

Company Number: 07922555

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

THE QUEEN ELIZABETH DIAMOND JUBILEE TRUST

(the Company)

PURSUANT TO PART 13, CHAPTER 2 OF THE COMPANIES ACT 2006

DATE OF CIRCULATION: 7 November 2017

WRITTEN RESOLUTION

We, the undersigned, being the only members of the Company who, at the date of this Written Resolution, are entitled to attend and vote at general meetings of the Company, HEREBY PASS the following resolution as a special resolution.

SPECIAL RESOLUTION

THAT the Company adopt new articles of association in the form attached to this Written Resolution with immediate effect, such new articles of association to replace in their entirety the existing articles of association of the Company.

WEDNESDAY



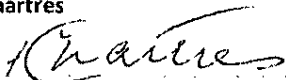
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COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above resolution by signing and dating this document below.

Signed by:

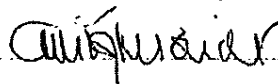
Signature: The Rt Revd & Rt Hon Richard Chartres



Date:

7-11-2017

Signature: The Rt Hon Sir Christopher Geidt



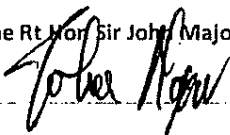
Date:

7.11.2017

Signature: The Baroness Hogg of Kettlethorpe

Date:

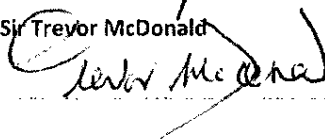
Signature: The Rt Hon Sir John Major



Date:

7.11.17

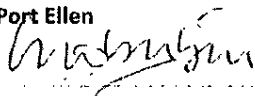
Signature: Sir Trevor McDonald



Date:

2nd Dec 2017

Signature: The Rt Hon The Lord Robertson of Port Ellen



Date:

7/11/2017

Signature: The Rt Hon Baroness Scotland of Asthal

Date:

Signature: John Spence

Date:

 7.11.17

Signature: Simon Walker

Date:



7th Nov 2017

NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by sending it by (i) post to the Company's registered office (ii) hand delivering the signed copy to any one of the Company's directors or (iii) email to the following address: rosemary.mitchell@qejubileetrust.org. If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the resolutions and returned them to the Company, you may not revoke your agreement.
3. Unless, by the date 28 days after the date of circulation of this document sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before close of business on this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Company number **07922555**

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION
of
THE QUEEN ELIZABETH DIAMOND JUBILEE TRUST**

Adopted by a Written Resolution dated 2nd December 2017

**HARBOTTLE & LEWIS LLP
Hanover House
14 Hanover Square
London W1S 1HP**

Ref: 313628/1

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

OF

THE QUEEN ELIZABETH DIAMOND JUBILEE TRUST

Adopted by a Written Resolution dated 2nd December 2017

1. NAME

The company's name is The Queen Elizabeth Diamond Jubilee Trust (the "**Charity**").

2. INTERPRETATION

2.1 In these Articles, unless the context indicates another meaning:

"address"	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;
"AGM"	means an annual general meeting of the Charity;
"the Articles"	means the Charity's Articles of Association;
"Charities Acts"	means the Charities Acts 1992 to 2006 including any statutory modification or re-enactment thereof for the time being;
"charity trustee"	has the meaning given in section 97 of the Charities Act 1993;
"clear days"	(in relation to notice given under these Articles) means a period excluding: (a) the day on which the notice is given or deemed to be given; and (b) the day for which it is given or on which it is to take effect;
"the Commission"	means the Charity Commission for England and Wales or any body which replaces it;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
"connected person"	means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may

reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either:

- 1) a child, stepchild, parent, grandchild, grandparent, brother or sister of the Trustee;
- 2) the spouse or civil partner of the Trustee or of any person falling within sub-clause (1) above;
- 3) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (1) or (2) above,

save that a company with which the Trustee's only connection is an interest of no more than 1% of the voting rights and no more than 1% of the dividend rights is not to be regarded as a connected person;

"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic form"	means a document sent or supplied by electronic means (for example, by e-mail or fax), or by any other means while in an electronic form (for example, sending a disk by post);
"electronic means"	has the meaning given in section 1168 of the Companies Act 2006;
"Members"	means those persons listed in the Charity's Register of Members;
"ordinary resolution"	means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution, by Members who together hold a simple majority of the voting rights in the Charity;
"Retirement Meeting"	has the meaning given in Article 6.8;
"the seal"	means the common seal of the Charity if it has one;
"Secretary"	means any person appointed to perform the duties of the company secretary of the Charity from time to time;
"special resolution"	means a resolution agreed by at least 75% of the Members present and voting at a general meeting or in the case of a written resolution, by Members who together hold at least 75% of the voting rights in the Charity;
"the Trustees"	means the directors of the Charity from time to time;
"the United Kingdom"	means Great Britain and Northern Ireland;
"year"	means calendar year; and

"writing" or "written" means printing, typewriting, lithography, photography and any other mode or modes (including electronic modes) of representing or reproducing words in a legible and non-transitory form.

- 2.2 The Articles are to be interpreted without reference to the model articles under the Companies Act 2006, which do not apply to the Charity.
- 2.3 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 2.4 Words or expressions contained in the Articles and not otherwise defined which are defined in the Companies Acts (but excluding any statutory modification not in force when this constitution becomes binding on the Charity) shall have the same meaning.
- 2.5 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. OBJECTS

- 3.1 The Charity's objects ("**Objects**") are to further such purposes as are exclusively charitable according to the law of England and Wales as the Trustees may (in their absolute discretion) determine.
- 3.2 This provision may be amended by special resolution but only with the prior written consent of the Commission.

4. POWERS

- 4.1 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has the following powers:
- (a) to provide advice or information;
 - (b) to carry out research;
 - (c) to co-operate with other bodies;
 - (d) to support, administer or set up other charities;
 - (e) to accept gifts and to raise funds (but not by means of taxable trading);
 - (f) to borrow money;
 - (g) to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);
 - (h) to acquire or hire property of any kind;
 - (i) to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
 - (j) to set aside funds for special purposes or as reserves against future expenditure;

- (k) to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- (l) to delegate the management of investments to a financial expert, but only on terms that:
 - (i) the investment policy is set down in writing for the financial expert by the Trustees;
 - (ii) timely reports of all transactions are provided to the Trustees;
 - (iii) the performance of the investments is reviewed regularly with the Trustees;
 - (iv) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (vi) 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
 - (vii) the financial expert must not do anything outside the powers of the Charity;
- (m) to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
- (n) to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
- (o) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- (p) subject to Article 10, to employ paid or unpaid agents, staff or advisers;
- (q) to enter into contracts to provide services to or on behalf of other bodies;
- (r) to establish or acquire subsidiary companies; and
- (s) to do anything else within the law which promotes or helps to promote the Objects.

5. APPLICATION OF INCOME AND PROPERTY

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity, except that these requirements do not prevent any payment in good faith by the Charity:

- (a) of reasonable and proper remuneration to any Member, officer or servant of the Charity (who is not a Trustee) for any goods supplied or services rendered to the Charity;
 - (b) of interest on money lent by any Member to the Charity at a reasonable and proper rate; or
 - (c) of reasonable and proper rent for premises demised or let to the Charity by any Member.
- 5.2 A Trustee or connected person must not receive any benefit or payment unless such benefit or payment is authorised under Article 10.

6. TRUSTEES

- 6.1 Unless and until the Members in general meeting shall otherwise determine, the number of Trustees shall not be less than three nor more than fifteen. All must be individuals over the age of 18 who support the Objects.
- 6.2 The first Trustees of the Charity shall be those persons notified to Companies House as the first Trustees of the Charity.
- 6.3 No Trustee shall cease to be a Trustee or be ineligible for re-appointment as Trustee nor shall any person be ineligible for appointment as Trustee by reason only of his or her having attained any particular age.
- 6.4 No person may act as a Trustee unless he:
- (a) is a Member; and
 - (b) has signed a written declaration of willingness to act as a Trustee of the Charity.
- 6.5 The Members may by ordinary resolution appoint a person who is willing to act, and is permitted by law to do so, to be a Trustee.
- 6.6 The Trustees may appoint a person who is willing to act, and is permitted by law to do so, to be a Trustee.
- 6.7 The appointment of a Trustee, whether by the Members or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.
- 6.8 At one Trustees' meeting in 2017 and every subsequent calendar year one third (or the number nearest one third) of the Trustees shall retire from office ("**Retirement Meeting**"), those longest in office retiring first and the choice between any of equal service being made by drawing lots. Any Trustees' meeting in the calendar year may be designated as the Retirement Meeting and if a Trustee is required to retire at a Retirement Meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.
- 6.9 A retiring Trustee who is eligible under Article 6.4 may be reappointed.
- 6.10 A Trustee's term of office as such automatically terminates if he/she:

- (a) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
 - (b) is disqualified under the Charities Act from acting as a charity trustee;
 - (c) is subject to a bankruptcy order or a composition or other arrangement is made with his/her creditors generally in satisfaction of that Trustee's debts;
 - (d) is in the written opinion of a registered medical practitioner who is treating that person physically or mentally incapable of acting as Trustee and may remain so for more than three months;
 - (e) is subject to a court order by reason of that person's mental health which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - (f) is directly or indirectly interested in any contract with the Charity, fails to declare the nature of his/her interest as required by the Companies Acts or the Articles and the Trustees resolve that his/ her trusteeship be terminated;
 - (g) is absent without the permission of the Trustees from all their meetings held within a period of 6 consecutive months and the Trustees resolve that his or her trusteeship be terminated;
 - (h) ceases to be a Member;
 - (i) resigns by written notice to the Charity;
 - (j) is removed by the Members at a general meeting in accordance with Article 6.11;
 - (k) (should the Charity be considered to be a children's charity under section 36 of the Criminal Justice and Court Services Act 2000 or paragraph 4 of schedule 4 to the Safeguarding Vulnerable Groups Act 2006 or any statutory re-enactment or modification of those provisions) is or becomes disqualified from working with children or is or becomes disqualified from acting as trustee of a children's charity; or
 - (l) (should the Charity be considered to be a vulnerable adult's charity in accordance with paragraph 8 of schedule 4 to the Safeguarding Vulnerable Groups Act 2006 or any statutory re-enactment or modification of that provision) is or becomes disqualified from working with vulnerable people or is or becomes disqualified from acting as trustee of a vulnerable adult's charity.
- 6.11 The Charity may, by ordinary resolution, of which special notice has been given in accordance with section 312 of the Companies Act 2006 (including any statutory modification or re-enactment thereof for the time being in force), remove any Trustee before the expiration of his or her period in office.
- 6.12 All Trustees hereby waive any right they may have for compensation for loss of office as a Trustee or as a result of removal as a Trustee for any reason, including, without limitation, because they have ceased to be a Member.
- 6.13 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of Trustees.

7. POWER OF TRUSTEES

- 7.1 The Trustees as charity trustees have control of the Charity and its property and funds and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
- 7.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 7.3 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- 7.4 The Trustees shall have power to make rules and bye-laws for regulating the use by Members and others of any property of the Charity.

8. PROCEEDINGS OF TRUSTEES

- 8.1 The Trustees must hold at least three meetings each year.
- 8.2 Any Trustee may call a meeting of the Trustees and the secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.
- 8.3 Subject to Article 8.4, notice of a meeting of the Trustees must be given to each Trustee but need not be in writing. Written notices may be given in electronic form such as email or text message to the Trustee's address.
- 8.4 Notice of a meeting of the Trustees need not be given to Trustees who waive that entitlement to notice of that meeting by giving notice to that effect to the Charity before or not more than 7 days after the date on which the meeting is held. Where such notice is given after (and not more than 7 days after) the meeting has been held, that does not affect the validity of the meeting.
- 8.5 Any issue arising at a meeting of the Trustees may be decided by a simple majority of votes cast at the meeting.
- 8.6 Each Trustee shall have one vote on each issue but, in the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 8.7 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 8.8 A quorum at a meeting of the Trustees shall be two Trustees or the number nearest to one-third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
- 8.9 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 8.10 The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
- 8.11 If no person has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time

appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

- 8.12 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Trustees.
- 8.13 Any Trustee or member of a committee of the Trustees may participate in a meeting of the Trustees or such committee by means of conference telephone or other communications equipment which permits each participant to hear each of the other participants addressing the meeting and, if he or she wishes to do so, to address all the other participants simultaneously. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any Trustee or member of a committee of the Trustees so present to vote and count in the quorum. Such a meeting shall be regarded as taking place where the largest number of the group of those participating is or, if there is no such largest number, where the chairman is for that meeting.
- 8.14 A resolution in writing or in electronic form agreed by a simple majority of all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Trustees eligible to vote; and
 - (b) a simple majority of Trustees has signified its agreement to the resolution in an authenticated document or documents (whether in electronic form or not) which are received at the registered office or such other address as shall be determined by the Trustees.
- 8.15 The resolution in writing may comprise several documents containing the same text of the resolution to each of which one or more Trustees has signified their agreement.

9. DELEGATION

- 9.1 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees. The Trustees may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees; and
 - (c) all acts and proceedings of such committees must be reported in due course to the full body of Trustees.
- 9.2 The Trustees may appoint individuals who are not Trustees to any committee but the number of non-Trustees must not exceed the number of Trustees on that committee.
- 9.3 A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed

for holding the same, the Trustees present may choose one of their number to be the chairman of the meeting.

9.4 A committee may meet and adjourn as it thinks proper. Any issue arising at such meetings shall be determined by a majority of votes of the Trustees present, and in the case of an equality of votes the person chosen to chair the meeting shall have a second or casting vote.

9.5 The Trustees may revoke or alter a delegation.

10. TRUSTEES BENEFITS AND CONFLICTS

10.1 No Trustee or connected person may:

- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity; or
- (d) receive any other financial benefit from the Charity;

unless:

- (i) the transaction, payment or benefit is permitted by this Article 10; or
- (ii) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

10.2 A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity on the same terms as any other beneficiaries.

10.3 A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.

10.4 Subject to Article 10.11, the requirements of the Charities Act 1993 and section 177 of the Companies Act 2006, a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person.

10.5 A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate.

10.6 A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

10.7 A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

- 10.8 A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- 10.9 A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
- 10.10 A Trustee may receive an indemnity from the Charity in the circumstances specified in Article 21.
- 10.11 The Charity and its Trustees may only rely upon the authority provided by Article 10.4 if each of the following conditions is satisfied:
- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
 - (i) the Charity or its Trustees (as the case may be); and
 - (ii) the Trustee or connected person supplying the goods (the "**supplier**") under which the supplier is to supply the goods in question to or on behalf of the Charity;
 - (b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
 - (c) the other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so;
 - (d) the Trustee who is (or is connected with) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity;
 - (e) the Trustee who is (or is connected with) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum is present at the meeting;
 - (f) the reason for their decision is recorded by the Trustees in the minutes of the meeting; and
 - (g) a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this Article 10.
- 10.12 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Charity. This does not prevent a Member who is not also a Trustee receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

10.13 In Articles 10.1 to 10.12 “**Charity**” shall include any company in which the Charity:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more Trustees to the board of the company.

10.14 Subject to Article 10.15, any Trustee who becomes a Conflicted Trustee in relation to any matter must:

- (a) declare the nature and extent of his or her interest before discussion begins on the matter;
- (b) withdraw from the meeting for that item after providing any information requested by the Trustees;
- (c) not be counted in the quorum for that part of the meeting; and
- (d) be absent during the vote and have no vote on the matter.

10.15 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee or by written resolution authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:

- (a) continue to participate in discussions leading to the making of a decision and/or to vote; or
- (b) disclose to a third party information confidential to the Charity; or
- (c) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a connected person of any payment or material benefit from the Charity; or
- (d) refrain from taking any step required to remove the conflict.

Where any such authorisation is being given by written resolution, any approval of the resolution by a Conflicted Trustee shall be disregarded in determining whether the resolution has been passed.

10.16 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or connected person, only with the prior written consent of the Commission.

11. VALIDITY OF TRUSTEES’ DECISIONS

11.1 Subject to Article 11.2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office; or

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without:

(i) the vote of that Trustee; and

(ii) that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

- 11.2 Article 11.1 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for Article 11.1, the resolution would have been void, or if the Trustee has not complied with Articles 10.14 and 10.15.

12. MEMBERS

12.1 The Charity must maintain a register of Members (the "**Register of Members**").

12.2 The subscribers to the Memorandum are the first Members.

12.3 Membership of the Charity is open to any natural or legal person interested in promoting the Objects who:

(a) is prepared to act in the best interests of the Charity and to promote the Objects;

(b) applies to the Charity in the form required by the Trustees (if any); and

(c) is approved by the Trustees.

12.4 Unless the Trustees otherwise determine by ordinary resolution, a person is deemed to have applied for membership of the Charity, and that application is deemed to have been accepted by the Trustees, upon the appointment of that person as a Trustee without any further formality (including, without limitation, signing the Register of Members or applying or consenting in writing to become a Member).

12.5 Membership of the Charity is not transferable.

12.6 The Trustees may establish classes of membership with different rights and obligations and shall record such rights and obligations in the Register of Members.

12.7 Unless the Trustees resolve otherwise, membership is terminated if the Member concerned:

(a) not being a sole member, gives 7 clear days' written notice of resignation of membership to the Charity unless, after the resignation, there would be less than two Members;

(b) dies or (in the case of a legal person) ceases to exist;

(c) is removed from membership by resolution of the Trustees that it is in the best interests of the Charity that the relevant person's membership is terminated, provided that the Trustees must give the Member not less than 21 clear days' notice of their intention to consider the resolution and the reasons why the resolution has been proposed and invite the Member (or at the Member's option, a representative of the Member) to submit written representations before a decision is made; or

(d) (in the case of a Member holding office of Trustee) ceases to be a Trustee.

13. GENERAL MEETINGS

13.1 Members are entitled to attend general meetings in person or by proxy in accordance with the Articles.

13.2 The Trustees may call a general meeting at any time on at least fourteen (14) clear days' written notice.

13.3 A general meeting may be called by shorter notice if so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

13.4 The notice must specify the date, time and place of the meeting, the general nature of the business to be transacted and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Charity in a general meeting to such persons as are under the Articles, entitled to receive such notice from the Charity. The notice should also contain a statement setting out the rights of the Members to appoint a proxy under section 324 of the Companies Act 2006 and Article 16.

13.5 Members may also require general meetings to be convened, or, in default, may convene general meetings as provided by the Companies Acts 2006.

13.6 Notice of every general meeting shall be given in a manner authorised under Article 18.1 to:

(a) every Member except those Members who have not supplied to the Charity an address within the United Kingdom or an address or number for the purpose of giving notice in electronic form for the giving of notice to them; and

(b) the auditor or auditors for the time being of the Charity.

No other person shall be entitled to receive notices of general meetings.

13.7 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it or because of an accidental omission by the Charity to give notice.

13.8 The Charity may (but need not) hold an AGM in any year and shall specify the meeting as such in the notice calling it.

13.9 Members must annually:

(a) receive the accounts of the Charity for the previous financial year;

- (b) receive a written report on the Charity's activities; and
- (c) appoint reporting accountants or auditors for the Charity.

14. PROCEEDINGS AT GENERAL MEETINGS

- 14.1 Subject to Article 12.6, every Member shall have one vote on each issue at general meetings.
- 14.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered. The decision of the person who is chairing the meeting in respect of any such objection is final.
- 14.3 Any Member which is a legal person may appoint a representative in accordance with these Articles. Any such representative shall be counted in a quorum and may exercise the appointing Member's rights at any meeting.
- 14.4 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.
- 14.5 A quorum is:
 - (a) at least two Members present in person or by proxy; or
 - (b) one tenth of the Members entitled to receive notice of and vote at that general meeting, present in person or by proxy;whichever is greater.
- 14.6 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 14.7 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 14.8 The chairman of the meeting must adjourn a general meeting if directed to do so by ordinary resolution of the Members.
- 14.9 When adjourning a general meeting, the chairman of the meeting must:
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 14.10 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least 7 clear days' notice of it

- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 14.11 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 14.12 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting;
 - (b) by at least two Members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 14.13 On a poll votes may be given either personally or by proxy.
- 14.14 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 14.15 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 14.16 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 14.17 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 14.18 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.
- 14.19 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 14.20 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or within 30 days after it has been demanded at such time and place as the person who is chairing the meeting directs.
- 14.21 If the poll is not taken immediately at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 14.22 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 14.23 Except where otherwise provided by the Articles or the Companies Acts, every issue is to be decided by ordinary resolution.

- 14.24 The Charity may pass written resolutions in accordance with the requirements of the Companies Acts without holding a general meeting.

15. CORPORATE REPRESENTATIVES

- 15.1 Any legal person that is a Member may nominate any natural person to act as its representative at any meeting of the Charity.
- 15.2 The Member concerned must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the Member at any meeting unless the notice has been received by the Charity. The representative may continue to represent the Member until written notice to the contrary is received by the Charity.
- 15.3 Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the Member or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the Member.

16. PROXIES

- 16.1 Proxies may be appointed by a notice in writing (a "**proxy notice**") which:
- (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - (d) is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 16.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 16.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 16.4 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) 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.
- 16.5 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 16.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

- 16.7 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 16.8 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.
- 16.9 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. Execution which is or purports to be by a director on behalf of a company which is a Member or by a Member's representative appointed in accordance with these Articles is to be regarded as execution by the relevant Member and need not be supported by written evidence of authority.

17. SECRETARY

A Secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by the Trustees at any time.

18. ACCOUNTS AND RECORDS

- 18.1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:
- (a) annual returns;
 - (b) annual reports; and
 - (c) annual statements of account.
- 18.2 The Trustees must also keep records of:
- (a) all proceedings at meetings of the Trustees;
 - (b) all resolutions in writing;
 - (c) all reports of committees; and
 - (d) all professional advice obtained.
- 18.3 Accounting records relating to the Charity shall be kept at the Registered Office of the Charity or, subject to the Companies Acts, such other place or places as the Trustees think fit, and shall be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide.
- 18.4 A copy of the Charity's constitution and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs.

19. NOTICES

- 19.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- 19.2 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.
- 19.3 Any notice to be given to or by any person pursuant to the Articles must be in writing or in electronic form.
- 19.4 The Charity may give any notice to a Member or Trustee either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the Member at his or her registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him the Charity for the giving of notice to him; or
 - (c) by sending it in electronic form:
 - (i) to the address or number for the time being notified for that purpose by the Member to the Charity; or
 - (ii) through publication in the Charity's newsletter or on the Charity's website.
- 19.5 Where a notice is
- (a) served personally in the case of personal service, the notice shall be deemed effective at the time of delivery
 - (b) served by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and to have been effected at the expiration of forty-eight hours after the letter containing the same is posted.
 - (c) served in electronic form, service of the notice shall be deemed to be effected by properly addressing and sending an electronic transmission containing the notice and to have been effected at the expiration of forty-eight hours after the transmission containing the same is sent.
- 19.6 A document or information including notices of general meetings may only be sent by the Charity by electronic form in accordance with the provisions of the Companies Acts to a Member who has agreed that the document or information may be sent by those means and who has provided an address for that purpose.
- 19.7 A Member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, when required, of the purposes for which it was called.

20. LIMITED LIABILITY

- 20.1 The liability of the Members is limited.
- 20.2 Every Member shall, if the Charity is dissolved while he or she or it is a Member or within 12 months after he or she or it ceases to be a Member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Charity incurred before he or she or it ceases to be a Member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

21. INDEMNITY

- 21.1 The Charity may indemnify a Relevant Trustee against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 21.2 The Charity may indemnify an auditor against any liability incurred by him or her or it:
- (a) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
 - (b) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.
- 21.3 In this article a “**Relevant Trustee**” means any Trustee or former Trustee of the Charity.

22. DISPUTES

If a dispute arises between Members about the validity or propriety of anything done by the Members under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

23. DISSOLUTION

- 23.1 The Members (or failing resolution by the Members, the Trustees) may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be given or transferred to:
- (a) some other charitable society, institution or organisation having objects similar to those of the Charity and which shall be established for charitable purposes only and which shall prohibit the distribution of its income and property among its or their members to an extent at least as great as imposed on the Charity by these Articles, or
 - (b) if Article 23.1(a) cannot be effected, some charitable object.
- 23.2 *In no circumstances shall the net assets of the Charity be paid to or distributed among the Members (except to a Member that is itself a Charity) and if no resolution in accordance with Article 23.1 is passed by the Members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.*