

ARTICLES OF ASSOCIATION
of
WOLVERTON LEISURE TRUST



THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
WOLVERTON LEISURE TRUST

INTERPRETATION

1. In these Articles:-

"the Articles"	means these Articles of Association, and the regulations of the Company from time to time in force;
"the Act"	means the Companies Act 1985 and the Companies Act 1989 including any statutory modification or re-enactment thereof for the time being in force;
"the Board"	means the Board of Directors of the Company;
"the Council"	means Milton Keynes Council and its successors;
"clear days"	in relation to a period of notice means that 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;
"the Company"	means Wolverton Leisure Trust;

"the Education Bodies"

means the local schools and further/higher education colleges as identified by the Council;

"executed"

includes any mode of execution;

"Local Authority Person"

means a person associated with Milton Keynes Council within the meaning of Section 69(5) of the Local Government & Housing Act 1989 namely a member of the Council or an officer of the Council or person who has been a member of the Council within the preceding four years or a person who is both an employee of a company under the control of the Council and a director, manager, secretary or similar officer of that company;

"office"

means the registered office of the Company;

"the seal"

means the common seal of the Company;

"secretary"

means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"Milton Keynes"	means the administrative area of Milton Keynes Council;
"the United Kingdom"	means Great Britain and Northern Ireland.
"User Forum"	means the formally constituted group consisting of users of the Wolverton Leisure Trust whose constitution shall be approved by the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography, and other modes of representing or reproducing words in a visible form including telex and facsimile.

Unless the context otherwise requires:-

- (a) words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company;
- (b) words denoting the singular number only shall include the plural number also and vice versa; words denoting the masculine gender shall include the feminine gender and vice versa; words denoting persons only shall include individuals, corporations, unincorporated associations, partnerships, institutions, trusts, governments, local authorities, health authorities, statutory bodies, departments of governments, local authorities, health authorities and statutory bodies and any other body or persons whether domiciled in the United Kingdom or elsewhere and whether having independent and separate juridical status or not.

The regulations in Table C of the Companies (Table A to F) Regulations 1985 shall not apply to the Company.

OBJECTS

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

MEMBERS

3. The number of members with which the Company proposes to be registered is one. Thereafter, the members of the Company shall be as set out in Article 4 below.
4. The members of the Company shall be:
 - (i) subject to Clause 5(i) below, two members as nominated by the Council or its successors in title and such other persons or bodies as the directors may think fit;
 - (ii) Up to nine unless the Company shall determine otherwise
5. Membership of the Company shall be made as follows:
 - (i) The Council shall have the right to nominate two persons to become members of the Company but may not be required to do so. The Council's right to membership shall be exercised in its absolute discretion so as not to cause the Company to be deemed to be associated with the Council for the purposes of Section 33 of the Local Government Act 1988 and may remove a member so nominated at any time by giving notice in writing to the Company and notifying the Company of the person nominated to replace that member.
6. A member may at any time withdraw from the Company by giving at least seven clear days' notice in writing to the Company.
7. No elected member or officer of the Council other than nominated pursuant to Article 5(i) shall become a member of the Company so as to cause the Company to be deemed to be associated with the Council for the purposes of Section 33 of the Local Government Act 1988.

HONORARY MEMBERS, PATRONS AND ADVISORY COMMITTEES

8. (a) The Board shall have power to elect honorary members (as distinct from members of the Company) of the Company in recognition of special services rendered to the Company for life or for such other period as shall be determined by the Board.
- (b) Honorary Members of the Company shall have no vote at general meetings.
9. The Board shall have power:
 - (a) to elect an Honorary President or Presidents and Vice President or Vice Presidents of the Company for life or until resignation of office;
 - (b) to approach suitable persons to be Patrons of the Company for life or until such person shall resign such office;
 - (c) to appoint Advisory Committees on such terms as the Board may approve.

Such Honorary Officers, Patrons of the Company and members of the Advisory Committees shall not be entitled to attend meetings of the Board but may attend if invited by the Board and shall be entitled to attend general meetings of the Company but not to vote thereat and shall not count towards the quorum.

SUPPORTERS

10. The Board shall have power to promote associations to support the work of the Company or of any of its facilities and to provide services to members of such associations; members of such associations, however, shall not be members of the Company and shall have no rights or liabilities under these Articles.

GENERAL MEETINGS

11. The Board may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom

sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

12. General meetings 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:-

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time, date and place of the meeting and the general nature of the business to be. All general meetings shall be held in Milton Keynes.

The notice shall be given to all the members and to each of the directors and the auditors.

13. 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.

PROCEEDINGS AT GENERAL MEETING

14. No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business. Three persons each being a member or a proxy for a member or a representative of a member

duly authorised shall be a quorum.

15. If such a quorum is not present within half an hour from the time nominated for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine.
16. The chairman, if any, of the Board or in his absence some other director nominated by the Board shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time nominated for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman, and, if there is only one director present and willing to act, he shall be chairman.
17. 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the 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, date 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.
18. 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:-
 - (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting;
or

- (c) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

19. 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.
20. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
21. 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. The chairman shall be entitled to a casting vote provided that the exercise of such a right shall not cause the company to be deemed to be a regulated company for the purposes of the Local Authorities (Companies) Order 1995 or any other regulation made pursuant to the Local Government & Housing Act 1989.
23. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after 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.

24. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
25. A resolution in writing signed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS AT GENERAL MEETINGS

26. On a show of hands every member who (being an individual) is present in person or (not being an individual) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member present in person or by duly authorised representative or by proxy shall have one vote.
27. A member in respect of whom an order had been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
28. 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.

29. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company.
30. An instrument appointing a proxy shall be in writing signed in the case of an individual, by or on behalf of the appointor and in the case of a corporate entity shall be given either under its common seal or signed on its behalf by an attorney or officer of the corporate entity, and shall be in the following form, (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve) :-

'Wolverton Leisure Trust'

I [] of [] being a member of the above-named Company, hereby appoint the Chairman of the meeting */ []* of [] or failing him [] of [] as my proxy to vote in my name on my behalf at the general meeting of the Company to be held on [] day of [] 19[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 * for * against

Resolution No 2 * for * against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 19 "

- 33.A The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified notarially or in some other way approved by the Board may:-

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in

any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

33.B A vote given or poll demanded by proxy or by the duly authorised representative of a member who is not an individual 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 Company at the office or at such other place at which the instrument of proxy was duly deposited 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 taken the poll.

34. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company.

DIRECTORS

35. The Board shall consist of :-

- (i) subject to Article 39, two Local Authority Persons nominated by the Council ;
- (ii) such other persons willing to act as Board members who are co-opted to the Board by the other Board members to either fill a vacancy or as an additional director, provided that the maximum number of directors shall be nine (9) unless amended by the company in General Meeting. In deciding on any appointment, the directors shall seek to provide that there is a broad range of skills on the Board.

ALTERNATE DIRECTORS

36. A director may not nominate an alternate director.

NOMINATION OF DIRECTORS

- 37. Only an individual may be nominated a director of the Company.
- 38. The Board shall seek to ensure that its members together represent or possess a comprehensive range of interests and skills relevant to the objects of the Company.
- 39. The Council shall have the right to nominate as directors those two persons nominated to be members of the Company in accordance with Article 5 PROVIDED THAT such nominations do not cause the Company to be deemed to be a regulated company for the purpose of the Local Authorities (Companies) Order 1995. The Council may remove any person nominated by it at any time giving notice in writing to the Company. If any director nominated by the Council ceases to be a director, the Council shall notify the Company of the person nominated to replace that director, who shall be the person nominated to be the new member in accordance with Article 5.
- 40. In the event of a vacancy the Board may nominate a person who is willing to act as a director, either to fill a vacancy or, with the unanimous consent of

the Board, as an additional director, provided that the nomination does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors or with reference to the nomination of a Local Authority Person cause the Company to be deemed to be a regulated Company as referred to in Article 39.

DISQUALIFICATION OF MEMBERS OF THE BOARD

41. The office of a director shall be vacated if:-

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice in writing to the Company; or
- (e) he is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act; or
- (f) he shall have been absent without permission of the Board from two consecutive meetings of the Board and the Board resolve that his office be vacated.
- (g) he is no longer a member of the Company.

REMUNERATION OF DIRECTORS

42. The directors shall not be entitled to any remuneration.

DIRECTORS' EXPENSES

43. The directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or any committee of the Board or general meetings of the Company or separate meetings of the holders of debentures of the Company or otherwise in connection with the business of the Company or the discharge of their duties.

BORROWING POWERS

44. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party subject to such consents as may be required by law.

POWERS AND DUTIES OF THE BOARD

45. Subject to the provisions of the Act, the Memorandum and the Articles and to any lawful directions given by special resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
46. In the exercise of the aforesaid powers and in the management of the business of the Company, the members of the Board shall always be mindful that they are charity trustees within the definition of Section 97(1) of

the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

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

DIRECTORS' INTERESTS

48. A member of the Board shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted. A member of the Board shall withdraw from any meeting at which any contract in which he is interested or any matter arising therefrom is being discussed. Subject to the provisions of the Act and the Memorandum of Association of the Company, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a director notwithstanding his office -
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested; and
 - (b) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such transaction or arrangement and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
49. For the purposes of regulation 54 -
- (a) a general notice given to the Board that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and

- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

50. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

PROCEEDINGS OF THE BOARD

51. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. The chairman shall not have a second or casting vote.
52. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, but at all times shall not be less than three.
53. The continuing members of the Board or a sole continuing director may act notwithstanding any vacancy in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
54. The Board may nominate one of their number to be the chairman of the Board, and may elect a vice-chairman, a treasurer, a secretary and other officers. The Board may at any time remove them from those offices and may determine the period for which they are to hold office. Unless he is unwilling to do so, the director so nominated as chairman shall preside at every meeting of the Board at which he is present. But if there is no director holding the office of chairman or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the vice-chairman, if any, shall act as chairman, and if the vice-chairman is not present or not willing or if no such vice-chairman is elected the directors present may nominate one of their number to be chairman of the meeting.

55. All acts bona fide done by a meeting of the Board or of a committee of the Board, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the nomination of any director 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 nominated and was qualified and had continued to be a director and had been entitled to vote.
56. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the Board or of a committee of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more directors
57. If a question arises at a meeting of the Board or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.
58. Proceedings at the Board shall be conducted at all times so as not to cause the Company to be deemed to be a regulated Company referred to in Article 39.

DELEGATION OF POWERS

59. The directors shall have the power to appoint an individual to be known as the 'Chief Executive' who shall not be a member of the Board to whom they may delegate the day to day management and administration of the Company.
60. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as it may determine, provided that every such agent shall report all his actions fully to the Board as soon as possible.
61. (a) The Board may delegate any of its powers or the implementation of any of its resolutions to any committee consisting of such

persons as the Board may determine provided that the committee shall nonetheless have power to co-opt up to one quarter more members.

- (b) The resolutions making that delegation shall specify the financial limits within which any committee shall function.
- (c) The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary.
- (d) All delegations under this article shall be revocable at any time.
- (e) The Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.
- (f) For the avoidance of doubt the Board may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any director.

62. Notwithstanding any other provision of this Article FIRSTLY no meeting of any committee referred to above shall be quorate unless at least one director shall be present at the meeting and SECONDLY no resolution of any committee referred to above shall be passed unless the director or directors present (or a majority of them if more than two) vote in favour of the resolution concerned in addition to a majority of the committee as a whole voting in favour of the resolution.

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

SECRETARY

64. Subject to the provisions of the Act, the secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by it. No member of the Board may occupy the salaried position of secretary.
65. A provision of the Act or these Articles requiring or authorising a thing to be done by a director and the secretary shall not be satisfied by its being done by the same person acting both as a director and as, or in place of, the secretary.

MINUTES

66. The Board shall cause minutes to be made in books kept for the purpose:-
- (a) of all appointments of officers made by the directors; and
 - (b) of all proceedings at meetings of the Company, and of the Board, and of committees of the Board, including the names of the directors present at each such meeting.

THE SEAL

67. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

ACCOUNTS

68. The Board shall cause accounting records to be kept in accordance with the provisions of the Act.

69. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
70. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.
71. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
72. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, and Board's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

73. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

ANNUAL REPORT

74. The Board shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

ANNUAL RETURN

- 81 The Board shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

NOTICES

82. 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 Board need not be in writing.
83. The Company may give any notice to a member either personally 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 Company.
84. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
85. 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.

ALTERATIONS AND WINDING-UP

86. No alteration of the Memorandum and/or Articles of Association of the Company shall be made and no voluntary winding up of the Company and any subsidiary companies shall be effected whilst the Company is solvent without prior consultation by the Company's Board of Directors ("the Board") with the Council although any final decision to alter or wind-up the Company and any subsidiary companies shall be made at the discretion of the Board PROVIDED THAT no alteration to clause 3 (objects), clause 8 (dissolution) and clause 9 (alterations and winding-up) of the Memorandum of Association and to article 87 (dissolution) of the Articles of Association may be made without the prior written approval of the Charity Commission and also PROVIDED FURTHER THAT no alteration may be made which would cause the Company to cease to be a charity in law.

DISSOLUTION

87. Clauses 7 and 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

88. In the execution of his duties and the exercise of his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he may otherwise be entitled) every member of the Board shall be entitled to be indemnified out of the assets of the Company and the Company shall be entitled to purchase and maintain for such officer insurance against any costs, losses, claims, actions or other liabilities suffered or incurred by him and arising by reason of any improper investment made by or for the Company in good faith (so long as he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the

part of the member of the Board who is sought to be made liable. Every director or other officer or auditor of the Company shall also be indemnified out of the assets of the Company against any liability incurred by him 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 Company. This Article shall only have effect insofar as it is not avoided by any provision of the Act.