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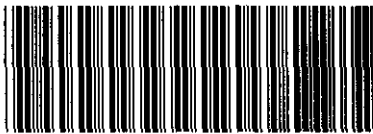
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4774580

The Registrar of Companies for England and Wales hereby certifies that
SUNNYSIDE HALL, RUSTHALL

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 22nd May 2003



N04774580M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

Sunnyside Hall, Rusthall

I, Stephen Ravenscroft

of Nabarro Nathanson, Lacon House, Theobald's Road, London
WC1X 9RW

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~[person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]~~ † and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Mission DE Rya, Sunnit House, 12 Red Lion Square
LONDON WC1R 4QD

Day Month Year

On

19 05 2003

① Please print name.

before me ①

ELIJAH EZEKIEL

Signed

Date

19th May 2003

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Nabarro Nathanson (Ref: JSL/D1648/00001)
Lacon House, Theobald's Road, London, WC1X 8RW

Tel 020 7524 6000

DX number 77

DX exchange London/Chancery



A28
COMPANIES HOUSE

0771
21/05/03

Laserform International 12/99

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Package: 'Laserform'
by Laserform International Ltd.

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Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

4774580

Company Name in full

Sunnyside Hall, Rusthall

I, Stephen Ravenscroft


of Nabarro Nathanson, Lacon House, Theobald's Road, London
WC1X 8RW

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~person named as~~
~~director or secretary of the company in the statement delivered~~ under
~~section 10 of the Companies Act 1985~~† do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature



Declared at

MILTON DE REYS, Junnit House, 12 Red Lion Square
LONDON WC1B 5QD.

Day Month Year

on

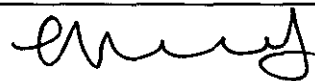
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① Please print name.

before me ①

ELLI E2AKIE

Signed



Date

19 May 2003

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

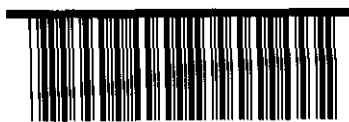
Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Nabarro Nathanson (Ref: JSL/D1648/00001)
Lacon House, Theobald's Road, London, WC1X 8RW

Tel 020 7524 6000

DX number 77

DX exchange London/Chancery



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COMPANIES HOUSE

0770
21/05/03

Laserform International 12/99

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Package: 'Laserform'
by Laserform International Ltd.

10

*Please complete in typescript,
or in bold black capitals.*

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Sunnyside Hall, Rusthall

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Nabarro Nathanson

Lacon House, Theobald's Road

Post town London

County / Region

Postcode WC1X 8RW

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

X

Agent's Name Nabarro Nathanson

Address Lacon House,

Theobald's Road

Post town London

County / Region

Postcode WC1X 8RW

Number of continuation sheets attached

2

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Nabarro Nathanson

Lacon House, Theobald's Road, London, WC1X 8RW

Our ref: LA/CMT/D1648/00001

Doc No: 2498385

Tel 020 7524 6000

DX number 77

DX exchange London/Chancery

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff

for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

C



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COMPANIES HOUSE

0772
21/05/03

Laserform International 6/02

Company Secretary (see notes 1-5)

Company name Sunnyside Hall, Rusthall

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

EPS Secretaries Limited

Previous forename(s)

Previous surname(s)

Address ††

Lacon House

Theobald's Road

Post town

London

County / Region

Postcode

WC1X 8RW

Country

UK

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

I consent to act as secretary of the company named on page 1

Consent

J. Sunnyside, Director

Date

19/05/2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Kevin

Surname

Powley

Previous forename(s)

None

Previous surname(s)

None

Address ††

14 Rustwick

Rusthall

Post town

Tunbridge Wells

County / Region

Kent

Postcode

TN4 8NR

Country

UK

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Day Month Year

Date of birth

20 06 1961

Nationality

British

Business occupation

Construction Consultant

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

J. Sunnyside

Date

20/04/2003

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

John

Surname

Weddell

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

12a Connaught Way

Post town

Tunbridge Wells

County / Region

Kent

Postcode

TN4 9QJ

Country

UK

Date of birth

Day Month Year

1 5 0 5 1 9 3 5

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature

Date

5/05/03

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mrs

*Honours etc

Forename(s)

Elizabeth

Surname

Watt

Previous forename(s)

Previous surname(s)

DAY (MARRIAGE NAME)

Address ††

☐

15 Tristan Gardens

Rusthall

Post town

Tunbridge Wells

County / Region

Kent

Postcode

TN4 8PD

Country

UK

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

01 04 1967

Nationality

BRITISH

Business occupation

REGISTERED NURSE

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature

E. Watt

Date

21-04-03

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mrs		*Honours etc	
Forename(s)	Shirley				
Surname	Barter				
Previous forename(s)					
Previous surname(s)	RHODES				
Address ††	146 St John's Road				
<input type="checkbox"/>					
Post town	Tunbridge Wells				
County / Region	Kent	Postcode	TN4 9UT		
Country	UK				
Date of birth	Day	Month	Year	Nationality	BRITISH
	07	04	1934		
Business occupation	RETIRED HEADTEACHER				
Other directorships					
I consent to act as director of the company named on page 1					
Consent signature	Shirley Barter			Date	2nd May 2003

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed** Nabano Nathanson**Date** 19/5/03.**Or the subscribers***(i.e those who signed
as members on the
memorandum of
association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

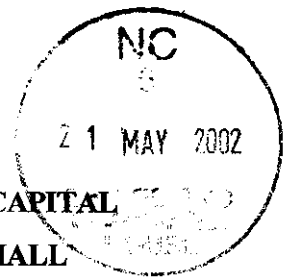
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

031870

3rd April 2003

4774580

135024 / 20



COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF SUNNYSIDE HALL, RUSTHALL

1. NAME

The name of the Company is Sunnyside Hall, Rusthall ("the Charity").

2. REGISTERED OFFICE

The registered office of the Charity is to be in England and Wales.



A28
COMPANIES HOUSE

0769
21/05/03

3. OBJECTS

The objects of the Charity are the provision of property held on trust for the purposes of a village hall for the use of the inhabitants of such area adjoining the parish of Rusthall as determined from time to time by the Charity in the county of Kent without distinction of political, religious or other opinions, including use for meetings, lectures and classes and for other forms of recreation or leisure time occupation with the object of improving the conditions of life for the said inhabitants. ("the Objects").

4. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To promote or carry out research;
- 4.2 To provide advice;
- 4.3 To publish or distribute information;
- 4.4 To co-operate with other bodies;
- 4.5 To support, administer or set up other charities;
- 4.6 To raise funds (but not by means of taxable trading);
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993);

- 4.8 To acquire or hire property of any kind;
- 4.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.10 To make grants or loans of money and to give guarantees;
- 4.11 To set aside funds for special purposes or as reserves against future expenditure;
- 4.12 To deposit or invest funds in any manner as the Trustees shall in their absolute discretion think fit to the intent that the Trustees shall have the same full and unrestricted powers of investing and transposing investments in all respects as if they were beneficially absolute owners (but to invest only after obtaining advice from a financial expert (unless the Trustees reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so) and having regard to the suitability of investments and the need for diversification);
- 4.13 To delegate the management of investments to a financial expert, but only on terms that:
 - 4.13.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 4.13.2 every transaction is reported promptly to the Charity;
 - 4.13.3 the performance of the investments is reviewed regularly with the Trustees;
 - 4.13.4 the Trustees are entitled to cancel the delegation arrangement on giving reasonable notice at any time;
 - 4.13.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 4.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees; and
 - 4.13.7 the financial expert must not do anything outside the powers of the Trustees.
- 4.14 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom or, in the case of an investment or property outside the United Kingdom, a body corporate wherever incorporated or having its place of business) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.15 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when appropriate;

- 4.16 To insure any Trustee against the costs of a successful defence to a criminal prosecution brought against him as a trustee of the Charity or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 4.17 Subject to clause 5, to employ paid or unpaid agents, staff or advisers;
- 4.18 To enter into contracts to provide services to or on behalf of other bodies;
- 4.19 To establish subsidiary companies to assist or act as agents for the Charity;
- 4.20 To pay the costs of forming the Charity; and
- 4.21 To do anything else within the law which promotes or helps to promote the Objects.

5. BENEFITS TO MEMBERS AND TRUSTEES

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but :
 - 5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - 5.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - 5.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity; and
 - 5.1.4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity.
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except :
 - 5.2.1 as mentioned in clauses 4.16, 5.1.2, 5.1.3 or 5.3;
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in managing and directing the Charity;
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in managing and directing the Charity (including the costs of a successful defence to criminal proceedings);

- 5.2.4 payment to any company in which a Trustee has no interest other than a 1 per cent shareholding; and
- 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 5.3 Any Trustee (or any firm or company of which a Trustee is a member (other than where his membership interest is no more than a 1 per cent shareholding), officer or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if :
 - 5.3.1 the goods or services are actually required by the Charity;
 - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4;
 - 5.3.3 no more than one half of the Trustees are so connected with such a contract in any financial year.
- 5.4 Whenever a Trustee has a personal interest in a contract, arrangement or transaction (or proposed contract, arrangement or transaction) with the Charity, he must disclose his interest in accordance with section 317 of the Act and, if he has a personal interest in any other matter affecting the Charity, he must disclose that interest as if the matter were an arrangement with the Charity. If the Trustee concerned is present at any meeting of the Trustees or a committee established by the Trustees at which such contract, arrangement, transaction or other matter is to be discussed, he must:
 - 5.4.1 declare an interest at or before discussion begins on that item;
 - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 5.4.3 not be counted in the quorum for that part of the meeting; and
 - 5.4.4 withdraw during the vote and have no vote on the matter.
- 5.5 This clause may not be amended without the prior written consent of the Commission.

6. LIMITED LIABILITY

The liability of members is limited.

7. GUARANTEE

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to one pound (£1) towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member.

8. DISSOLUTION

8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes which are within the Objects or are the same as or similar to the Objects;

8.1.2 directly for the Objects or charitable purposes within or similar to the Objects;

8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

8.2 A final report and statement of account must be sent to the Commission.

9. INTERPRETATION

9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

We wish to be formed into a company under this Memorandum of Association

NAMES & ADDRESSES OF SUBSCRIBERS SIGNATURES OF SUBSCRIBERS

Kevin Powley
14 Rustwick,
Rusthall
Tunbridge Wells
Kent TN4 8NR

Signature.



Date: 3rd April 2003

Mrs Shirley Barter
146 St John's Road
Tunbridge Wells
Kent TN4 9UT

Signature.



Date: April 2003

Mr John Weddell
12a Connaught Way
Tunbridge Wells
Kent TN4 9QJ

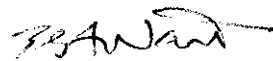
Signature.



Date: 4th April 2003

Mrs Elizabeth Watt
15 Tristan Gardens
Rusthall
Tunbridge Wells
Kent TN4 8PD

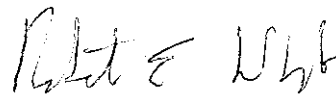
Signature.



Date: 4 April 2003

Cannon Bob Whyte
The Vicarage
Bretland Road
Rusthall
Tunbridge Wells
Kent TN4 8PB

Signature.



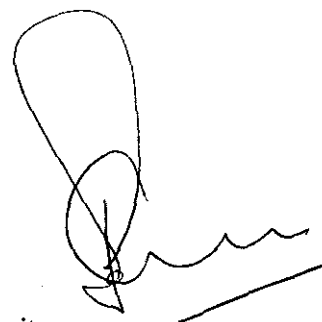
Date: 6th April 2003

WITNESS TO THE ABOVE SIGNATURES

[Name, address and occupation of witness]

JOHN CHRISTOPHER JAMES
3 TRISTAN GARDENS
RUSTHALL
TUNBRIDGE WELLS
KENT TN4 8PD
RECONCILIATION OFFICER

Signature of witness



Date: 7th April 2003

COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF SUNNYSIDE HALL, RUSTHALL

1. MEMBERSHIP

- 1.1 The Charity may have any number of members. The subscribers to the Memorandum are the first members of the Charity.
- 1.2 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who:
 - 1.2.1 applies to the Charity in the form required by the Trustees;
 - 1.2.2 is a Trustee; and
 - 1.2.3 consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative.
- 1.3 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 1.4 Membership is terminated if the member concerned:
 - 1.4.1 gives written notice of resignation to the Charity;
 - 1.4.2 dies or (in the case of an organisation) ceases to exist;
 - 1.4.3 having been appointed as a Trustee of the Charity ceases to be a Trustee (except where his term of office expires at an AGM and he is re-elected at the same AGM).
- 1.5 Membership of the Charity is not transferable.

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative.
- 2.2 An AGM and an EGM called for the passing of a special or elective resolution shall be called by giving at least twenty-one clear days' notice. All other EGMs shall be called by giving at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- 2.2.1 in the case of an AGM, by all the members entitled to attend and vote at the meeting; and
- 2.2.2 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-five per cent of the total voting rights of all the members.
- 2.3 The notice shall 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.
- 2.4 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least three (or one third of the members if greater).
- 2.5 If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned until the same day in the next week at the same time and place or such other day, time and place as the Trustees may determine, and, if at the adjourned meeting a quorum is not present or ceases to be present, then the member or members present shall be a quorum.
- 2.6 The Chairman of the meeting 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 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 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.
- 2.7 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.8 Except where otherwise provided by the Act, every issue is decided by a simple majority of the votes cast.
- 2.9 Except for the chairman of the meeting, who, in the case of an equality of votes, shall have a second or casting vote, every member present in person or through an authorised representative has one vote on each issue.
- 2.10 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose signatures may be written

on more than one document setting out or giving approval to the resolution and the resolution will be treated as passed on the date of the last signature).

- 2.11 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within eighteen months after the Charity's incorporation.
- 2.12 At an AGM the members:
 - 2.12.1 receive the accounts of the Charity for the previous financial year;
 - 2.12.2 receive the Trustees' report on the Charity's activities since the previous Trustees' report (if any);
 - 2.12.3 elect persons to be Trustees to fill any vacancies arising;
 - 2.12.4 appoint auditors for the Charity; and
 - 2.12.5 discuss and determine any issues of policy or deal with any other business put before them.
- 2.13 Any general meeting which is not an AGM is an EGM.
- 2.14 An EGM may be called at any time by the Trustees or by the Secretary at the direction of two or more of the Trustees and must be convened within twenty-one days following a written request from the members pursuant to the provisions of the Act.

3. THE TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.2 The Trustees shall consist of at least 3 and not more than 10 individuals as further detailed at Article 3.3, each of whom must be a member or must have agreed in writing, following an invitation by the other Trustees, to become a member.
- 3.3 The Board of Trustees when complete shall consist of the following:-
 - 3.3.1 Up to seven Trustees ("**the Elected Trustees**");
 - 3.3.2 The Vicar of Rusthall;
 - 3.3.3 2nd Royal Tunbridge Wells Scout Group shall be entitled to nominate one Trustee and to nominate any other person in the place of any such Trustee if such Trustee is removed, dies or otherwise vacates his office;

- 3.3.4 Holding Hands pre-school Nursery shall be entitled to nominate one Trustee and to nominate any other person in the place of any such Trustee if such Trustee is removed, dies or otherwise vacates his office.
- 3.4 The subscribers to the Memorandum are the first Trustees of the Charity.
- 3.5 No person shall be eligible for appointment or re-appointment as a Trustee unless:
- 3.5.1 he has declared whether or not he has received any conviction, caution, reprimand or warning at any time in the past (whether or not any such conviction is spent) in respect of any crime or offence under any jurisdiction of any country (and, if so, giving details); and
- 3.5.2 he has agreed to an application being made to the Criminal Records Bureau (or successor body) for a standard disclosure of his records and (if requested by the Trustees) to any other authority for disclosure of records relating to him.
- 3.6 If a Trustee receives at any time during his or her term of office any conviction, caution, reprimand or warning in respect of any crime or offence under any jurisdiction or any country, he or she shall without delay give written notice of that fact to the Secretary on behalf of the other Trustees and the other Trustees may agree to transmit it to any other officer of the Charity or otherwise as they may in their absolute discretion think fit.
- 3.7 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees.
- 3.8 Subject to the following provisions of this Article, each Elected Trustee shall be elected at an AGM and shall hold office until the election of Trustees at the AGM in the third year after his election. The Elected Trustees shall be eligible for re-election for further three year terms.
- 3.9 At the first AGM all of the Elected Trustees shall retire from office. In the case of the first Elected Trustees, they shall draw lots (unless they otherwise agree among themselves) to determine who shall retire at the second, third and fourth AGMs to ensure that one third of their number or, if their number is not a multiple of three, the number nearest to one third shall retire from office at each of the second, third and fourth AGMs.
- 3.10 The Trustees appointed pursuant to Clauses 3.3.3 and 3.3.4 ("**the Nominated Trustees**") shall hold office for a period of up to three years, following which the Nominated Trustees shall retire and be eligible for re-nomination for further three year terms.
- 3.11 A Trustee's term of office automatically terminates:
- 3.11.1 if he or she is disqualified under the Charities Act 1993 from acting as a charity trustee;

- 3.11.2 if he or she is or may be suffering from mental disorder and either:
- (a) 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
 - (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs;
- 3.11.3 if he or she ceases to be a member or fails to become a member within thirty days of becoming a Trustee;
- 3.11.4 if he or she resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or
- 3.11.5 if he or she is removed by a resolution passed by the members pursuant to the provisions of the Act.
- 3.12 The Trustees may at any time co-opt any person to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.
- 3.13 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 3.14 The Trustees shall have the power to remove a Trustee:
- 3.14.1 who is absent from three consecutive meetings of the Trustees by a resolution passed by all the other Trustees; or
 - 3.14.2 if he or she is convicted, reprimanded, cautioned or warned (or if they become aware that he or she has been so convicted, reprimanded, cautioned or warned at any time in the past, and whether any such conviction is spent or otherwise) in respect of any crime or offence under the jurisdiction of any country.

4. PROCEEDINGS OF TRUSTEES

- 4.1 The Trustees must hold at least three meetings each year.
- 4.2 A quorum at a meeting of the Trustees is three Trustees. 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.

- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose signatures may be written on more than one document setting out or giving approval to the resolution and the resolution will be treated as passed on the date of the last signature).
- 4.6 Except for the chairman of the meeting, who, in the case of an equality of votes, shall have a second or casting vote, every Trustee has one vote on each issue.
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity:

- 5.1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act.
- 5.2 to appoint a Chairman, Treasurer and other honorary officers from among their number.
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees).
- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings.
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees.
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any).
- 5.7 to establish procedures to assist the resolution of disputes within the Charity.

- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting.

6. RECORDS & ACCOUNTS

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- 6.1.1 annual reports;
 - 6.1.2 annual returns; and
 - 6.1.3 annual statements of account.
- 6.2 The Trustees must keep proper records of:
- 6.2.1 all proceedings at general meetings;
 - 6.2.2 all proceedings at meetings of the Trustees;
 - 6.2.3 all reports of committees; and
 - 6.2.4 all professional advice obtained.
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months.

7. NOTICES

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Charity.
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.

7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address.

7.3.2 two clear days after being sent by first class post to that address.

7.3.3 three clear days after being sent by second class or overseas post to that address.

7.3.4 on the date of publication of a newspaper containing the notice.

7.3.5 on being handed to the member [(or, in the case of a member organisation, its authorised representative)] personally or, if earlier,

7.3.6 as soon as the member acknowledges actual receipt.

7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

8. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

9. INTERPRETATION

9.1 In the Memorandum and in these Articles:

“The Act”

means the Companies Act 1985;

“AGM”

means an annual general meeting of the Charity;

“these Articles”

means these articles of association;

“authorised representative”

means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary;

“Chairman”

means the chairman of the Trustees;

“the Charity”

means the company governed by these Articles;

“charity trustee”

has the meaning prescribed by section 97(1) of the Charities Act 1993;

“clear day”

means twenty-four hours from midnight following the relevant event;

“the Commission”

means the Charity Commissioners for England and Wales;

“EGM”

means an extraordinary general meeting of the Charity;

“financial expert”

means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000;

“material benefit”

means a benefit which may not be financial but has a monetary value;

“member” and “membership”

refer to membership of the Charity;

“Memorandum”

means the Charity's Memorandum of Association;

“month”

means calendar month;

“the Objects”

means the Objects of the Charity as defined in clause 3 of the Memorandum;

“1 per cent shareholding”

means an interest in shares in a company which represents no more than 1 per cent of the issued shares of the relevant class;

“Secretary”

means the Secretary of the Charity;

“taxable trading”

means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects and the profits of which are liable to tax.

“Trustee”

means a director of the Charity;

“written” or “in writing”

refers to a legible document on paper including a fax message;

“year”

means calendar year.

9.2 Expressions defined in the Act have the same meaning.

9.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

NAMES ADDRESSES AND SIGNATURES OF SUBSCRIBERS

Kevin Powley
14 Rustwick,
Rusthall
Tunbridge Wells
Kent TN4 8NR

Signature. 


Date: 3rd April 2003

Mrs Shirley Barter
146 St John's Road
Tunbridge Wells
Kent TN4 9UT

Signature. 

Date: April 2003

Mr John Weddell
12a Connaught Way
Tunbridge Wells
Kent TN4 9QJ

Signature. 

Date: 4 April 2003

Mrs Elizabeth Watt
15 Tristan Gardens
Rusthall
Tunbridge Wells
Kent TN4 8PD

Signature. 

Date: 4 April 2003

Canon Bob Whyte
The Vicarage
Bretland Road
Rusthall
Tunbridge Wells
Kent TN4 8PB

Signature. 

Date: 6th April 2003

WITNESS TO THE ABOVE SIGNATURES:

Witness' name: John Christopher James

Witness' address: 3 TRISTAN GARDENS
RUSTHALL
TUNBRIDGE WELLS
KENT TN11 8PS

Witness' occupation: RECONCILIATION OFFICER

Witness' signature: [Signature]