

THE COMPANIES ACT 2006
COMPANY NOT HAVING A SHARE CAPITAL

WRITTEN SPECIAL RESOLUTION

of

LEGACY TRUST (UK) LIMITED

Company No: 6013157

TUESDAY



AVW9RO6V

A41

12/10/2010

63

COMPANIES HOUSE

We the undersigned, being 75% of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held

WRITTEN SPECIAL RESOLUTION

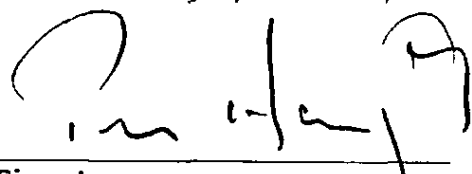
IT IS HEREBY RESOLVED THAT the following amendments to the Articles of Association be approved and adopted

- (a) The header shall be amended to read "THE COMPANIES ACTS 1985 - 2006",
- (b) The definition of "Act" in Article 1 2 shall be amended to read "the Companies Act 2006",
- (c) The definition of "Commission" in Article 1 2 shall be amended to read "the Charity Commission for England and Wales",
- (d) The definition of "Electronic Communication" in Article 1 2 shall be amended to read "a communication in electronic form as defined in section 1168 of the Act",
- (e) The words "the Companies Act 1989" shall be removed from the definition of "Statutes" in Article 1 2
- (f) Article 2 1 shall be amended to read "The number of Members shall not exceed 9"
- (g) Article 4 1 shall be amended to read "A general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed by 90% of the Members entitled to attend and vote at the meeting"
- (h) Article 5 8 shall be amended to read

- "5 8 (a) An ordinary resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of a simple majority the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote
- (b) A special resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of at least 75% of the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote "
- (i) Article 7 shall be amended to read "The number of Governors when complete shall be 9 ",
- (j) Article 8 1 shall be deleted in its entirety and replaced with the following wording "With the exception of those Governors appointed under Article 8 2, Governors shall be appointed by the Board from time to time "
- (k) The list of organisations in Article 8 2 shall be amended to read "
 - Big Lottery Fund
 - Arts Council England
 - The Secretary of State for Culture Media and Sport"
- (l) Article 8 3 shall be deleted in its entirety, and reference to it throughout the Articles shall be removed. The remaining Articles shall be renumbered accordingly
- (m) Articles 8 7, 8 8 and 8 9 shall be deleted in their entirety

Consent of Protector

In accordance with Clause 16 of the Trust Deed of Legacy Trust UK, I hereby consent in writing to the above changes


Signature


Date

THE COMPANIES ACT 2006
COMPANY NOT HAVING A SHARE CAPITAL
WRITTEN SPECIAL RESOLUTION
of
LEGACY TRUST (UK) LIMITED
Company No: 6013157

We the undersigned, being 75% of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held

WRITTEN SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the following amendments to the Articles of Association be approved and adopted

- (a) The header shall be amended to read "THE COMPANIES ACTS 1985 - 2006",
- (b) The definition of "Act" in Article 1 2 shall be amended to read "the Companies Act 2006",
- (c) The definition of "Commission" in Article 1 2 shall be amended to read "the Charity Commission for England and Wales",
- (d) The definition of "Electronic Communication" in Article 1 2 shall be amended to read "a communication in electronic form as defined in section 1168 of the Act",
- (e) The words "the Companies Act 1989" shall be removed from the definition of "Statutes" in Article 1 2
- (f) Article 2 1 shall be amended to read "The number of Members shall not exceed 9"
- (g) Article 4 1 shall be amended to read "A general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed by 90% of the Members entitled to attend and vote at the meeting"
- (h) Article 5 8 shall be amended to read

- "5 8 (a) An ordinary resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of a simple majority the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote
- (b) A special resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of at least 75% of the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote "
- (i) Article 7 shall be amended to read "The number of Governors when complete shall be 9 ",
- (j) Article 8 1 shall be deleted in its entirety and replaced with the following wording: "With the exception of those Governors appointed under Article 8.2, Governors shall be appointed by the Board from time to time "
- (k) The list of organisations in Article 8 2 shall be amended to read "
 - Big Lottery Fund
 - Arts Council England
 - The Secretary of State for Culture Media and Sport"
- (l) Article 8 3 shall be deleted in its entirety, and reference to it throughout the Articles shall be removed. The remaining Articles shall be renumbered accordingly.
- (m) Articles 8 7, 8 8 and 8 9 shall be deleted in their entirety

Susan Johnson
Print Name


Signature

22-SEPT-2010
Date

THE COMPANIES ACT 2006
COMPANY NOT HAVING A SHARE CAPITAL
WRITTEN SPECIAL RESOLUTION

of

LEGACY TRUST (UK) LIMITED

Company No: 6013157

We the undersigned, being 75% of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held

WRITTEN SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the following amendments to the Articles of Association be approved and adopted:

- (a) The header shall be amended to read "THE COMPANIES ACTS 1985 – 2006",
- (b) The definition of "Act" in Article 1 2 shall be amended to read "the Companies Act 2006";
- (c) The definition of "Commission" in Article 1 2 shall be amended to read "the Charity Commission for England and Wales";
- (d) The definition of "Electronic Communication" in Article 1 2 shall be amended to read "a communication in electronic form as defined in section 1168 of the Act",
- (e) The words "the Companies Act 1989" shall be removed from the definition of "Statutes" in Article 1.2.
- (f) Article 2 1 shall be amended to read "The number of Members shall not exceed 9"
- (g) Article 4 1 shall be amended to read "A general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed by 90% of the Members entitled to attend and vote at the meeting"
- (h) Article 5 8 shall be amended to read

- "5.8 (a) An ordinary resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of a simple majority the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote.
- (b) A special resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of at least 75% of the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote "
- (i) Article 7 shall be amended to read "The number of Governors when complete shall be 9 ",
- (j) Article 8 1 shall be deleted in its entirety and replaced with the following wording: "With the exception of those Governors appointed under Article 8 2, Governors shall be appointed by the Board from time to time."
- (k) The list of organisations in Article 8 2 shall be amended to read "
- Big Lottery Fund
 - Arts Council England
 - The Secretary of State for Culture Media and Sport"
- (l) Article 8 3 shall be deleted in its entirety, and reference to it throughout the Articles shall be removed. The remaining Articles shall be renumbered accordingly
- (m) Articles 8.7, 8 8 and 8.9 shall be deleted in their entirety

Stuart William Morris
Print Name

W. Stuart Morris
Signature

16th September 2010
Date

THE COMPANIES ACT 2006
COMPANY NOT HAVING A SHARE CAPITAL
WRITTEN SPECIAL RESOLUTION

of

LEGACY TRUST (UK) LIMITED

Company No: 6013157

We the undersigned, being 75% of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held

WRITTEN SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the following amendments to the Articles of Association be approved and adopted

- (a) The header shall be amended to read "THE COMPANIES ACTS 1985 - 2006",
- (b) The definition of "Act" in Article 1 2 shall be amended to read "the Companies Act 2006",
- (c) The definition of "Commission" in Article 1 2 shall be amended to read "the Charity Commission for England and Wales";
- (d) The definition of "Electronic Communication" in Article 1 2 shall be amended to read "a communication in electronic form as defined in section 1168 of the Act";
- (e) The words "the Companies Act 1989" shall be removed from the definition of "Statutes" in Article 1.2
- (f) Article 2 1 shall be amended to read "The number of Members shall not exceed 9".
- (g) Article 4.1 shall be amended to read "A general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed by 90% of the Members entitled to attend and vote at the meeting"
- (h) Article 5.8 shall be amended to read:

- "5.8 (a) An ordinary resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of a simple majority the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote.
- (b) A special resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of at least 75% of the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote."
- (i) Article 7 shall be amended to read "The number of Governors when complete shall be 9";
- (j) Article 8.1 shall be deleted in its entirety and replaced with the following wording: "With the exception of those Governors appointed under Article 8.2, Governors shall be appointed by the Board from time to time."
- (k) The list of organisations in Article 8.2 shall be amended to read "
 - Big Lottery Fund
 - Arts Council England
 - The Secretary of State for Culture Media and Sport"
- (l) Article 8.3 shall be deleted in its entirety, and reference to it throughout the Articles shall be removed. The remaining Articles shall be renumbered accordingly.
- (m) Articles 8.7, 8.8 and 8.9 shall be deleted in their entirety

ANUPAM GANGOLI

Print Name

Anupam Gangoli
Signature

17 September 2010
Date

THE COMPANIES ACT 2006
COMPANY NOT HAVING A SHARE CAPITAL
WRITTEN SPECIAL RESOLUTION
of
LEGACY TRUST (UK) LIMITED

Company No: 6013157

We the undersigned, being 75% of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held

WRITTEN SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the following amendments to the Articles of Association be approved and adopted

- (a) The header shall be amended to read "THE COMPANIES ACTS 1985 - 2006",
- (b) The definition of "Act" in Article 1 2 shall be amended to read "the Companies Act 2006",
- (c) The definition of "Commission" in Article 1 2 shall be amended to read "the Charity Commission for England and Wales",
- (d) The definition of "Electronic Communication" in Article 1 2 shall be amended to read "a communication in electronic form as defined in section 1168 of the Act",
- (e) The words "the Companies Act 1989" shall be removed from the definition of "Statutes" in Article 1 2
- (f) Article 2 1 shall be amended to read "The number of Members shall not exceed 9"
- (g) Article 4 1 shall be amended to read "A general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed by 90% of the Members entitled to attend and vote at the meeting"
- (h) Article 5 8 shall be amended to read

"5 8 (a) An ordinary resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of a simple majority the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote.

(b) A special resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of at least 75% of the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote."

(i) Article 7 shall be amended to read "The number of Governors when complete shall be 9.",

(j) Article 8.1 shall be deleted in its entirety and replaced with the following wording "With the exception of those Governors appointed under Article 8.2, Governors shall be appointed by the Board from time to time "

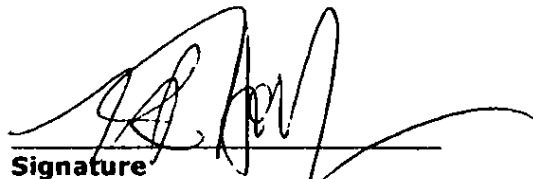
(k) The list of organisations in Article 8.2 shall be amended to read

- Big Lottery Fund
- Arts Council England
- The Secretary of State for Culture Media and Sport"

(l) Article 8.3 shall be deleted in its entirety, and reference to it throughout the Articles shall be removed. The remaining Articles shall be renumbered accordingly

(m) Articles 8 7, 8.8 and 8.9 shall be deleted in their entirety

IR. HORNESBY
.....
Print Name


Signature

14/9/2000
Date

THE COMPANIES ACT 2006
COMPANY NOT HAVING A SHARE CAPITAL
WRITTEN SPECIAL RESOLUTION

of

LEGACY TRUST (UK) LIMITED

Company No: 6013157

We the undersigned, being 75% of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held

WRITTEN SPECIAL RESOLUTION


IT IS HEREBY RESOLVED THAT the following amendments to the Articles of Association be approved and adopted:

- (a) The header shall be amended to read "THE COMPANIES ACTS 1985 - 2006",
- (b) The definition of "Act" in Article 1 2 shall be amended to read "the Companies Act 2006",
- (c) The definition of "Commission" in Article 1 2 shall be amended to read "the Charity Commission for England and Wales",
- (d) The definition of "Electronic Communication" in Article 1.2 shall be amended to read "a communication in electronic form as defined in section 1168 of the Act";
- (e) The words "the Companies Act 1989" shall be removed from the definition of "Statutes" in Article 1 2
- (f) Article 2 1 shall be amended to read "The number of Members shall not exceed 9"
- (g) Article 4 1 shall be amended to read "A general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed by 90% of the Members entitled to attend and vote at the meeting"
- (h) Article 5 8 shall be amended to read

- "5.8 (a) An ordinary resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of a simple majority the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote
- (b) A special resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of at least 75% of the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote "
- (i) Article 7 shall be amended to read "The number of Governors when complete shall be 9 ",
- (j) Article 8 1 shall be deleted in its entirety and replaced with the following wording "With the exception of those Governors appointed under Article 8 2, Governors shall be appointed by the Board from time to time "
- (k) The list of organisations in Article 8 2 shall be amended to read "
- Big Lottery Fund
 - Arts Council England
 - The Secretary of State for Culture Media and Sport"
- (l) Article 8 3 shall be deleted in its entirety, and reference to it throughout the Articles shall be removed. The remaining Articles shall be renumbered accordingly
- (m) Articles 8 7, 8 8 and 8 9 shall be deleted in their entirety

ANNA SOUTHALL

Print Name



Signature

20 Sept 2010

Date

THE COMPANIES ACT 2006
COMPANY NOT HAVING A SHARE CAPITAL
WRITTEN SPECIAL RESOLUTION
of
LEGACY TRUST (UK) LIMITED
Company No: 6013157

We the undersigned, being 75% of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

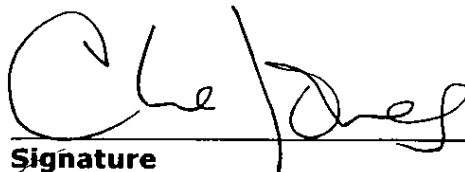
WRITTEN SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the following amendments to the Articles of Association be approved and adopted:

- (a) The header shall be amended to read "THE COMPANIES ACTS 1985 - 2006";
- (b) The definition of "Act" in Article 1.2 shall be amended to read "the Companies Act 2006";
- (c) The definition of "Commission" in Article 1.2 shall be amended to read "the Charity Commission for England and Wales";
- (d) The definition of "Electronic Communication" in Article 1.2 shall be amended to read "a communication in electronic form as defined in section 1168 of the Act";
- (e) The words "the Companies Act 1989" shall be removed from the definition of "Statutes" in Article 1.2.
- (f) Article 2.1 shall be amended to read "The number of Members shall not exceed 9".
- (g) Article 4.1 shall be amended to read "A general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed by 90% of the Members entitled to attend and vote at the meeting"
- (h) Article 5.8 shall be amended to read:

- "5.8 (a) An ordinary resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of a simple majority the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote.
- (b) A special resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of at least 75% of the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote."
- (i) Article 7 shall be amended to read "The number of Governors when complete shall be 9.",
- (j) Article 8.1 shall be deleted in its entirety and replaced with the following wording "With the exception of those Governors appointed under Article 8.2, Governors shall be appointed by the Board from time to time "
- (k) The list of organisations in Article 8.2 shall be amended to read "
 - Big Lottery Fund
 - Arts Council England
 - The Secretary of State for Culture Media and Sport"
- (l) Article 8 3 shall be deleted in its entirety, and reference to it throughout the Articles shall be removed. The remaining Articles shall be renumbered accordingly.
- (m) Articles 8.7, 8.8 and 8.9 shall be deleted in their entirety

CHUE JONES
Print Name


Signature

14 September 2010.
Date

THE COMPANIES ACT 2006
COMPANY NOT HAVING A SHARE CAPITAL
WRITTEN SPECIAL RESOLUTION
of
LEGACY TRUST (UK) LIMITED
Company No: 6013157

We the undersigned, being 75% of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held

WRITTEN SPECIAL RESOLUTION


IT IS HEREBY RESOLVED THAT the following amendments to the Articles of Association be approved and adopted

- (a) The header shall be amended to read "THE COMPANIES ACTS 1985 - 2006";
- (b) The definition of "Act" in Article 1.2 shall be amended to read "the Companies Act 2006",
- (c) The definition of "Commission" in Article 1.2 shall be amended to read "the Charity Commission for England and Wales",
- (d) The definition of "Electronic Communication" in Article 1.2 shall be amended to read "a communication in electronic form as defined in section 1168 of the Act",
- (e) The words "the Companies Act 1989" shall be removed from the definition of "Statutes" in Article 1.2.
- (f) Article 2.1 shall be amended to read "The number of Members shall not exceed 9"
- (g) Article 4.1 shall be amended to read "A general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed by 90% of the Members entitled to attend and vote at the meeting".
- (h) Article 5.8 shall be amended to read

- "5 8 (a) An ordinary resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of a simple majority the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote.
- (b) A special resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of at least 75% of the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote."
- (i) Article 7 shall be amended to read "The number of Governors when complete shall be 9.",
- (j) Article 8.1 shall be deleted in its entirety and replaced with the following wording: "With the exception of those Governors appointed under Article 8 2, Governors shall be appointed by the Board from time to time."
- (k) The list of organisations in Article 8 2 shall be amended to read
- Big Lottery Fund
 - Arts Council England
 - The Secretary of State for Culture Media and Sport"
- (l) Article 8 3 shall be deleted in its entirety, and reference to it throughout the Articles shall be removed. The remaining Articles shall be renumbered accordingly
- (m) Articles 8.7, 8.8 and 8 9 shall be deleted in their entirety

HOWARD DAWBER

 Print Name


 Signature

16-09-10.
 Date

THE COMPANIES ACT 2006
COMPANY NOT HAVING A SHARE CAPITAL
WRITTEN SPECIAL RESOLUTION
of
LEGACY TRUST (UK) LIMITED

Company No: 6013157

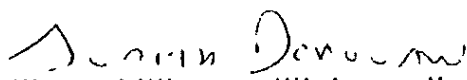
We the undersigned, being 75% of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held

WRITTEN SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the following amendments to the Articles of Association be approved and adopted

- (a) The header shall be amended to read "THE COMPANIES ACTS 1985 - 2006",
- (b) The definition of "Act" in Article 1 2 shall be amended to read "the Companies Act 2006",
- (c) The definition of "Commission" in Article 1 2 shall be amended to read "the Charity Commission for England and Wales",
- (d) The definition of "Electronic Communication" in Article 1.2 shall be amended to read "a communication in electronic form as defined in section 1168 of the Act",
- (e) The words "the Companies Act 1989" shall be removed from the definition of "Statutes" in Article 1.2
- (f) Article 2.1 shall be amended to read "The number of Members shall not exceed 9"
- (g) Article 4 1 shall be amended to read "A general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed by 90% of the Members entitled to attend and vote at the meeting"
- (h) Article 5 8 shall be amended to read:

- "5.8 (a) An ordinary resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of a simple majority the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote.
- (b) A special resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of at least 75% of the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote."
- (i) Article 7 shall be amended to read "The number of Governors when complete shall be 9 ",
- (j) Article 8 1 shall be deleted in its entirety and replaced with the following wording "With the exception of those Governors appointed under Article 8 2, Governors shall be appointed by the Board from time to time."
- (k) The list of organisations in Article 8.2 shall be amended to read "
 - Big Lottery Fund
 - Arts Council England
 - The Secretary of State for Culture Media and Sport"
- (l) Article 8 3 shall be deleted in its entirety, and reference to it throughout the Articles shall be removed. The remaining Articles shall be renumbered accordingly
- (m) Articles 8 7, 8 8 and 8 9 shall be deleted in their entirety


Print Name


Signature

17/05/10
Date

Circulation Date: 14 September

2010

THE COMPANIES ACT 2006
COMPANY NOT HAVING A SHARE CAPITAL
WRITTEN SPECIAL RESOLUTION
of
LEGACY TRUST (UK) LIMITED
Company No: 6013157

We the undersigned, being 75% of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

WRITTEN SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the following amendments to the Articles of Association be approved and adopted

- (a) The header shall be amended to read "THE COMPANIES ACTS 1985 – 2006",
- (b) The definition of "Act" in Article 1.2 shall be amended to read "the Companies Act 2006",
- (c) The definition of "Commission" in Article 1 2 shall be amended to read "the Charity Commission for England and Wales";
- (d) The definition of "Electronic Communication" in Article 1 2 shall be amended to read "a communication in electronic form as defined in section 1168 of the Act",
- (e) The words "the Companies Act 1989" shall be removed from the definition of "Statutes" in Article 1.2.
- (f) Article 2 1 shall be amended to read "The number of Members shall not exceed 9"
- (g) Article 4.1 shall be amended to read "A general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed by 90% of the Members entitled to attend and vote at the meeting".
- (h) Article 5 8 shall be amended to read:

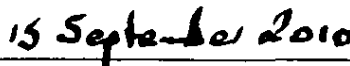


- "5.8 (a) An ordinary resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of a simple majority the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote.
- (b) A special resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of at least 75% of the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote."
- (i) Article 7 shall be amended to read "The number of Governors when complete shall be 9 ",
- (j) Article 8.1 shall be deleted in its entirety and replaced with the following wording: "With the exception of those Governors appointed under Article 8.2, Governors shall be appointed by the Board from time to time "
- (k) The list of organisations in Article 8.2 shall be amended to read "
 - Big Lottery Fund
 - Arts Council England
 - The Secretary of State for Culture Media and Sport"
- (l) Article 8.3 shall be deleted in its entirety, and reference to it throughout the Articles shall be removed. The remaining Articles shall be renumbered accordingly
- (m) Articles 8.7, 8.8 and 8.9 shall be deleted in their entirety


.....
Print Name



Signature



Date

Circulation Date: 14 September

2010

THE COMPANIES ACT 2006
COMPANY NOT HAVING A SHARE CAPITAL
WRITTEN SPECIAL RESOLUTION
of
LEGACY TRUST (UK) LIMITED
Company No: 6013157

We the undersigned, being 75% of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

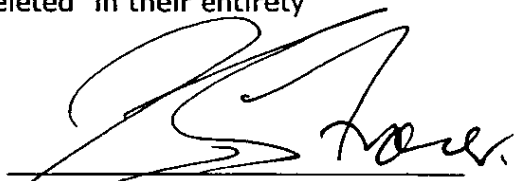
WRITTEN SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the following amendments to the Articles of Association be approved and adopted:

- (a) The header shall be amended to read "THE COMPANIES ACTS 1985 - 2006",
- (b) The definition of "Act" in Article 1 2 shall be amended to read "the Companies Act 2006";
- (c) The definition of "Commission" in Article 1 2 shall be amended to read "the Charity Commission for England and Wales";
- (d) The definition of "Electronic Communication" in Article 1.2 shall be amended to read "a communication in electronic form as defined in section 1168 of the Act",
- (e) The words "the Companies Act 1989" shall be removed from the definition of "Statutes" in Article 1.2.
- (f) Article 2 1 shall be amended to read "The number of Members shall not exceed 9"
- (g) Article 4 1 shall be amended to read "A general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed by 90% of the Members entitled to attend and vote at the meeting".
- (h) Article 5 8 shall be amended to read.

- "5.8 (a) An ordinary resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of a simple majority the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote.
- (b) A special resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of at least 75% of the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote."
- (i) Article 7 shall be amended to read "The number of Governors when complete shall be 9 ",
- (j) Article 8.1 shall be deleted in its entirety and replaced with the following wording: "With the exception of those Governors appointed under Article 8 2, Governors shall be appointed by the Board from time to time."
- (k) The list of organisations in Article 8.2 shall be amended to read "
 - Big Lottery Fund
 - Arts Council England
 - The Secretary of State for Culture Media and Sport"
- (l) Article 8 3 shall be deleted in its entirety, and reference to it throughout the Articles shall be removed The remaining Articles shall be renumbered accordingly.
- (m) Articles 8.7, 8.8 and 8.9 shall be deleted in their entirety

STUART SOHN FRASER
Print Name


Signature

15/09/2010
Date

THE COMPANIES ACT 2006
COMPANY NOT HAVING A SHARE CAPITAL
WRITTEN SPECIAL RESOLUTION

of

LEGACY TRUST (UK) LIMITED

Company No: 6013157

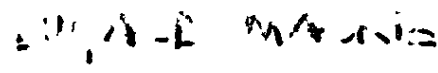
We the undersigned, being 75% of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held

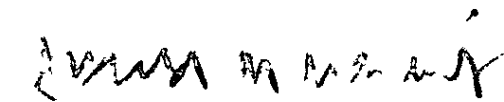
WRITTEN SPECIAL RESOLUTION


IT IS HEREBY RESOLVED THAT the following amendments to the Articles of Association be approved and adopted

- (a) The header shall be amended to read "THE COMPANIES ACTS 1985 - 2006",
- (b) The definition of "Act" in Article 1 2 shall be amended to read "the Companies Act 2006",
- (c) The definition of "Commission" in Article 1 2 shall be amended to read "the Charity Commission for England and Wales",
- (d) The definition of "Electronic Communication" in Article 1 2 shall be amended to read "a communication in electronic form as defined in section 1168 of the Act",
- (e) The words "the Companies Act 1989" shall be removed from the definition of "Statutes" in Article 1 2
- (f) Article 2 1 shall be amended to read "The number of Members shall not exceed 9"
- (g) Article 4 1 shall be amended to read "A general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed by 90% of the Members entitled to attend and vote at the meeting"
- (h) Article 5 8 shall be amended to read

- "5.8 (a) An ordinary resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of a simple majority the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote
- (b) A special resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of at least 75% of the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote "
- (i) Article 7 shall be amended to read "The number of Governors when complete shall be 9 ",
- (j) Article 8 1 shall be deleted in its entirety and replaced with the following wording: "With the exception of those Governors appointed under Article 8.2, Governors shall be appointed by the Board from time to time "
- (k) The list of organisations in Article 8 2 shall be amended to read "
- Big Lottery Fund
 - Arts Council England
 - The Secretary of State for Culture Media and Sport"
- (l) Article 8 3 shall be deleted in its entirety, and reference to it throughout the Articles shall be removed. The remaining Articles shall be renumbered accordingly
- (m) Articles 8 7, 8 8 and 8.9 shall be deleted in their entirety


Print Name


Signature


Date

Company No: 6013157

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

LEGACY TRUST UK LIMITED

Interpretation

- 1 1 No regulations set out in any schedule to any of the Statutes shall apply as the regulations or articles of association of the Company
- 1 2 In these Articles the following expressions shall, except where the context otherwise requires or permits, have the following meanings.

Act the Companies Act 2006;

Articles these articles of association as from time to time altered,

Board the Board of Governors of the Company,

body includes any charity, government, governmental or statutory body, company, body corporate, corporation, partnership, joint venture, association, (whether incorporated or unincorporated), friendly society, club, institute, organisation, hospital, university, college, school, trust, or funding body, in each case whether or not having separate legal personality;

<i>Chairman</i>	the chairman for the time being of the Board;
<i>clear days</i>	in relation to the period of a notice, that period excluding the day on which 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;
<i>Commission</i>	the Charity Commission for England and Wales;
<i>Committee</i>	a committee of the Board together with other persons appointed by the Board
<i>Electronic communication</i>	a communication in electronic form as defined in section 1168 of the Act
<i>executed</i>	includes any relevant mode of execution,
<i>Governor</i>	a member for the time being of the Board;
<i>Member</i>	a member for the time being of the Company;
<i>person</i>	any individual or body;
<i>Seal</i>	the common seal of the Company if it has one,
<i>Secretary</i>	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,
<i>Secretary of State</i>	The Secretary of State for Culture, Media and Sport or such other of Her Majesty's principal Secretaries of State as for the time being has responsibility for the National Lottery,
<i>Statutes</i>	the Act and every other act for the time

being in force concerning companies
registered under the Act,

written or in writing

in writing, or in any way of representing
words legibly so that they are permanent, or
in electronic form

- 1 3 In these Articles any reference to any statutory provisions or enactment shall include a reference to that statutory provision or enactment as amended, extended, consolidated or replaced from time to time (whether before or after the date of adopted of these Articles) and to any order, regulation, instrument or other subordinate legislation made under the relevant statutory provision or enactment
- 1 4 References to the word "include" or "including" shall be construed without limitation unless the context otherwise requires
- 1 5 Unless the context otherwise requires, words denoting the singular shall include the plural and vice versa

Members

- 2.1 The number of Members shall not exceed 9.
- 2.2 The persons who were Members on the date of adoption of these Articles and such other persons as are admitted to membership in accordance with these Articles shall be the members of the Company Every person who wishes to become a Member shall deliver to the Company.
- 2.2.1 an application for membership, and
- 2.2.2 such other documents as the Board may require;
- in each case in such form as the Board may, from time to time, specify. Subject thereto, and to being first appointed as a Governor pursuant to Article 8, such person shall be admitted as a Member.
- 2 3 A Member may at any time withdraw from the Company by giving written notice to the Company
- 2.4 No person shall be a Member who is not also a Governor. A Member shall cease to be a Member immediately if for any reason he or she ceases to be a Governor.

- 2 5 Membership of the Company shall be personal to each Member, shall not be transferable and shall cease upon the Member's death.

General meetings

- 3.1 All general meetings other than annual general meetings shall be called extraordinary general meetings
- 3.2 The Board may call general meetings A Governor who wishes to request the Board to call a general meeting, but is unable within a reasonable period to convene a quorate meeting of the Board for such purpose, shall be entitled to call a general meeting of his or her own motion.
- 3 3 A general meeting may be held by way of a video or audio conference telephone or similar equipment designed to allow each participant to take part in the meeting (or by a combination of such media) provided that at all times the number of Members participating in such meeting is sufficient to constitute a quorum. A Member shall be deemed to participate in a general meeting if he or she can hear and be heard by each other Member participating in the meeting All Members so participating shall be treated as being present at the meeting for the purpose of determining whether the quorum requirements are fulfilled

Notice of general meetings

- 4.1 A general meeting shall be called by at least 14 clear days' notice, but may be called by shorter notice if it is so agreed by 90% of the Members entitled to attend and vote at the meeting
- 4 2 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.
- 4.3 The notice shall be given to all the Members and to the auditors
- 4 4 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

- 5 1 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not

preclude the choice or appointment of a chairman, in accordance with Article 5 3, which shall not be treated as part of the business of the meeting Four Members present and entitled to vote upon the business to be transacted shall be a quorum.

- 5 2 If a quorum is not present within 15 minutes (or such longer time not exceeding half an hour as the chairman of the meeting may decide to wait) from the time appointed for a general meeting, the meeting shall stand adjourned to such time, place and day as the chairman of the meeting may determine.
- 5 3 The Chairman, if present and willing to act, shall preside as chairman of the meeting. If the Chairman is unwilling to preside or is not present within 15 minutes after the time appointed for holding the meeting the Members present shall elect one of their number to preside as chairman of the meeting.
- 5 4 The chairman of a 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 that might properly have been transacted at the meeting had the adjournment not taken place. It shall not be necessary to give any notice of the adjournment or of the business to be transacted at any adjourned meeting.
- 5.5 A resolution put to the vote of a meeting shall be decided on a show of hands Any member participating in accordance with Article 3 3 may vote in such manner as the Chairman of the meeting shall allow.
- 5.6 A declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the 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.
- 5.7 In the case of an equality of votes on any ordinary resolution, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have
- 5 8 (a) An ordinary resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of a simple majority the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote

- (b) A special resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Members may approve) by or on behalf of at least 75% of the Members entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Such a resolution may consist of several documents each signed or approved by one or more of the Members entitled to vote.

Votes of Members

- 6.1 On a show of hands every Member who is present shall have one vote. A Member shall not be entitled to appoint a proxy.
- 6.2 No objection shall be raised to the qualification of any Member to vote except at the meeting or adjourned meeting at which the vote objected to is or is to be tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

Number of Governors

- 7 Ordinarily, the number of Governors when complete shall be 9.

Appointment of Governors

- 8.1 With the exception of those Governors appointed under Article 8.2, Governors shall be appointed by the Board from time to time.
- 8.2 The following bodies shall each have the power by notice to the Company to appoint one Governor to act at any one time and any such appointment shall take effect not less than 48 hours after notice of it has been received by the Company or (if later) on the date specified in the notice.
- BIG Lottery Fund
 - Arts Council England
 - The Secretary of State for Culture Media and Sport
- 8.3 The body which appoints a Governor under Article 8.2 shall have the power to remove that person from the Board at any time.
- 8.4 The body which appoints a Governor under Article 8.2 or removes a Governor under Article 8.3 shall give notice to the Company of any such appointment or removal.

- 8.5 When making any appointment under Article 8.1, the Board may specify that the Governor shall retire at the end of a fixed period and any Governor so appointed shall retire at the end of that period but may then be reappointed for a further period which need not be a fixed period. The Board may by resolution remove any Governor appointed by them under article 8.1.

Disqualification and removal of Governors

9 The office of Governor shall be vacated if the Governor:

- 9.1.1 ceases to be a Governor by virtue of the Statutes or these Articles, or becomes prohibited by law from acting as a Governor;
- 9.1.2 becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 9.1.3 is the subject of an order made by a court on the grounds (however formulated) of mental disorder for the Governor's detention or for the appointment of some person to exercise powers with respect to his or her property or affairs and, in any such case, the Board resolves that the Governor's office shall be vacated;
- 9.1.4 resigns from office by notice to the Company or tendered at a meeting of the Board,
- 9.1.5 is absent from meetings of the Board during a continuous period of six consecutive months without permission from the Board and the Board resolves that the Governor's office shall be vacated;
- 9.1.6 has been appointed for a specified period, and such period expires;
- 9.1.7 ceases to be a Member for any reason,
- 9.1.8 in the case of a Governor appointed under Article 8.2, is removed by the body having power to remove him or her

Remuneration of Governors

- 10 The office of Governor shall not be remunerated

Governors' expenses

- 11 The Board may authorise the payment or repayment by the Company to any Governor of any reasonable expenses properly incurred in connection with attendance at meetings of the Board or general meetings of the Company or the performance of his or her duties as a Member or Governor or otherwise in connection with the affairs of the Company

Powers of Governors

- 12.1 Subject to the provisions of the Memorandum of Association of the Company and these Articles and to any directions given by resolution of the Members, the business of the Company shall be managed by the Board, which may exercise all the powers of the Company. The powers given by this Article shall not be limited by any special power given to the Governors by these Articles
- 12.2 No alteration of the Memorandum of Association of the Company or these Articles and no such direction of the Members as is referred to in Article 12.1 shall invalidate any prior act of the Governors that would have been valid if that alteration had not been made or that direction had not been given.

Proceedings of Governors

- 13.1 Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit. A Governor may, and the Secretary at the request of a Governor shall, call a meeting of the Board. A meeting of the Board shall be held at least once in every three calendar months
- 13.2 Except at first the quorum for the transaction of business at any meeting of the Board shall be four Governors or such other quorum as is fixed by the Board from time to time
- 13.3 The continuing Governors or a sole continuing Governor may act notwithstanding any vacancies in their number but, if the number of Governors is less than five, the continuing Governor or Governors may act only for the purposes of the appointment of additional Governors and the admission of additional Members.
- 13.4 The Governors shall elect the Chairman from one of the Governors appointed under article 8.1. Unless unwilling to do so, the Governor so appointed Chairman shall preside at every meeting of the Board at which he or she is present. If Governors have not been appointed under article 8.1, or if they have been appointed but the

Chairman is unwilling to preside or is not present within 15 minutes after the time appointed for holding the meeting, the Governors present shall elect one of their number to preside as chairman of the meeting.

- 13.5 Matters arising at a meeting of the Board shall be decided by a majority of votes.
- 13.6 At any meeting of the Board, each Governor shall have one vote
- 13.7 In the case of an equality of votes, the chairman of any meeting of the Board shall be entitled to a casting vote in addition to any other vote or votes he or she may have
- 13.8 A resolution in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Board may approve) by or on behalf of all the Governors entitled to vote on such resolution and to be counted in the quorum at a meeting of the Board for the purposes of such resolution shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held, provided it is approved by a sufficient number of Governors to constitute a quorum. Such a resolution may consist of several documents each signed or approved by or on behalf of one or more Governors.
- 13.9 A meeting of the Board may be held by way of a video or audio conference telephone or similar equipment designed to allow each participant to take part in the meeting (or by a combination of such media) provided that at all times the number of Governors participating in such meeting is sufficient to constitute a quorum. A Governor shall be deemed to participate in a meeting if he or she can hear and be heard by each other Governor participating in the meeting. All Governors so participating shall be treated as being present at the meeting for the purpose of determining whether the quorum requirements are fulfilled

Delegation of the powers of the Board

- 14.1 The Board may from time to time provide for the management and transaction of the affairs of the Company in such manner as it thinks fit. In particular, the Board may delegate any of its powers and discretions to Committees, provided that a majority of the members of every Committee (or sub-delegate as provided for in the Articles) shall be Governors.
- 14.2 Any such delegation shall be on such terms and subject to such conditions as the Board shall think fit. The Board may revoke in whole or in part any such delegation or vary the terms of such delegation but no person dealing in good faith and without notice thereof shall be affected by any such revocation or variation

- 14.3 A delegate of the Board shall be entitled to sub-delegate any power or discretion vested by the Board in him, her or it subject to any restrictions or conditions imposed from time to time by the Board
- 14 4 The Board (or a duly authorised delegate of the Board) shall make provision for the reporting by delegates (or sub-delegates) with regard to the exercise of the powers and discretions of the Board delegated to them The provisions may allow delegates (or sub-delegates) to report to the Board, to any Committee or to any other duly authorised delegate of the Board.

Agents

- 15 Without prejudice to the generality of Article 14, the Board may appoint any person or persons (including members of a group which changes over time) to be the agent or agents of the Company for such purposes, on such terms and subject to such conditions (including terms as to remuneration and expenses) as the Board determines Any such appointment may contain such provision for the protection or convenience of any person dealing with such agent or agents as the Board thinks fit

Committees

- 16 1 No power vested in the Board shall be deemed incapable of delegation to a Committee If the Board shall delegate a power or discretion to a Committee, any reference in these Articles to the exercise of that power or discretion shall include its use by the Committee. A Committee must comply with any regulations made by the Board
- 16 2 Unless the Board shall otherwise determine
- 16.2.1 the proceedings of Committees with two or more members shall be governed by the Articles regulating the proceedings of the Board set out in Articles 13.4 to 13 9, 18 and 22 so far as they are capable of applying and references therein to "Governor" shall be to any member of such a Committee; and
- 16 2.2 the quorum for proceedings of Committees shall be two both of whom shall be Governors
- 16 3 A Committee may sub-delegate powers and discretions to any sub-committee, any member or members of such Committee or any sub-committee, or any other person or persons as it may determine unless and to the extent expressly prohibited from

doing so by any regulations made by the Board either generally or in respect of such Committee.

Governors' interests

- 17 1 Where a Governor has, to his or her knowledge, an interest (directly or indirectly) concerning a matter that he or she is aware is due to be considered at, or that arises for consideration during the course of, a meeting of the Board, he or she shall be obliged to declare the nature and extent of such interest to the Board
- 17.2 Unless otherwise provided in these Articles, if a Governor has an interest that is material, he or she shall not vote nor be counted in the quorum, whether at a meeting or for the purposes of Article 13.8, on the matter in which such material interest arises

Validity of Acts

- 18 All acts done by the Board, by a Committee or any other delegate of the Board, by any sub-committee or any other sub-delegate of any delegate, or by a person acting as Governor shall be valid, notwithstanding that it shall afterwards be discovered that there was a defect in the appointment of any Governor or any member of such a Committee or sub-committee or any such delegate or sub-delegate, or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote

Execution of documents

- 19 1 If the Company has a Seal, it shall only be used with the authority of the Board or a duly authorised delegate of 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 Governor and by the Secretary or a second Governor.
- 19.2 Any instrument signed by one Governor and the Secretary or by two Governors and expressed to be executed by the Company shall have the same effect as if executed under the Seal, provided that no instrument that makes it clear on its face that it is intended by the person or persons making it to have effect as a deed shall be so signed without the authority of the Board or of a delegate authorised by the Board in that behalf.

Secretary

- 20 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 it may think fit, and any Secretary so appointed may be removed by the Board

Minutes

- 21 The Governors shall cause minutes to be made in books kept for such purpose
- 21.1.1 of all appointments of Governors, and
- 21.1.2 of all proceedings at meetings of the Members, the Board and any Committee.

Notices

- 22.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing. Any notice to be given to the Company shall, unless otherwise provided in these Articles, be delivered to the registered office of the Company and marked "for the attention of the Company Secretary"
- 22.2 The Company may give any notice to a Member or Governor:
- 22.2.1 personally;
- 22.2.2 by delivering it by hand (which shall include by courier) to the address notified by the Member or Governor to the Company (or by leaving the notice at that address);
- 22.2.3 by sending it by post to the address notified by the Member or Governor in writing to the Company, or
- 22.2.4 by facsimile transmission to a fax number notified by the Member or Governor to the Company
- 22.3 A Member or Governor present at any meeting of the Company or the Board, respectively, shall be deemed to have received notice of the meeting and, where required, of the purposes for which it was called
- 22.4 Where a notice or other document is:

- 22 4 1 delivered personally or by hand, it shall be treated as being delivered at the time it is handed to or left for the Member or Governor;
- 22.4.2 sent by post in the United Kingdom, it shall be treated as being delivered on the first day (or, where second-class mail is employed, the second day) after the day when the envelope containing the notice is posted and, in proving such delivery, it shall be sufficient to prove that the envelope was properly addressed, stamped and posted;
- 22 4 3 sent by post to an address outside the United Kingdom, it shall be treated as being delivered on the third day after the day when the envelope containing the notice is posted and, in proving such delivery, it shall be sufficient to prove that the envelope was properly addressed, stamped and posted; or
- 22 4.4 sent by facsimile transmission or electronic mail, it shall be treated as being delivered two hours after the time of despatch and, in proving such delivery, it shall be sufficient to prove that the facsimile transmission or the electronic mail was properly addressed and despatched

Winding up

- 23 If the Company shall be wound up, then the provisions contained in clause 8 of the Memorandum of Association shall be performed and have effect in all respects as if the same were repeated in these Articles

Indemnity

- 24.1 Subject to the provisions of the Act, the Company may purchase and maintain insurance for or for the benefit of any persons who are or were at any time a Governor, other officer or employee of the Company or any other company or any trust against any liability
- 24.2 Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Governor, other officer or employee of the Company or any other company shall be indemnified out of the assets of the Company against any liability incurred by him or her as a Governor, other officer or employee to the fullest extent permitted by law from time to time.