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COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF HIGH HOUSE PRODUCTION PARK LIMITED

Incorporated under the Companies Act 2006

on 28 August 2008

**under No 6683419 (as amended by Special Resolution on 8
December 2011)**

The Companies Act 2006
A COMPANY LIMITED BY GUARANTEE
Articles of Association
of
High House Production Park Limited

INTERPRETATION

- 1 In these Articles, the words in the first column of the table below, shall bear the meanings set opposite to them in the second column, if not inconsistent with the subject or context

Words	Meanings
the Act	The Companies Act 2006 and every statutory modification, replacement or re-enactment of it for the time being in force
the or these Articles:	The Articles of Association of the Company, as amended from time to time
Chairman:	The chairman of Trustees appointed in accordance with these Articles
Charity Commission:	The Charity Commission for England and Wales
Clear Day:	In relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect
Connected Person:	Any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm or body corporate (including a limited liability partnership) of which a Trustee is a member or employee and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital
the Company:	Means the company regulated by these Articles
Electronic Form:	Something sent by electronic means (as defined by the Act), such as an email or fax, or by any other means while still being in electronic form
Eligible Trustees:	All Trustees who would be entitled to vote on a resolution at a meeting

Financial Expert:	An individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
Founder:	Thurrock Thames Gateway Development Corporation (or any successor body)
Founder Appointed Trustee:	A Trustee appointed by the Founder
General Meeting:	A general meeting of the Company
Member:	A member of the Company for the purposes of the Act and Members means all the members
the Objects:	The objects of the Company set out in Article 5
the Office:	The registered office of the Company
public sector body:	A body which has been classified as a public sector body by the Office of National Statistics (or any successor body) and included in the Public Bodies Directory
the Register:	The register of members of the Company kept pursuant to the Act
the Reserved Assets	Any land and buildings acquired by the Company (including any permanent fixtures attached to such land and buildings) before 31 March 2012 and any other building in the course of construction and financed by a grant or grants from public sector bodies on or before that date
the Seal:	The common seal of the Company, if it has one
the Secretary:	Any person appointed to perform the duties of secretary of the Company
a Trustee:	A director of the Company and Trustees means all the directors
Vice Chairman:	The vice chairman of Trustees appointed in accordance with these Articles
in writing or written:	The representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise

Unless specifically stated otherwise

Words or expressions bear the same meaning as in the Act as in force on the date when these Articles become binding on the Company

Words denoting the singular include the plural and vice versa

Words denoting any one gender include all genders

Each reference to "person" includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund and trust (in each case, whether or not having separate legal personality)

General words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things

The Companies (Model Articles) Regulations 2008 shall not apply to the Company

- 2 The name of the company is High House Production Park Limited
- 3 The Office of the Company will be situated in England
- 4 Every Member undertakes that if the Company is wound up while he is a Member, or within one year after he ceases to be a Member, that Member will contribute to the assets of the Company such amount as may be required for the payment of the debts and liabilities of the Company contracted before he ceases to be a Member, payment of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves not exceeding £1
- 5 The only objects for which the Company is established are
 - 5 1 the advancement of education (including training) for the benefit of the public by the provision of meeting rooms and other spaces for schools and other educational establishments, by participation in activities to support education providers and by the provision of outreach programmes for schools and other education providers in the community* with a view to enhancing the skills and competency of those educated in order for them to gain access to employment,
 - 5 2 the advancement of the arts, heritage and culture, by encouraging the engagement of the local community* in arts activities and events and by the holding of exhibitions and events and the display of artwork within those buildings,
 - 5 3 to further benefit the residents of the community*, without distinction of sex, sexual orientation, race or of political, religious or other opinions by associating together the said residents and the local authorities, voluntary and other organisations in a common effort to provide facilities in the interests of social welfare for recreation and leisure time occupation with the objective of improving the conditions of life for the residents and in particular to establish or secure the establishment of a community facility and to maintain or manage or co-operate with any statutory or other authority or organisation in the maintenance and management of such a centre for activities promoted by the Company in furtherance of this object, and
 - 5 4 the preservation and protection of, for the benefit of the public, buildings of public importance and particularly the grade II listed building known as High House Production Park ("the Objects")

* "the community" shall mean the community of Thurrock and such surrounding areas as the Trustees think fit ¹

6 In furtherance of the Objects but not further or otherwise, the Company shall have the following powers (but only to the extent to which they may lawfully be exercised by a company having exclusively charitable objects)

6 1 to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company,

6 2 subject to such consents as may be required by law, to sell, exchange, let, mortgage, charge, grant or create security over, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Company, save that the Company may only exercise this power in relation to the Reserved Assets with the prior consent of the Founder,

6 3 subject to such consents as may be required by law, to borrow and raise money and secure or discharge any debt or obligation of the Company in such manner as may be thought fit and in particular by mortgages of, or charges upon or security over, the undertaking and all or any of the real and personal property or assets (present and future) of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description, save that the Company may only grant security over the Reserved Assets with the prior consent of the Founder,

6 4 to raise funds and organise appeals and invite and receive contributions from any person whatsoever by way of subscription (whether or not under deed of covenant), donation and otherwise, and whether or not subject to any special trusts or conditions Provided that the Company shall not undertake any permanent trading activities in raising funds, the profits of which are liable to tax, otherwise than for carrying out the Objects,

6 5 to set aside funds for special purposes or as reserves against future expenditure,

6 6 to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit and to vary the investments in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,

6 7 to delegate the management of investments to a Financial Expert but only on terms that

6 7 1 the investment policy is set down in writing for the Financial Expert by the Trustees,

¹ Clause 5 amended by special resolution dated 8 December 2011

- 6 7 2 every transaction is reported promptly to the Trustees,
 - 6 7 3 the performance of the investments is reviewed regularly with the Trustees,
 - 6 7 4 the Trustees are entitled to cancel the delegation arrangements at any time,
 - 6 7 5 the investment policy and the delegation arrangement are reviewed at least once a year,
 - 6 7 6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt, and
 - 6 7 7 the Financial Expert must not do anything outside the powers of the Trustees
- 6 8 to arrange for investments or other property or assets of the Company 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) acting under the control of the Trustees or of a Financial Expert acting under their instructions and to pay any reasonable fee required,
- 6 9 to encourage groups of persons to form branches, friends groups or other voluntary groups and provide an organisation within which they should conduct their business which must be for, or conducive to, the Objects and at its discretion to dissolve any such branches, friends groups or other voluntary groups or dissociate them from the Company Each branch, friends group or other voluntary group shall be constituted and its affairs shall be carried on in accordance with regulations approved from time to time by the Trustees,
- 6 10 to establish, support, act as trustee of or aid in the establishment and support of any charitable associations, institutions or trusts and to subscribe or guarantee money for charitable purposes in any way connected with the Objects or which shall further the Company's interests or any of them,
- 6 11 to employ staff and to make provision for the payment of pensions and superannuation to or on behalf of employees and former employees of the Company and their spouses, civil partners, widows, widowers and other dependants and to provide life, health, accident and other insurances and other benefits (financial or otherwise) to or for the benefit of any of them,
- 6 12 to provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them, or any one of them, in respect of any negligence, default, breach of trust or breach of duty in relation to the Company Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees, or Trustee concerned, knew to be a breach of trust or breach of duty or which was committed by the Trustees or Trustee in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees, or any Trustee, in their capacity as Trustees, or a Trustee, of the Company,

- 6 13 to insure the property and assets of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required,
- 6 14 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with and provide support to them,
- 6 15 to subscribe to, support, affiliate, become a member of, transfer all or any of the Company's property to, amalgamate with or cooperate with any other charitable organisation, institution, society or body not formed for or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are, wholly or in part, similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company but to transfer the Company's property to or amalgamate with another such organisation, institute or society only with prior consent of the Founder,
- 6 16 to purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any one or more of the charitable organisations, institutions, societies or bodies having objects altogether or in part similar to the Objects,
- 6 17 to use any form of media and communication including but not limited to printing and publishing any newspaper, periodicals, books, articles or leaflets using films, television, video and the internet,
- 6 18 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts,
- 6 19 to undertake or support research in furtherance of the Objects and to publish the useful results of such research,
- 6 20 in so far as is permitted by law, to give all kinds of indemnities and to guarantee the performance of the obligations and liabilities of any person in each case either with or without the Company receiving any consideration or advantage,
- 6 21 to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses,
- 6 22 to provide financial assistance, to make grants or loans of money, to give guarantees and donations to and to provide equipment and apparatus,
- 6 23 to make applications for consent under bye-laws or regulations and other like applications,
- 6 24 to pay out of the funds of the Company the costs, charges and expenses of, and incidental to, the formation and registration of the Company,
- 6 25 to enter into contracts and provide services to or on behalf of other bodies,
- 6 26 to establish or acquire subsidiary companies to assist or act as agents for the Company,

- 6 27 to do all such other lawful and charitable things as shall further the attainment of the Objects
- 7 The income and property of the Company 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 the Members and no Trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company Provided that this Article shall not prevent any payment in good faith by the Company
- 7 1 of reasonable and proper remuneration to any Member, officer or employee of the Company (not being a Trustee) for any goods or services supplied to the Company and of travelling expenses necessarily incurred in carrying out the duties of any Member, officer or employee of the Company,
- 7 2 of interest at a reasonable rate on money lent by any Member or Trustee,
- 7 3 of reasonable and proper rent or hiring fee for premises let or hired to the Company by any Member or Trustee,
- 7 4 of fees, remuneration or other benefit, in money or money's worth, to a company of which a Trustee may be a member holding not more than one per cent part of the issued share capital of that company,
- 7 5 to any Trustee of reasonable out-of-pocket expenses,
- 7 6 of an indemnity to any Trustee in respect of any liabilities properly incurred in running the Company in accordance with Article 73,
- 7 7 of the payment of any premium in respect of any indemnity insurance to cover the liability of the Trustees as permitted under Article 6 12,
- 7 8 of the payment to any Member or Trustee of charitable benefits in furtherance of the Objects, and
- 7 9 in exceptional cases of other payments or benefits (but only with the written approval of the Charity Commission in advance)
- 8 Subject to Article 9, whenever a Trustee has a direct or indirect interest in a matter to be discussed at a meeting of the Trustees or a committee of the Trustees, he must
- 8 1 declare that interest in accordance with the Act and declare it before the meeting or at the meeting before discussion begins on the matter,
- 8 2 be absent from the meeting for that item unless expressly invited to remain in order to provide information,
- 8 3 not be counted in the quorum for that part of the meeting, and
- 8 4 be absent during any vote and have no vote on the matter (whether in a meeting or by written resolution)

and provided that the requirements of these Articles are fully met, a Trustee's duty to avoid conflicts of interest under the Act is disapplied, in relation to any matters in which the Trustee has an interest, in accordance with the provisions of the Act

- 9 Where a Trustee has a direct or indirect interest in a matter to be discussed at a meeting, but that interest does not result in a financial benefit being conferred on the Trustee or a Connected Person, the other Trustees may permit that Trustee to remain at the meeting for that item provided that the quorum for the meeting is met without counting the Trustee in question and provided that the resolution is agreed to without his vote being counted
- 10 The liability of the Members is limited
- 11 If, upon the winding-up or dissolution of the Company, there remains (after the satisfaction of all its debts and liabilities) any property whatsoever the same shall not be paid to, or distributed among, the Members (except where a Member is also a charity with similar objects) but shall, with the prior written consent of the Founder be given or transferred to some other charitable institution or institutions having objects similar to the Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under, or by virtue of Article 7 Such charitable institution or institutions to be determined by the Members, with the prior written consent of the Founder at or before the time of dissolution, or in default by the Charity Commission If and in so far as effect cannot be given to such provision, then such property shall be given to some other charitable object

MEMBERS

- 12 The number of Members with which the Company proposes to be registered is to be the same as the maximum number of Trustees from time to time
- 13 The first Members shall be the subscribers to the Memorandum of Association on the incorporation of the Company Subject to these Articles, subsequent Members shall be the persons appointed as Trustees from time to time who shall and have consented in writing to become Members and whose names shall have been entered in the Register, save that, at no time, shall the number of Members who are nominees of a public sector body be greater than two
- 14 The rights and privileges of a Member shall be personal to the Member and membership shall not be transferable
- 15 Every Member shall be subject to the provisions of these Articles in relation to his membership and shall be deemed to have had knowledge of these Articles and to have consented to them at the time of or prior to his becoming a Member
- 16 The Trustees may from time to time establish other categories of membership, including informal or supporter membership, and may set out the rights and duties of such members (and may vary or revoke such rights and duties from time to time) and may from time to time require the payment of a subscription fee

17 A Member shall cease to be a Member and his name shall be removed from the Register if

17 1 he shall cease to be a Trustee,

17 2 he resigns by giving one month's notice in writing of his resignation to the Company,

17 3 he is suffering from mental disorder or incapacity and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental health or mental capacity or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity,

17 4 he dies or becomes subject to a bankruptcy or order or makes any arrangements or composition with his creditors generally,

17 5 any sum contracted by him to be paid to the Company or due and payable by him to the Company is not paid within 28 days of its due date, and the Trustees resolve that he shall cease to be a Member,

17 6 in the case of a corporate Member, a resolution is passed or an order is made for its winding up or it is placed in liquidation, or if an administrator or receiver is appointed, or it ceases to exist,

17 7 his appointment causes the number of Members who are nominees of a public sector body to exceed two,

17 8 he otherwise ceases to qualify for membership under these Articles, or

17 9 he 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 interests of the Company (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 fourteen Clear Days after receiving notice)

GENERAL MEETINGS

18 The Trustees, or the Chairman, may whenever they or he thinks fit call General Meetings and on the requisition of Members pursuant to the provisions of the Act shall immediately proceed to convene a General Meeting in accordance with those provisions. If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum at a Trustees' meeting any Trustee or any Member may call a General Meeting

NOTICE OF GENERAL MEETINGS

19 Notice of General Meetings shall be given in accordance with the Act

20 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

- 21 No business shall be transacted at any General Meeting unless a quorum of Members is present. Save as herein otherwise provided, one third of the Members or a minimum of three Members present in person or by proxy or by authorised corporate representative and entitled to vote on the business to be transacted shall be a quorum.
- 22 If, within fifteen minutes from the time appointed for the holding of a General Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (but if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place, or to such day, time and place as the Chairman, or the Trustees, shall appoint, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present shall be a quorum.
- 23 The Chairman shall preside as Chairman at every General Meeting of the Company or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice Chairman (if any) shall, if present and willing to act, preside as Chairman failing which the Members present shall elect one of their number to be chairman of that meeting.
- 24 The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 25 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.
- 26 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or upon the declaration of the result of the show of hands) a poll is
 - 26 1 demanded by the Chairman, or
 - 26 2 by at least two Members present in person having the right to vote at the meeting (including proxies)

Unless a poll is so 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 proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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.

- 27 A demand for a poll made by a proxy for a Member will be treated in the same way as a demand made by the Member which appointed that proxy
- 28 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 a poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 29 Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll
- 30 No poll may be demanded on the election of a Chairman of a meeting or on any question of adjournment
- 31 Subject to the provisions of the Act, a resolution in writing is as effective as a resolution actually passed at a General Meeting duly convened and held and shall be treated as being passed when it is agreed to by the number of Members who would be required to pass it at a General Meeting
- 32 Any corporation which is a Member may, by resolution of its directors or other governing body, authorise any person to act as its representative at any General Meeting and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual Member including power when personally present to vote on a show of hands and to demand or concur in demanding a poll

VOTES OF MEMBERS

- 33 Subject to Article 34, every Member shall have one vote (whether on a show of hands or on a poll) to be cast by the Member either personally or by proxy
- 34 Notwithstanding the provisions of Article 33, the number of votes exercisable or exercised by any Members who are persons associated with a local authority (as such expressions are defined in Part V of the Local Government and Housing Act 1989 (as from time to time amended) and to which section 73 of that Act applies) shall be restricted so that the aggregate voting rights conferred on such persons as Members shall represent the lesser of -
 - 34 1 19 99% of the voting rights exercisable by all Members, or
 - 34 2 the percentage of the voting rights which would be conferred on the Members under Article 33, but for the application of this restriction
- 35 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 for all purposes. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive
- 36 Every Member shall be entitled to appoint another person as his proxy in accordance with the Act. A proxy does not need to be a Member
- 37 Proxies may only be validly appointed by a notice in writing (a "proxy notice") which states the name and address of the Member appointing the proxy, identifies the person

appointed as proxy and the General Meeting in relation to which he is appointed, is signed by or on behalf of the Member and is delivered to the Company in accordance with these Articles

- 38 The Trustees may require proxy notices to be delivered in a particular form
- 39 Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolution
- 40 Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the meeting and appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself
- 41 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 42 An appointment under a proxy notice may be revoked by delivering the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 43 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

TRUSTEES

- 44 Until otherwise determined by an ordinary resolution of the Company, the number of Trustees shall not be less than three but shall not be more than thirteen, and shall never include more than two Trustees who are nominees of a public sector body
- 45 The first Trustees shall be the persons named below who shall serve in office for the period specified

Niall Gordon Brock Lindsay for a period of one year

Paul Shadarevian for a period of two years

William Arthur McKee for a period of three years

- 46 Other than the First Trustees, the Trustees shall be appointed as follows

46 1 Until 31 October 2013

46 1 1 a Founder Appointed Trustee (who shall be appointed by notice in writing to the Secretary if the Founder chooses to exercise its power to appoint) and such person shall be an officer, but not a member of, the Founder, and

46 1 2 up to twelve persons appointed from time to time by the Trustees

46 2 After 1 November 2013, up to thirteen Trustees appointed by the Trustees from time to time

- 47 Upon his appointment as a Trustee, a person shall automatically become a Member of the Company and admitted to membership pursuant to Article 13 subject to any maximum under Article 44 not being exceeded
- 48 A person shall not be entitled to act as a Trustee, whether on a first or any subsequent entry into office, until he has signed a declaration of acceptance and willingness to act in accordance with the terms of these Articles
- 49 A person who is not a Trustee shall not be or act as a Member and any Trustee who ceases to be a Member shall immediately cease to be a Trustee and vice versa

POWERS AND DUTIES OF THE TRUSTEES

- 50 Subject to the provisions of the Act and these Articles and to any directions given by special resolution of the Company, the business of the Company shall be managed by the Trustees for which purpose they may exercise all the powers of the Company. No alteration of these 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 these Articles and a meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees
- 51 Subject to the provisions of Article 6 3, the Trustees may exercise all the powers of the Company to borrow money and to mortgage or charge, grant or create security over its undertaking, property and assets or any part of them and to give guarantees or issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party, but only in so far as is permitted by law
- 52 Subject to the provisions of these Articles, the Trustees may make rules with respect to the carrying into effect of all or any of the Objects or all or any of the provisions of these Articles

DISQUALIFICATION OF TRUSTEES

- 53 The office of a Trustee shall be vacated if
- 53 1 he ceases to be a Member,
- 53 2 he dies or becomes subject to a bankruptcy order or he makes any arrangement or composition with his creditors,
- 53 3 in the case of the Founder Appointed Trustee (while a Founder Appointed Trustee is in place), he is removed by the Founder in which case the Founder shall appoint another person in his place,
- 53 4 he is suffering from mental disorder or mental incapacity and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental health or mental capacity or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity,

- 53 5 in the case of a corporate trustee, a resolution is passed or an order is made for its winding up or it is placed in liquidation, or an administrator or a liquidator is appointed, or ceases to exist,
- 53 6 by notice in writing to the Company he resigns his office,
- 53 7 he is disqualified from acting as a trustee under any statute or ceases to hold office by virtue of any provision of the Act or is prohibited by law from holding office,
- 53 8 he is disqualified in accordance with any rules, regulations or codes in force from time to time and applicable to Trustees,
- 53 9 he is removed by the Trustees on the basis that in their reasonable opinion, his conduct or behaviour is detrimental to the interests of the Company save that where the Trustees intend to remove the Founder Appointed Trustee under this Article, the Founder shall be notified in advance and asked to appoint another Trustee in his place,
- 53 10 he has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine,
- 53 11 his appointment would cause the number of Trustees who are nominees of a public sector body to exceed two, or
- 53 12 he absents himself from the meetings of the Trustees during a continuous period of six months without special leave of absence from the Trustees and they pass a resolution that he has by reason of such absence vacated office

RETIREMENT OF TRUSTEES BY ROTATION

- 54 The first Trustees shall serve in office for the period set out in Article 45 and after that may be reappointed for a further term of three years
- 55 Save for the first Trustees (who shall serve in office for the term specified in Article 45), and save for the Founder Trustee who shall serve in office until 31 October 2013, Trustees may serve in office for up to two terms of three years
- 56 Notwithstanding anything in these Articles, the Company may by ordinary resolution at a General Meeting of which special notice has been given in accordance with the Act remove any Trustee before the expiration of his period of office, save that if the Founder Appointed Trustee is removed under this Article, the Founder may appoint someone else in his place

PROCEEDINGS OF THE TRUSTEES

- 57 The quorum necessary for the transaction of business of the Trustees shall be one third of the Trustees or three Trustees (whichever is greater) Questions arising at any 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
- 58 Unless otherwise resolved by the Trustees, the Trustees shall meet at least twice each year

59 The number of votes exercised by any Trustee or Trustees who is or are a person or persons associated with a local authority (as such expressions are defined in Part V of the Local Government and Housing Act 1989 (as from time to time amended) and to which section 73 of that Act applies) shall be restricted so that the voting rights conferred on such Trustee shall represent the lesser of -

59 1 19 99% of the voting rights exercisable by all Trustees, or

59 2 the percentage of the voting rights which would be conferred on such Trustee but for the application of this restriction

60 The Trustees may from time to time elect from amongst their number a Chairman and a Vice Chairman and may determine for what period they are to hold office. The Chairman shall be entitled to preside at all meetings of the Trustees and meetings of the Company at which he shall be present. If there shall be no Chairman or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Vice Chairman shall act as Chairman of the meeting and if no Vice Chairman is elected or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to be Chairman of the meeting. A Chairman or a Vice Chairman elected without any determination of the period for which he is to hold office shall be deemed to have been elected for a term of three years if and for so long as he shall remain a Trustee. A retiring Chairman and Vice-Chairman may be re-elected.

61 The Trustees may appoint one or more committees consisting of two or more individuals appointed by them at least one of whom must be a Trustee for the purpose of making any inquiry or supervising or performing any function or duty 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.

62 Any committee of the Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than two members of the body concerned.

63 Any of the Trustees, or any committee of the Trustees, can take part in a Trustees meeting or committee meeting by way of a

63 1 video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting, or

63 2 series of video conferences or telephone calls from the Chairman.

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chairman will be treated as taking place where the Chairman is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chairman is unless the Trustees decide otherwise.

64 The Chairman or Vice-Chairman of the Trustees may, and on the request of two Trustees shall, at any time call a meeting of the Trustees.

- 65 The Trustees for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose
- 66 All acts bona fide done by any meeting of the Trustees, or of any committee of the Trustees, or by any person acting as a Trustee, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Trustee, or person acting as aforesaid, or that they or 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
- 67 The Trustees shall cause proper minutes to be made in books provided for the purpose of
- 67 1 all appointments of officers made by the Trustees,
- 67 2 the names of Trustees present at each meeting of the Trustees and of any committee of the Trustees, and
- 67 3 all resolutions and proceedings at all meetings of the Company and of the Trustees and of committees of the Trustees

Any minutes of any meeting, if purporting to be signed by the Chairman of that meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes

- 68 A resolution of the Trustees may be taken by majority of the Trustees at a meeting or by a resolution in writing agreed to by a majority of the Eligible Trustees for the time being or of any committee of the Trustees entitled to receive notice of a meeting of the Trustees or of any such committee of the Trustees (as the case may be) (provided that a decision cannot be taken by written resolution if the Eligible Trustees would not have formed a quorum at a Trustees' meeting) The resolution may consist of more than one document in the like form each signed by or otherwise agreed to by one or more than one person For the avoidance of doubt, a Trustee may indicate his agreement to a resolution in Electronic Form
- 69 From 1 November 2013 onwards, the Founder may appoint any person, being an officer but not a member of the Founder, to be an observer to the Trustees and such person may attend and speak at meetings of the Trustees, but shall not be entitled to vote

SECRETARY

- 70 A Secretary may be appointed by the Trustees for such term at such remuneration (if not a Trustee) and upon such conditions as they may think fit and any Secretary so appointed may be removed by the Trustees

EXECUTION OF DOCUMENTS

- 71 The Trustees shall provide for the safe custody of the Seal (if any) which shall be used only on the authority of the Trustees, or of a committee of the Trustees, authorised by the Trustees in that behalf Every instrument to which the Seal shall be affixed shall be

signed by a Trustee and shall be countersigned by the Secretary (if any), or by a second Trustee, or by some other person appointed by the Trustees for that purpose. Otherwise, documents shall be executed for and on behalf of the Company in accordance with the Act.

HONORARY OFFICERS

- 72 The Trustees may, at any time and from time to time, appoint any person, whether a member of the Company or not, to be president, a vice-president or a patron of the Company. Such offices shall be honorary offices, carrying no executive duties or responsibilities and no voting powers.

ACCOUNTS

- 73 Accounts and records shall be prepared and maintained in accordance with the requirements of law and generally accepted accounting practice for companies of the nature of the Company, carrying on activities of the nature carried on by the Company

ANNUAL REPORT

- 74 The Trustees shall comply with their obligations under the Charities Acts 1993 and 2006 (or any statutory re-enactment or modification of those Acts) with regard to the preparation of any annual report and its transmission to the Charity Commission

ANNUAL RETURN

- 75 The Trustees shall comply with their obligations under the Charities Acts 1993 and 2006 (or any statutory re-enactment or modification of those Acts) with regard to the preparation of any annual return and its transmission to the Charity Commission

NOTICES

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- 76 1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company
- 76 2 The only address at which a Member is entitled to receive notices is the address shown in the Register or an electronic address provided for that purpose
- 76 3 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being
- 76 4 A Trustee may agree with the Company that notices or documents sent to that Trustee in a particular way are deemed to have been received within a specified time of their being sent and for the specified time to be less than 48 hours
- 76 5 Where a document or information is sent or supplied by the Company by post, service or delivery shall be deemed to be effected at the expiration of 24 hours after the time when the envelope containing the same is posted (irrespective of the class or type of post used) and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted
- 76 6 Where a document or information is sent or supplied by the Company in Electronic Form to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied and proving such service it will be sufficient to prove that it was properly addressed
- 76 7 Where a document or information is sent or supplied by the Company by means of a website, service or delivery shall be deemed to be effected when

76 7 1 The material is first made available on the website, or

76 7 2 If later, when the recipient received (or is deemed to have received) notification of the fact that the material was available on the website

76 8 A Member, or Trustee, present at any meeting, shall be deemed to have received notice of the meeting, and where requisite, of the purpose for which it was called

76 9 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted by the Act

INDEMNITY AND INSURANCE

77 Subject to the provisions of the Act and these Articles, but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall be indemnified out of the assets of the Company, against any liability incurred by him in defending any proceedings or investigation by any regulatory authority, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

78 Subject to the provisions of the Act and these Articles, the Trustees may purchase and maintain insurance at the expense of the Company for the benefit of any Trustee, or other officer, of the Company against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a Trustee or other officer

AMENDMENT OF ARTICLES

79 These Articles may only be amended with the prior written consent of the Founder (such consent not to be unreasonably withheld) by Special Resolution of the Company