

THE TANK MUSEUM LIMITED

THE COMPANIES ACT 1985

REGISTERED NUMBER: 4962619

Resolutions in the terms specified below were passed as written resolutions under s 381A Companies Act 1985 on 7 February 2004

SPECIAL RESOLUTION

1. THAT the Memorandum and Articles of Association of the Company attached to this resolution and marked "A" be approved and adopted as the Memorandum and Articles of Association of the Company in substitution for and to the exclusion of all the existing Memorandum and Articles of Association thereof.

Signed:

As Authorised signatory
Wilson's (Company Secretaries) Limited

.....
Company Secretary

Dated 7 February 2004



Reg No: 4962619

"A"

THE COMPANIES ACTS 1985 and 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM AND
ARTICLES OF ASSOCIATION
OF
THE TANK MUSEUM LIMITED**

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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE TANK MUSEUM LIMITED

1. The Company's name is "**THE TANK MUSEUM LIMITED**" (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are to educate the public in the history of armoured warfare and to hold together the traditions of the Royal Armoured Corps and the Royal Tank Regiment and perpetuate their deeds by the provision and maintenance of a museum and to preserve for the benefit of the public vehicles, documents and other exhibits and artefacts which are of historical importance in the study of armoured warfare.
4. In furtherance of the Objects but not otherwise and subject to the provisions of clause 5 below the Charity may exercise the following powers:
 - (1) to display the Exhibits in such a way as to kindle the interest of officers soldiers and civilians in the problems of armoured fighting vehicle research and design and hence encourage them in a serious study of their engineering and technology;
 - (2) to demonstrate to military and other students in a practical fashion the evolution and development of armoured fighting vehicles ("the Exhibits");
 - (3) to keep available for design and technical staffs vehicles equipment and components which are of outstanding technical interest or embody important technical principles;
 - (4) to maintain for display and examination vehicles, documents and general Exhibits which are of historical importance including Royal Armoured Corps and Royal Tank Regiment relics and Exhibits connected with armoured warfare;
 - (5) to provide a display which has a wide popular appeal to soldiers and civilians so that it will act as a valuable recruiting aid to the Royal Armoured Corps;
 - (6) to establish promote or co-operate with any other Society or other body corporate or unincorporate for the purpose of promoting any objects of the Charity and to subsidise, federate with, affiliate or become affiliated to, act as directors or agents for, or manage or lend money or other assistance to any association, Society or other body corporate or unincorporate established for charitable purposes only and for the purpose

of promoting any objects of the Charity; to co-operate with manufacturers, dealers or other traders and with the press and other sources of publicity;

- (7) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (8) to purchase, acquire and obtain interests in the copyright of, or the right to perform or show any film or broadcast which can be used or adapted for the Objects;
- (9) to purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the Objects;
- (10) to purchase, take on lease or in exchange, hire or otherwise acquire, and to hold, sell, lease or otherwise dispose of any real or personal property and any rights or privileges which the Charity may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity;
- (11) to take any gift of property, whether subject to any trust or not, for any one or more of the Objects;
- (12) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity as may be thought expedient with a view to the promotion of the Objects (save where the Trustees have agreed in writing with any third party not to dispose of particular assets donated to the museum);
- (13) to undertake and execute and act as trustee of any charitable trusts which may lawfully be undertaken by the Charity, and may seem directly or indirectly to be ancillary to the Objects;
- (14) to borrow or raise money for the Objects on such security as may be thought fit and whether by the creation and issue of debentures or debenture stock or otherwise;
- (15) to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- (16) to delegate the management of investments to a financial expert, but only on terms that:
 - (a) the investment policy is set down in writing for the financial expert by the Trustees;
 - (b) transactions are reported no less than half yearly to the Trustees;
 - (c) the performance of the investments is reviewed regularly with the trustees;
 - (d) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (e) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (f) 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 on receipt;

- (g) the financial expert must not do anything outside the powers of the Trustees
- (17) 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 England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required;
 - (18) to make any charitable donation either in cash or assets which the Charity may deem expedient;
 - (19) to purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements or any one or more of the associations, societies or bodies with which this Charity is authorised to co-operate or federate;
 - (20) to draw, make, accept, endorse, discount, execute and, issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - (21) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (22) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (23) to establish, support and act as trustee of any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (24) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity; and
 - (25) subject to clause 5 below to employ such staff, who shall not be Trustees of the Charity, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - (26) to insure the Trustees against the costs of a successful prosecution brought against them as charity trustees 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;
 - (27) to co-operate with and provide such support as the Trustees shall deem appropriate to The Friends of the Tank Museum registered charity number 289055 or any successor body thereto established for similar charitable purposes;
 - (28) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing in this document shall prevent any payment in good faith by the Charity:

- (1) of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - (2) of premiums in respect of any insurance policy obtained in reliance upon clause 4(26);
 - (3) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Trustee;
 - (4) of interest on money lent by any member or Trustee of the Charity at a reasonable and proper rate per annum not exceeding 2 per cent more than the published base lending rate of a clearing bank to be selected by the Trustees;
 - (5) of fees, remuneration or other benefit in money or money's worth properly to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital or that company;
 - (6) of reasonable and proper rent for premises demised or let by any member of the Charity or a Trustee;
 - (7) to any Trustee of reasonable out-of-pocket expenses;
 - (8) in exceptional circumstances of remuneration or other benefits to a Trustee (but only with the Charity Commission's prior written approval).
6. The liability of members is limited.
 7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.
 8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
THE TANK MUSEUM LIMITED**

Interpretation

1. In these articles:

"the Charity" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Charity;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"the memorandum" means the Memorandum of Association of the Charity;

"Observer" means a person permitted by the Trustees to attend general meetings of the Charity and Trustees' meetings for the purpose of representing and safeguarding the interests of organisations providing funds or making loans to the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

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

"Trustee" means a director of the Charity and "Trustees" means all of the directors;

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

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.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Membership

2. The Trustees shall be the only members of the Charity.
3. The Charity must maintain a register of members.
4. Membership is terminated if the member concerned:
 - (1) gives written notice of resignation to the Charity;
 - (2) dies;or
 - (3) is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 **clear days** after receiving notice).
5. Membership of the Charity is not transferable.

General meetings

6. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. The annual general meeting shall be held at such times and places as the Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an 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 Trustees to call a general meeting, any Trustee or any member of the Charity may call a general meeting.

Notice of general meetings

8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Trustee shall be called by at least twenty-one clear days' notice. All other extraordinary 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:
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and

- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

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 annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Trustees and auditors.

9. 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 meetings

10. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member, shall constitute a quorum.
11. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting 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 Trustees may determine.
12. The Chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the Chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.
13. If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
14. A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
15. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
16. 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:
 - (1) by the chairman; or
 - (2) by at least two members having the right to vote at the meeting; or
 - (3) 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.

17. 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.
18. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
19. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
21. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
22. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of Members

23. Subject to Article 17, every member shall have one vote.
24. No member shall be entitled to vote at any general meeting unless all monies (if any) then payable by him to the Charity have been paid.
25. 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.
26. Votes may be given on a poll either personally or by proxy.
27. The instrument appointing a proxy shall be in writing under the hands of the appointor or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, if none, then under the hand of some officer duly authorised in that behalf.
28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the 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 or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
30. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"THE TANK MUSEUM LIMITED"

I,

of

a member of THE TANK MUSEUM LIMITED hereby appoint _____ of _____
and failing him, _____ of _____ to
vote for me and on my behalf at the [Annual, Extraordinary or Adjourned, as the case may
be] General Meeting of the Charity to be held on the _____ day of _____
and at every adjournment thereof

AS WITNESS my hand this _____ day of _____ 200 "

Trustees

31. The number of Trustees shall be not less than 3 and not more than 21 **PROVIDED THAT** no Trustee who is a Trustee at the date of adoption of these Articles of Association shall be required to resign as a result of the provisions of these Articles.
32. Trustees shall be appointed as provided subsequently in these the Articles.

Powers of Trustees

33. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by the articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
34. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers, namely:
- (1) to set the policy of the Charity;
 - (2) to monitor performance of the Charity against policy decisions;
 - (3) to employ senior employees to implement policy;
 - (4) to set the budget and monitor the financial performance of the Charity;
 - (5) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity

such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity; and

- (6) to enter into contracts on behalf of the Charity.

Appointment and retirement of Trustees

35. At every annual general meeting one third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one Trustee who is subject to retirement by rotation, he shall retire.
36. Subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
37. A Trustee retiring under the provisions of Article 35 shall, if willing to act, be reappointed as a Trustee if there is a vacancy and if a resolution to reappoint the Trustee is passed by more than fifty per cent of members voting in person or by proxy.
38. No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting unless:
- (1) he is recommended by the Trustees; or
 - (2) not less than sixty nor more than ninety clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
39. No person may be appointed as a Trustee:
- (1) unless he has attained the age of 18 years; or
 - (2) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 46;
 - (3) unless he has been admitted to membership of the Charity.
40. Not less than seven nor more than twenty eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees.
41. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire.

42. The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
43. Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed.
44. Notwithstanding any other provision of the articles, no Trustee shall continue as a Trustee for a period of more than nine years from the date of adoption of these articles unless the company in general meeting by an ordinary resolution otherwise resolves.
45. Upon ceasing to be a Trustee a member shall forthwith retire as a member.

Disqualification and removal of Trustees

46. A Trustee shall cease to hold office if he:
 - (1) ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns his office by notice to the Charity (but only if at least 5 Trustees will remain in office when the notice of resignation is to take effect);
 - (4) is absent without the permission of the Trustees from all their meetings held within a period of 12 months and the Trustees resolve that his office be vacated; or
 - (5) ceases to be a member of the Charity in accordance with the provisions of Article 4(3).

Trustees' expenses

47. The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties.

Trustees' appointments

48. Subject to the provisions of the Act and to Clause 5 of the memorandum, the Trustees may appoint one or more of their number to the office of managing Trustee or to any other executive office under the Charity. Any such appointment may be made upon such terms as the Trustees excluding the Trustee to be so appointed determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee. A managing Trustee and a Trustee holding any other executive office shall not be subject to retirement by rotation.
49. Except to the extent permitted by clause 5 of the memorandum, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

Proceedings of Trustees

50. Subject to the provisions of the articles, the Trustees may regulate their proceedings as they think fit. A Trustee may call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
51. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than 2 trustees.
52. The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
53. The Trustees shall appoint one of their number as Chairman who shall hold office for a maximum of 3 years but if no longer a trustee automatically ceases to be chairman and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
54. All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
55. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
56. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money for any sum shall be signed and countersigned in accordance with rules laid down by the Trustees.
57. The Trustees may invite any individual or representative of any organisation to attend their meetings. Any person so invited to attend shall receive notification of the meetings of the Trustees, but shall have no right to speak (unless authorised to do so by the chairman of the meeting) and shall have no right to vote at such meetings. The members of the Trustees shall be entitled to remove all or any such individuals from any meeting if they shall decide that it would be appropriate.
58. A meeting of the Trustees may be held in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.

Committees

59. The Trustees may appoint one or more committees consisting of three or more individuals of whom at least one shall be a Trustee for the purpose of making any inquiry or supervising any function which in the opinion of the Trustees would be more conveniently undertaken

or carried out by a committee: provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Trustees.

Minutes

60. The Trustees shall keep minutes:

- (1) of all appointments of officers made by the Trustees; and
- (2) of all proceedings at meetings of the Charity and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

The Seal

61. The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

Accounts

62. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

63. The Trustees shall comply with their obligations under the Charities Acts 1992 and 1993 (or any statutory re-enactment or modification of those Acts) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

64. The Trustees shall comply with their obligations under the Charities Acts 1992 and 1993 (or any statutory re-enactment or modification of those Acts) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

65. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
66. The Charity 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 Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
67. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
68. 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.

Indemnity

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

Rules

70. The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (1) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (2) the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the articles;
 - (3) generally, all such matters as are commonly the subject matter of company rules.