM4
4JD

Secondly MICHAEL HARRISON

of STABLE COTTAE 72 LEOPOLD ROAD
LONDON SW19 7JQ

M. HARRISON.....

Witness:

J.P. P.....

Of 17 Churston Drive Morden SM4 4JD

Dated this day of 1998

THE COMPANIES ACTS 1985 AND 1989

In writing

Written, printed, photographed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form. And 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, and Words importing persons shall include corporations.

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF MERTON PRIORY TRUST

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 including any statutory modification or re-enactment thereof for the time being in force.

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 Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

These Presents

These Articles of Association and the regulations of MERTON HISTORIC BUILDINGS TRUST from time to time in force.

2. The Trust is established for the object declared in the Memorandum of Association.

The Trust

The above named MERTON HISTORIC BUILDINGS TRUST

MEMBERS

3. The number of Members with which the Trust proposes to be registered is unlimited.

The Governing Body

The board of Directors of the Trust.

4. The provisions of Sections 191(7), 352 and 353 of the Act shall be observed by the Trust, and every Member of the Trust shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.

The Office

The registered office of the Trust.

5. The following persons and none others shall be Members of the Trust:

Seal of the Trust.

The Common Seal

- (A) Such persons as subscribe to the Memorandum and Articles of

Month

Calendar Month.

Association before the registration thereof.

- (B) Such other persons or corporations as may desire to be admitted to membership and who may be elected by the Governing Body to be Members of the Trust.

In these presents the expression "Corporation" shall be deemed to include any body corporate, any county, borough, city, local or other public authority and any unincorporated association whom the Governing Body may elect to membership.

6. Any election of a person to be a Member of the Trust under the provisions of Article 5 Sub-Article (B) shall conform to the following regulations and conditions:
- (1) Such person must be proposed for election by a Member of the Governing Body and fourteen days notice shall be given to the Members of the Governing Body of the meeting at which it is intended to propose such person for election, stating the object of the meeting, the name and address of the person to be proposed and the name of the Member of the Governing Body proposing such person.
- (2) Such person must sign and deliver to the Trust an application for admission to membership framed in such terms as the Governing Body shall require.

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

7. No Member of the Governing Body shall supply or be directly or indirectly interested (other than as a shareholder in a company in which the Member shall hold not more than one-hundredth part of the capital or as an official of a Bank at which the Trust's funds are deposited) in the supply of work or goods to the Trust except by way of free gift or on a basis which shows no profit or gain

directly or indirectly to the Member concerned.

8. Any Member may terminate his membership of the Trust by notice in writing served on the Trust and thereupon he shall be deemed to have resigned and his name shall be removed from the Register of Members.
9. If any Member shall fail in the observance of these Articles or of any regulations of the Governing Body made under any powers vested in them or for other sufficient reason the Governing Body may convene an Extraordinary General Meeting of the Trust for the purpose of considering an extraordinary resolution for the expulsion of such Member and on such extraordinary resolution being passed the name of such Member shall be removed from the Register of Members, and he shall thereupon cease to be a Member.

GENERAL MEETINGS

10. A general meeting of the Trust shall be held in every calendar year as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Governing Body shall appoint provided that so long as the Trust shall hold its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Governing Body may, when they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or, in default, may be convened by such requisitionists,

as provided by Section 368 of the Act.

fixed number of Members personally present or 10 per cent

13. Subject to the provisions of Section 378(2) and (3) of the Act relating to Special Resolutions, and to the provisions of Section 369 of the Act relating to Annual General Meetings, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given to the Members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Trust in General Meeting but with the consent of all the Members entitled to receive notices thereof or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members think fit. The accidental omission to give notice to any Member, or the non-receipt by any Member of such notice, shall not invalidate the proceedings at any General Meeting.

16. If within 15 minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present within 15 minutes from the time appointed for the meeting, the Member or Members present shall be deemed to be a quorum and may do all business which a full quorum might have done.

17. The Chairman (if any) of the Governing Body, or in his absence the Vice-Chairman (if any) shall preside as Chairman at every General Meeting of the Trust. If there be no such Chairman, or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of the Members of the Governing Body present to be Chairman, or if no Member of the Governing Body be present and willing to take the Chair, the Members present shall choose one of their number to be Chairman.

PROCEEDINGS AT GENERAL MEETINGS

14. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Governing Body and Auditors, to elect Members of the Governing Body in place of those retiring and also additional Members of the Governing Body, and to elect Auditors and fix their remuneration. All other business transacted at an Annual General Meeting shall be deemed special.
15. No business shall be transacted at any General Meetings, except the adjournment of the meeting, unless a quorum of Members is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than the lesser of a

18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Trust, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
20. Subject to the provisions of the next succeeding Article, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.
24. Every Member shall have one vote.
25. (A) Save as herein expressly provided, no person other than a Member duly registered shall
 - be entitled to be present or to vote on any question, either personally or by proxy or as
 - proxy for another Member at any General Meeting
- (B) Any corporation which is a Member of the Trust may by resolution of its Governing Body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a persona Member of the Trust. A corporation representative at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appoint its representative which shall be certified as a correct copy by the Chairman or another recognised officer of the governing body of a corporation, shall be conclusive evidence of such appointment.
26. Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote, but the representative of a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Article 25(b) or Section 375 of the Act. A proxy need not be a Member.
27. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.
28. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office or at such other place within the United Kingdom as is specified for the purpose in the notice convening the meeting at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person

VOTES OF MEMBERS

named in such instrument proposes to vote, otherwise the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office or other place as aforesaid one hour at least before the time fixed for holding the meeting.

30. Any instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit:

"I.....
 ...of a
 Member of Merton Historic Buildings
 Trust (hereinafter called "the Trust") and
 entitled to one vote, hereby appoint
of
and failing
 him.....of.....
to vote for me and on
 my behalf at the [Annual or Extraordinary,
 as the case may be] General Meeting of
 the Trust to be held on theday of
19.. and at any adjournment
 therefore.

As Witness my hand thisday of
19....."

GOVERNING BODY

31. The affairs of the Trust shall be managed by the Governing Body. The number of the Members of the Governing Body shall not be less than 3 nor more than 12.

- 32 (A) The first Members of the Governing Body shall be the Subscribers to the Memorandum of Association.

(B) Future Members of the Governing Body shall be such other persons (being Members of the Trust) as shall from time to time be elected by the Governing Body or by the Members of the Trust in General meeting as provided subsequently in these presents.

Provided that no person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by clause 5 of the Memorandum of Association) shall be eligible for membership of the Governing Body.

PROCEEDINGS OF THE GOVERNING BODY

33. The Governing Body may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

34. A Member of the Governing Body may, and on the request of a Member of the Governing Body the Secretary shall at any time, summon a meeting of the Governing Body by notice served upon the several Members of the Governing Body. A Member of the Governing Body who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of a meeting.

35. The Governing Body shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Governing Body at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Members of the Governing Body shall choose one of their number to be Chairman of the meeting.

36. A meeting of the Governing Body at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the

regulations of the Trust for the time being vested in the Governing Body generally.

37. The Governing Body may delegate any of their powers to committees consisting of such Member or Members of the Governing Body as they think fit, and any committee so framed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Governing Body. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Governing Body so far as applicable and so far as the same shall not be superseded by any regulations made by the Governing Body as aforesaid. All acts and proceedings of any such committee or committees shall be reported back as soon as possible to the Governing Body.

38. All acts bona fide done by any meeting of the Governing Body or of any committee of the Governing Body, or by any person acting as a Member of the Governing Body shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a Member of the Governing Body.

39. The Governing Body shall cause proper minutes to be made of all appointments of officers made by the Governing Body and of the proceedings of all meetings of the Trust and of the Governing Body and of committees of the Governing Body, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

40. A resolution in writing signed by all the Members for the time being of the

Governing Body or of any committee of the Governing Body who are duly entitled to receive notice of a meeting of the Governing Body or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Governing Body or of such committee duly convened and constituted.

POWERS OF THE GOVERNING BODY

41. The management of the business and the control of the Trust shall be vested in the Governing Body, who, in addition to the powers and authorities conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Trust and are not hereby or by the Act expressly directed or required to be exercised or done by the Trust in General Meeting. At meetings of the Governing Body, each Member of the Governing Body shall have one vote only, except that in the case of equality of votes the Chairman shall in addition have a second or casting vote.

42. Members for the time being of the Governing Body may act notwithstanding any vacancy in their body, provided always that if at any time the Members of the Governing Body be reduced in number below the minimum prescribed by these presents, it shall be lawful for the Members available to act as the Governing Body for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body or of summoning a General Meeting but for no other purpose.

43. The Governing Body may at any time appoint any person to be a Member of the Governing Body either to fill a casual vacancy or as an addition to the existing membership (but not so as to exceed the maximum number of Members prescribed by these presents). Any person so appointed shall hold office only until the next following Annual General Meeting

and shall then be eligible for re-election but shall not be taken into account in determining the number of Members of the Governing Body who are to retire by rotation at such Meeting.

P. PARTICULAR POWERS

44. Without prejudice to the general powers conferred by Article 41 and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Governing Body shall be entrusted with the following powers, namely:
- (1) To pay the costs, charges and expenses preliminary and incidental to the formation and establishment of the Trust and matters incidental thereto.
 - (2) To purchase or otherwise acquire for the Trust any property, rights or privileges which the Trust is authorised to acquire at such price and generally on such terms and conditions as they may think fit.
 - (3) To raise or borrow money for the purposes of the Trust from any person, corporation or other body and, with the approval of the Charity Commissioners for England and Wales, to secure the repayment of the same together with any interest and premium thereon, by mortgage or charge upon the whole or any part of the assets and property of the Trust, present or future, and to issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Trust or not so charged, and in connection therewith to take out and maintain sinking fund or redemption policies.
 - (4) At their discretion to pay for any property or rights acquired by or services rendered to the Trust either wholly or partially in cash or in bonds, debentures, or other securities of the Trust.
 - (5) With the approval aforesaid to secure the fulfilment of any contracts or engagements entered into by the Trust by mortgage or charge of all or any of the property and rights of the Trust or in such manner as they may think fit.
 - (6) To appoint and at their discretion remove or suspend such officers and other staff for permanent, temporary or special services as they may from time to time think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such amounts as they think fit.
 - (7) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Trust or its officers or otherwise concerning the affairs of the Trust and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Trust.
 - (8) To refer any claims or demands by or against the Trust to arbitration and observe and perform the awards.
 - (9) To make and give receipts, releases and other discharges for money payable to the Trust and for the claims and demands of the Trust.
 - (10) To determine who shall be entitled to sign on the Trust's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.
 - (11) From time to time to make all such regulations and bye-laws as they think proper with regard to the affairs and concerns of the Trust, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions herein contained, and provided that no bye-laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with

the provisions of Section 378 of the Act.

- (12) To pay any premium in respect of indemnity insurance to cover the liability of the Members of the Governing Body of the Trust (or any of them) 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 Trust: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Members of the Governing Body (or any of them) knew was a breach of duty or a breach of trust or which was committed by the Members of the Governing Body (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.

ROTATION OF MEMBERS OF THE GOVERNING BODY

45. At the first Annual General Meeting of the Trust all the Members of the Governing Body shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Members of the Governing Body for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
46. The Members of the Governing Body to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
47. A retiring Member of the Governing Body shall be eligible for re-election.
48. The Trust may, at the meeting at which a Member of the Governing Body retires in manner aforesaid, fill the vacancy by electing a person thereto, and in default the retiring Member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacancy or unless a resolution for the re-election of such Member shall have been put to the meeting and lost.
49. No person other than a Member of the Governing Body retiring at the meeting shall, unless recommended by the Governing Body, be eligible for election to membership of the Governing Body at any general meeting unless, not less than 14 nor more than 60 days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
50. The Trust may from time to time by ordinary resolution increase or reduce the number of Members of the Governing Body, and may also determine in what rotation the increased or reduced number is to go out of office.
51. The Trust may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Act, remove any Member of the Governing Body before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Trust and such Member.
52. The Trust may by ordinary resolution appoint another person in place of a Member of the Governing Body removed from office under the immediately preceding Article. Without prejudice to the powers of the Governing Body under Article 44 the Trust in General Meeting may appoint any person to be a Member of the Governing Body either to fill a

casual vacancy or as an additional Member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Member of the Governing Body on the day on which the Member in whose place he is appointed was last elected as a Member.

DISQUALIFICATION OF MEMBERS OF THE GOVERNING BODY

53. The office of a Member of the Governing Body shall be vacated:
- (A) If he becomes bankrupt or insolvent or compounds with his creditors.
 - (B) If he becomes of unsound mind.
 - (C) If he be convicted of an offence the commission of which by a Member of the Governing Body could bring the Trust into disrepute.
 - (D) If he is requested in writing by a majority of his fellow Members of the Governing Body to resign.
 - (E) If he gives to the Governing Body one month's notice in writing to the effect that he resigns his office.
 - (F) If he becomes prohibited from being a Director by reason of any order made under the Company Directors Disqualification Act 1986.
 - (G) If he ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision).
 - (H) If he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs.
 - (I) If he resigns his office by notice to the Trust (but only if at least two Members of the Governing Body will remain in office when the notice of resignation is to take effect).
 - (J) If he is absent without the permission of the Members of the Governing Body

from all their meetings held within a period of six months and the Members of the Governing Body resolve that his office be vacated.

54. A Member of the Governing Body who is in any way, whether directly or indirectly, interested in a contract or proposed contract, arrangement, or dealing with the Trust, shall declare the nature of his interest at a meeting of the Governing Body, and subject thereto and subject to the right of the remaining Members of the Governing Body to resolve that he withdraw and not vote on the particular matter, he may be counted in the quorum present at any meeting of the Governing Body where at such contract, arrangement or dealing with the Trust is considered or entered into and may vote in respect thereof.

SECRETARY

55. The Secretary shall be appointed by the Governing Body on such terms as to length of service, remuneration and generally as the Governing Body may think fit and the Governing Body may remove any Secretary so appointed. The provisions of sections 283(1)-(3) and 284 of the Act shall be observed. The Governing Body may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary or no Secretary available to act or capable of acting.

MINUTES

56. The Governing Body shall keep minutes in books kept for the purpose:
- (1) Of all appointments of officers made by the Governing Body;
 - and
 - (2) If all proceedings at meetings of the Trust and of the Governing Body and of committees and sub-committees of the Governing Body including the names of those present at each such meeting.

THE SEAL

57. The seal of the Trust shall not be affixed to any instrument except by the express authority of a resolution of the Governing Body or of a committee of the Governing Body empowered thereto, and in the presence of two Members of the Governing Body and of the Secretary or such person other than the Secretary as the Governing Body may appoint for the purpose; and such Members of the Governing Body and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Trust is so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

INCOME OF THE TRUST

58. The income of the Trust shall be applied solely towards the promotion of the object of the Trust as set forth in the Trust's Memorandum of Association as the Governing Body may from time to time think fit (and in particular the Governing Body shall have power to transfer all or any part of such income to trustees to be applied by them for the advancement of the object of the Trust in such manner as they shall think best) with power to the Governing Body to create a reserve fund or reserve funds to be applicable for any such purposes, and, if the Governing Body shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Governing Body either be employed in the business of the Trust or be invested from time to time in such investment as the Trust may think fit.

ACCOUNTS

59. The Governing Body shall cause accounting records to be kept in accordance with Part VII of the Act.
60. The books of account shall be kept at the office or, subject to Sections 222(1) and (2) of the Act, at such other place or places as the Governing Body may determine, and shall always be open to the inspection of the Governing Body. The Governing Body may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Trust or any of them shall be open to the inspection of the Members not being Members of the Governing Body, and the Members shall have only such rights of inspection as are given to them by the Act or by such Resolution as aforesaid.
61. At the Annual General Meeting in every year the Governing Body shall lay before the Trust an income and expenditure account for the period since the preceding account, or in the case of the first account since the incorporation of the Trust, made up to date not more than six months before such meeting. A balance sheet as at the date to which income and expenditure account is made up, shall be made out and laid before the Trust at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Governing Body and the Auditors. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting, together with a copy of the Auditor's report, shall, twenty-one clear days previously to such meeting, be sent to the Auditor and every Member entitled to receive notices of General Meeting in the manner in which notices are hereinafter directed to be served.

AUDIT

62. Auditors shall be appointed and their duties regulated in the manner provided by Sections 235, 237, 241, 242, 384 - 394 and 713 of the Act, and for this purpose the said sections shall have effect as if "Member of the Governing Body" and "the Governing Body" were substituted for "Director" and "the Directors" respectively.
63. The Members of the Governing Body shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

64. The Members of the Governing Body shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

65. A notice may be served by the Trust upon any Member either personally or by sending it through the post addressed to such Member at his registered address
66. No Member shall be entitled to have a notice served on him at any address not within the United Kingdom, and any Member whose registered address is not within the United Kingdom may by notice in writing require the Trust to register an address within the United Kingdom which, for the purpose of the serving of notices, shall be deemed to be his registered address. Any Member not having a registered address within the United Kingdom, and not having given notice as aforesaid, shall be deemed

to have received in due course any notice which shall have been displayed in the office and shall remain there for the space of forty-eight hours, and such notice shall be deemed to have been received by such Member at the expiration of twenty-four hours from the time when it shall have been so first displayed.

67. Any notice if served by post shall be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post office or into any post box subject to the control of the Postmaster General.

DISSOLUTION

68. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Presents.

SUBSCRIBERS NAMES & ADDRESSES

Firstly IAN MUNN
of LIME VILLA 16 CHURCH ROAD
MITCHAM SURREY CR4 3BU

I MUNN

Witness:

P.J.P.....

Of 17 Churston Drive Morden SM4 4JD

Dated this 26th day of February 1998

Secondly MICHAEL HARRISON
of STABLE COTTAGE 72 LEOPOLD
ROAD LONDON SW19 7JQ

M. HARRISON

Witness:

P.J.P.....

Of 17 Churston Drive Morden SM4 4JD

Dated this 26th day of February 1998