



FILE COPY

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

Company No. 6796689

The Registrar of Companies for England and Wales hereby certifies that

THE MARY AND MARGARET CHARITY

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

Given at Companies House on **21st January 2009**



N067966892



Registered Number

The Companies Acts 1985 and 2006

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

THE MARY AND MARGARET CHARITY

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Foot Anstey

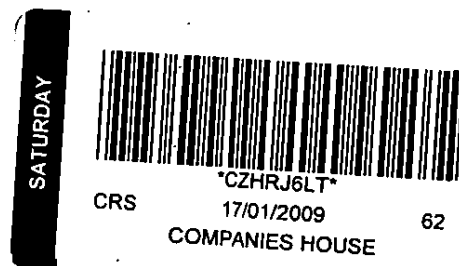
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The Companies Acts 1985 and 2006

MEMORANDUM OF ASSOCIATION OF

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COMPANIES HOUSE

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THE MARY AND MARGARET CHARITY

1. NAME

The name of the Company is THE MARY AND MARGARET CHARITY.

2. REGISTERED OFFICE

The Registered Office will be situated in England and Wales.

3. OBJECTS

The Company's Objects are:-

- 3.1. to advance the Christian faith in accordance with the doctrines of the Church of England;
- 3.2. to promote for the benefit of the public the renovation and preservation of the St. Margaret's Chapel and the Royal Magdalene Almshouses, Glastonbury, as buildings of special architectural and historical interest; and
- 3.3. to advance the education of the public, in particular but not exclusively, in the historical and architectural value of the St. Margaret's Chapel and the Royal Magdalene Almshouses and in their renovation and preservation.

4. POWERS

The Company may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Memorandum in order to further the Objects (but not otherwise) and in particular it has powers:

Staff and Volunteers

- 4.1. to employ staff or engage consultants and advisers on such terms as the Board think fit and to provide pensions to staff, their relatives and dependants;
- 4.2. to recruit or assist in recruiting and managing voluntary workers, including paying their reasonable expenses;

Property

- 4.3. to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interest);
- 4.4. to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property;
- 4.5. to sell, lease, licence, exchange, dispose of or otherwise deal with property (subject to the restrictions in the Charities Act 1993);
- 4.6. to provide accommodation for any other charitable organisation on such terms as the Board decides (including rent free or at nominal or non-commercial rents);

Borrowing

- 4.7. to borrow and give security for loans;

Grants and Loans

- 4.8. to make grants, donations or loans, to give guarantees and to give security for those guarantees (subject to the restrictions in the Charities Act 1993);

Fund Raising

- 4.9. to raise funds, to invite and receive contributions;

Trading

- 4.10. to trade in the course of carrying out the Objects and to charge for services;

Publicity

- 4.11. to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Company and other organisations operating in similar fields;
- 4.12. to promote or carry out research and publish the results of it;

Contracts

- 4.13. to co-operate with and enter into contracts with any person;

Bank or building society accounts

- 4.14. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to

operate bank or building society accounts in the name of the Company;

Investments

4.15. to:-

4.15.1. deposit or invest funds;

4.15.2. employ a professional fund-manager; and

4.15.3. arrange for the investments or other property of the Company to be held in the name of a nominee in the same manner and subject to the same conditions as trustees of a trust are permitted to do by the Trustee Act 2000.

Insurance

4.16. to insure the assets of the Company to such amount and on such terms as the Board decides, to pay premiums out of income or capital and to use any insurance proceeds as the Board decides (without necessarily having to restore the asset);

4.17. to insure and to indemnify the Company's employees and voluntary workers from and against all risks incurred in the proper performance of their duties;

4.18. to take out insurance to protect the Company and those who use the premises owned by or let or hired to the Company;

4.19. to provide indemnity insurance to cover the liability of the Directors and officers of the Company who are not Directors

4.19.1. which by virtue of any rule of law would otherwise attach to them in respect of negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company; and

4.19.2. to make contributions to the assets of the Company in accordance with the provisions of Section 214 of the Insolvency Act 1986.

Provided that any such instances in the case of clause 4.19.1 shall not extend to:-

- any liability resulting from conduct which the Directors or officers knew, or must have known, was not in the best interests of the Company or which the Directors or officers did not care whether it was in the best interests of the Company or not;

- any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors or officers; and
- any liability to pay a fine

and further provided that any such insurance in the case of clause 4.19.2 shall not extend to any liability to make such a contribution where the basis of the Director's or officer's liability is his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.

Other Organisations

- 4.20. to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include the Objects or to carry on any other relevant charitable purposes;
- 4.21. to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Objects or allied charitable purposes, to exchange information and advice and to undertake joint activities with them;
- 4.22. to amalgamate with any charity which has objects similar to the Objects;
- 4.23. to undertake and execute any charitable trusts;
- 4.24. to affiliate, register, subscribe to or join any organisation;
- 4.25. to act as agent or trustee for any organisation;

Reserves

- 4.26. to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure;

Formation expenses

- 4.27. to pay the costs of forming the Company and of complying with all relevant registration requirements; and

General

- 4.28. to do anything else within the law which promotes or helps to promote the Objects.

5. APPLICATION OF FUNDS

5.1. General

The income and property of the Company must be applied solely towards promoting the Objects and (except to the extent authorised by this Clause 5):

- 5.1.1. no part may be paid or transferred directly or indirectly by dividend bonus or profit to a Company Member; and
- 5.1.2. a Director may not directly or indirectly receive any payment of money or benefit from the Company.

5.2. Benefits to Members

Notwithstanding Clause 5.1, the Company may make the following payments or grant the following benefits to Company Members:-

Interest and Rent

- 5.2.1. reasonable and proper interest on money lent by any Company Member to the Company;
- 5.2.2. reasonable and proper rent or hiring fee for premises let or hired by any Company Member to the Company;

Supply of Goods or Services

- 5.2.3. reasonable payments to a Company Member (or other person with the right to appoint Company Members) in return for goods and/or services supplied to the Company pursuant to a contract;

Out of pocket expenses

- 5.2.4. reasonable and proper out-of-pocket expenses to Company Members who are engaged by the Company as volunteers in the work of the Company and which are actually incurred by them in carrying out their work as volunteers; and

Benefits to Company Members

- 5.2.5. the grant of a benefit to a Company Member who is a beneficiary of the Company in the furtherance of the Objects.

5.3. Benefits to Directors

Notwithstanding Clause 5.1, the Company may make the following payments or grant the following benefits to Directors:-

Out of pocket expenses

- 5.3.1. the reimbursement of reasonable and proper out-of-pocket expenses (including travel and dependants' care costs) actually incurred in enabling them to carry out their duties as Directors;
- 5.3.2. reasonable and proper out of pocket expenses to those Directors who are engaged by the Company as volunteers in the work of the Company and which are actually incurred by them in carrying out their work as volunteers;

Indemnity

- 5.3.3. an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings within the terms of Article 27);
- 5.3.4. the benefit of indemnity insurance under Clause 4.19;

Fees to companies in which Directors have negligible interests

- 5.3.5. a payment to a Company in which a Director has no more than a 1% shareholding;

Interest and Rent

- 5.3.6. reasonable and proper interest on money lent by any Director to the Company;
- 5.3.7. reasonable and proper rent or hiring fee for premises let or hired by any Director to the Company;

Beneficiaries

- 5.3.8. benefits provided in furtherance of the Objects to Directors who are beneficiaries of the Company where those benefits are the same as or similar to benefits provided to other beneficiaries;

Employment/ Supply of Goods and Services

- 5.3.9. payments to a Director who is employed by the Company or who enters into a contract for the supply of goods or services to the Company (other than for acting as a Director) provided that:
 - 5.3.9.1. the remuneration or other sums paid to the Director do not exceed an amount that in the opinion of the other Directors is reasonable in all the circumstances;

- 5.3.9.2. the Director is absent from the part of any meeting at which there is a discussion of his remuneration or any matter concerning the contract, his performance in the employment or his performance of the contract, any proposal to enter into any other contract or arrangement with him or to confer any benefit upon him and/or any other matter relating to payment or the conferring of any benefit on him;
- 5.3.9.3. the Director does not vote on any such matter and is not counted when calculating whether a quorum of Directors is present at the meeting;
- 5.3.9.4. the other Directors are satisfied that it is in the interests of the Company to employ or to contract with the Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing or contracting with a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest);
- 5.3.9.5. the reason for the Directors' decision is recorded in the minutes of the Board meeting; and
- 5.3.9.6. at no time shall a majority of the Directors receive payment pursuant to this clause 5.3.9.

The employment or remuneration of a Director pursuant to this clause includes the engagement or remuneration of any firm or company in which the director is a partner, an employee, a consultant, a director or a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital;

Exceptional Circumstances

- 5.3.10. other payments or benefits (approved in writing in advance by the Charity Commission) in exceptional cases.
- 5.4. The limitations in this Clause 5 on the making of payments and the granting of benefits by the Company to Directors shall also extend to any other company in which the Company

- 5.4.1. holds more than 50% of the shares; or
 - 5.4.2. controls more than 50% of the voting rights attached to the shares; or
 - 5.4.3. has the right to appoint one or more directors to its board.
- 5.5. For the purpose of Clause 5.3.9 a payment to a dependant relative or the spouse of the Director or any person living with the Director as his partner shall be deemed to be a payment to the Director.

5.6. **Amendments**

This clause may not be amended without the prior written consent of the Charity Commission.

6. LIMIT OF LIABILITY

The liability of the Company Members is limited.

7. GUARANTEE

Every Company Member promises, if the Company is wound up whilst he is a Company Member or within one year after ceasing to be a Company Member, to contribute such amount as is required up to a maximum of £1 towards the costs of winding up the Company and liabilities incurred whilst the contributor was a Company Member.

8. WINDING UP

- 8.1. The Members at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:
- 8.1.1. directly for the Objects; or
 - 8.1.2. by transfer to any charity or charities for purposes similar to the Objects; or
 - 8.1.3. to any charity or charities for use for particular purposes that fall within the Objects.
- 8.2. Subject to any such resolution of the Company Members, the Directors may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Company be applied or transferred:
- 8.2.1. directly for the Objects; or

8.2.2. by transfer to any charity or charities for purposes similar to the Objects; or

8.2.3. to any charity or charities for use for particular purposes that fall within the Objects.

8.3. In no circumstances shall the net assets of the Company be paid to or distributed among the Company Members (except to a Company Member that is itself a charity) and if no resolution is passed by the Company Members or the Directors the net assets of the Company shall be applied for charitable purposes as directed by the court or the Charity Commission.


9. INTERPRETATION


Article 1 of the Articles is to apply to the Memorandum in the same way it applies to the Articles.


We, the subscribers to the Memorandum of Association, wish to be formed into a Company, in pursuance of the Memorandum.

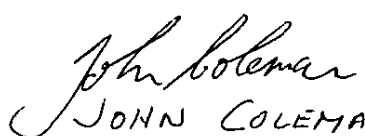
Name and Addresses of
the Subscribers

Witnessed

NICHOLAS JOHN DENISON 
DURHAM COTTAGE
HIGH STREET
BUTLICH
BA6 8JU

 Electronic Engineer
FLORES TANYARD LANE
NORTH WOOTTON BA4 4AE


ANDREW JOHN RUGH 
FLORES
TANYARD LANE
NORTH WOOTTON
SHEPTON MALLET BA4 4AE

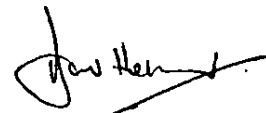
 JOHN COLEMAN
11, WEBBERS PIECE,
MAIDEN NEWTON
DORSET. DT2 0AQ
ICONOGRAPHER.

Keith PHILIP ATHERLET  EPEARSON

ABBAYFIELD HOUSE
25a NEW STREET
WELLS
BAS 2 LE

ELIZABETH PEARSON
7 ALBERT BUILDINGS
GLASTONBURY
BA6 9JTV
BUSINESS MANAGER.

PHILIPPA CHAPMAN 
5 MANOR HOUSE ROAD
GLASTONBURY
BA6 9DE
TOURGUIDE & MINISTER OF RELIGION

 The Yarnel.
15 Stileway
Glastonbury BA6 9SH.
Chartered Certified Accountant

DATED 7th January 2009

We, the subscribers to the Memorandum of Association, wish to be formed into a Company, in pursuance of the Memorandum.

Name and Addresses of Signed
the Subscribers

Witnessed

David Holland
The Yard
15 Stikeway
Glastonbury
BA6 9TH



EAfevsn
7 ALBERT BUILDINGS
GLASTONBURY
BA6 9JN.
BUSINESS MANAGER.

DATED 7th January 2009

The Companies Acts 1985 and 2006

**ARTICLES OF ASSOCIATION OF
THE MARY AND MARGARET CHARITY**

PART A INTRODUCTION

1. INTERPRETATION

1.1. in these Articles:

"the Act"	means the Companies Act 1985 so far as it is still in force and the Companies Act 2006 so far as it is in force
"the Articles"	means these Articles of Association of the Company
"Bath and Wells Diocesan Board of Finance"	means the charitable company limited by guarantee with charity registration number 249398 and of which the registered office is The Old Deanery, Wells, Somerset BA5 2UG
"the Board"	means the Board of Directors of the Company and (where appropriate) includes a Committee and the Directors acting by written resolution
"Board Meeting"	means a meeting of the Board
"Business Day"	means any day other than a Saturday, Sunday or a bank holiday
"Chair"	means (subject to the context) either the person elected as chair of the Company under Article 22 or where the chair of the Company is not present or has not taken the chair at a meeting means the person who is chairing a Board Meeting or General Meeting at the time
"Charity Commission"	means the Charity Commission for England and Wales
"Church of England"	means the officially established Christian church in England of which the most senior bishop is the Archbishop of Canterbury

"Clear Days"	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Committee"	means a Committee of the Board exercising powers delegated to it by the Board
"Community"	means people living and/or working in the town of Glastonbury and its surrounding area
"Companies House"	means the office of the Registrar of Companies
"the Company"	means the company intended to be regulated by the Articles
"Company Member"	means a member for the time being of the Company who is admitted under Article 2
"Director"	means any Director of the Company who is appointed under Article 14
"General Meeting"	means a meeting of the Company Members
"including"	means "including without limitation" and "include" and "includes" are to be construed accordingly
"Incumbent of Glastonbury"	means the vicar of the parish of Glastonbury
"the Memorandum"	means the Memorandum of Association of the Company
"the Objects"	means the objects of the Company set out in Clause 3 of the Memorandum
"Observers"	means those persons (other than the Directors) present under Article 24 at a Board Meeting
"PCC of St Benedict's Church"	means the parochial church council of St Benedict's Church located in Benedict Street, Glastonbury, Somerset
"Registered Office"	means the registered office of the Company

"Secretary"	means the secretary of the Company including a joint, assistant or deputy secretary
"United Kingdom"	means Great Britain and Northern Ireland
"Vice-Chair"	means a person elected as a Vice-Chair of the Company under Article 22
"Working Party"	means a body established by the Board to make recommendations to the Board but without decision-making powers

1.2. In the Articles:

- 1.2.1. terms defined in the Act are to have the same meaning;
- 1.2.2. references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
- 1.2.3. references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;
- 1.2.4. references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
- 1.2.5. references to Clauses are to clauses of the Memorandum and to the Articles are to those within the Articles;
- 1.2.6. headings are not to affect the interpretation of the Memorandum and Articles; and
- 1.2.7. terms defined in the Memorandum have the same meaning in the Articles and vice versa.

PART B COMPANY MEMBERSHIP

2. COMPANY MEMBERS

- 2.1. The Company Members are:-
 - 2.1.1. the subscribers to the Memorandum; and
 - 2.1.2. others admitted to membership of the Company in accordance with the Articles.
- 2.2. Subject to Article 2.3, following incorporation further individuals are to be admitted so that membership of the Company shall comprise:-
 - 2.2.1. up to four individuals appointed by the Bath and Wells Diocesan Board of Finance (for the avoidance of doubt, such individuals need not also be members of the Bath and Wells Diocesan Board of Finance);
 - 2.2.2. up to four individuals appointed by the PCC of St Benedict's Church (for the avoidance of doubt, such individuals need not also be members of the PCC of St Benedict's Church);
 - 2.2.3. up to two individuals admitted by the Board; and
 - 2.2.4. the Incumbent of Glastonbury (ex officio) or an individual who is ordained and who is appointed by the Incumbent of Glastonbury.
- 2.3. An individual may not be admitted as a Company Member:-
 - 2.3.1. unless he has signed a written application to become a Company Member in such form as the Board requires;
 - 2.3.2. for a period determined by the Board having ceased to be a Member by reason of his being removed as a Director under Article 16.1.5 or Article 16.1.7; or
 - 2.3.3. if he would immediately cease to be a Company Member or Director under the Articles.
- 2.4. Company Membership is personal and not transferable.

3. COMPANY MEMBERS

Company Members appointed by the Bath and Wells Diocesan Board of Finance or by the PCC of St. Benedict's Church

- 3.1. The appointment of a Company Member by the Bath and Wells Diocesan Board of Finance under Article 2.2.1 or by the PCC of St

Benedict's Church under Article 2.2.2 shall be made on the authority of such body or a duly authorised committee or officer of such body and is to take effect when notified in writing addressed to the Secretary to:

- 3.1.1. the Registered Office;
 - 3.1.2. a Board Meeting; or
 - 3.1.3. the Secretary in person.
- 3.2. The Bath and Wells Diocesan Board of Finance or the PCC of St Benedict's Church may remove at any time a Company Member which it appointed in the same way as it appointed him.
- 3.3. The Bath and Wells Diocesan Board of Finance or the PCC of St Benedict's Church may appoint a person as a Company Member to fill a vacancy which arises because a Company Member which it appointed under Article 2.2.1 or Article 2.2.2 respectively:-
- 3.3.1. has been removed from office under Article 3.2; or
 - 3.3.2. ceases to be a Company Member or Director under the Articles.

Company Members admitted by the Board

- 3.4. Since Company Members are also appointed as Directors under Article 14 the Board must ensure that, when admitting Company Members under Article 2.2.3, it takes into account the need for Company Members who become Directors to contribute to the skills mix and balance of the Board as a whole and to be representative of the Community.
- 3.5. An individual admitted by the Board as a Company Member under Article 2.2.3 is to continue as a Company Member for a term of three years from the date of his admission by the Board. On the expiry of his term of office such an individual shall be eligible for re-admission as a Company Member in accordance with Article 3.6 unless he has already served two terms of office.
- 3.6. In the event that a vacancy for a Company Member arises because an individual admitted as a Company Member by the Board under Article 2.2.3:-
- 3.6.1. has come to the end of his term of office under Article 3.5; or
 - 3.6.2. ceases to be a Company Member or Director under the Articles,
- then the Board may admit a further individual as a Company Member under Article 2.2.3.

A Company Member appointed by the Incumbent of Glastonbury

- 3.7 The appointment of a Company Member by the Incumbent of Glastonbury under Article 2.2.4 shall take effect when notified by the Incumbent of Glastonbury in writing addressed to the Secretary to:-
- 3.7.1 the Registered Office;
 - 3.7.2 a Board Meeting; or
 - 3.7.3 the Secretary in person.
- 3.8 The Incumbent of Glastonbury may remove at any time the Company Member which he appointed in the same way as he appointed him.
- 3.9 The Incumbent of Glastonbury may appoint a person as a Company Member to fill a vacancy which arises because a Company Member which he appointed under Article 2.2.4:-
- 3.9.1 has been removed from office under Article 3.8; or
 - 3.9.2 ceases to be a Company Member or Director under the Articles.

4. TERMINATION OF COMPANY MEMBERSHIP

- 4.1. An individual will cease to be a Company Member;-
- 4.1.1. on giving written notice of resignation to the Secretary;
 - 4.1.2. in the case of an individual appointed as a Company Member by the Bath and Wells Diocesan Board of Finance or the PCC of St Benedict's Church he is removed from office in accordance with Article 3.2;
 - 4.1.3. in the case of an individual admitted as a Company Member by the Board he comes to the end of his period of office under Article 3.5;
 - 4.1.4. if he was serving as the Incumbent of Glastonbury when he was appointed as a Company Member by virtue of Article 2.2.4 and he ceases to serve as the Incumbent of Glastonbury; or
 - 4.1.5. in the case of an individual appointed as a Company Member by the Incumbent of Glastonbury he is removed from office in accordance with Article 3.8;
 - 4.1.6. or if he ceases to be a Director.

PART C GENERAL MEETINGS

5. GENERAL MEETINGS

- 5.1. A General Meeting is to be called by the Board.
- 5.2. If there are insufficient Directors available to form a quorum at a Board Meeting to call a General Meeting it may be called in the same way as a Board Meeting.
- 5.3. On receiving a requisition from at least one-tenth of the Company Members the Board must immediately convene an EGM.

6. NOTICE OF GENERAL MEETINGS

- 6.1. General Meetings are called on at least 14 Clear Days written notice.
- 6.2. A General Meeting may be called by shorter notice if this is agreed by at least 90% of the Company Members entitled to attend and vote at that meeting.
- 6.3. The notice must specify:-
 - 6.3.1. the time, date and place of the General Meeting; and
 - 6.3.2. the general nature of the business to be transacted.
- 6.4. Subject to the Act no businesses may be transacted at a General Meeting except that specified in the notice convening the meeting.
- 6.5. Notice of the General Meeting must be given to all of the Company Members, the Directors and the Company's auditors (if any).
- 6.6. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

7. QUORUM

- 7.1. No business may be transacted at a General Meeting unless a quorum is present.
- 7.2. The quorum for General Meetings is a majority of the Company Members for the time being present in person or by proxy.
- 7.3. A Company Member may be part of the quorum at a General Meeting if he can hear, comment and vote on the proceedings through the telephone, video conferencing or other communications equipment.

- 7.4. If a quorum is not present within 15 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Board decides.
- 7.5. If at the adjourned meeting there are again insufficient Company Members present within the 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Company Members who are present (provided that they number at least four) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 7.6. Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Company Members.

8. CHAIR AT GENERAL MEETINGS

- 8.1. The Chair is to chair General Meetings
- 8.2. If the Chair is not present within 15 minutes from the time of the General Meeting or is unwilling to act then the Vice-Chair must chair the General Meeting.
- 8.3. If neither the Chair nor the Vice-Chair is present and willing to act within 15 minutes from the time of the General Meeting, the Company Members present must choose one of their number to chair the General Meeting.

9. ADJOURNMENT OF GENERAL MEETINGS

- 9.1. The Chair may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.
- 9.2. The Chair may also adjourn a General Meeting if it appears to the Chair that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted.
- 9.3. The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
- 9.4. It is not necessary to give notice of a General Meeting which is adjourned under Article 9.1 or 9.2 unless it is adjourned for 30 days or more in which case 7 Clear Day's notice must be given.
- 9.5. Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

10. VOTING AT GENERAL MEETINGS

- 10.1. Resolutions are to be decided on a show of hands unless a ballot is properly demanded.
- 10.2. Each Company Member present in person or by proxy has one vote both on a show of hands and a ballot.
- 10.3. If there is an equality of votes on a show of hands or a ballot the Chair is entitled to a second or casting vote.
- 10.4. An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chair whose decision is final.
- 10.5. A declaration by the Chair that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

11. BALLOTS

- 11.1. A ballot may be demanded by the Chair or by any two Company Members before or on the declaration of the result of a show of hands.
- 11.2. A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 11.3. The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
- 11.4. A ballot is to be taken as the Chair Directs. The Chair may appoint scrutineers (who need not be Company Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 11.5. A ballot on the election of a chair or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chair directs.
- 11.6. At least 7 Clear Days' notice must be given at the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

12. PROXIES

- 12.1. A Company Member may appoint a proxy in writing. A proxy need not be a Company Member. The Board may from time to time prescribe a form to appoint a proxy by standing orders made under Article 33. A proxy may not appoint another proxy.
- 12.2. The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 12.3. A proxy will only be valid if the document appointing the proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time from the General Meeting or adjourned General Meeting at which the proxy proposes to vote.
- 12.4. No document appointing a proxy will be valid for more than 12 months.
- 12.5. A vote given or ballot demanded by proxy is to be valid despite:-
 - 12.5.1. the revocation of the proxy; or
 - 12.5.2. the death or insanity of the principal,unless written notice of the death, insanity or revocation is received at the Registered Office before the start of the General Meeting or adjourned General Meeting at which the proxy is used.
- 12.6. A proxy form will not be valid for any part of a General Meeting at which the Company Member who appointed the proxy is present.

13. COMPANY MEMBERS' WRITTEN RESOLUTIONS

- 13.1. Subject to the Act, a written resolution signed by the proportion of Company Members who would be required to vote in favour of the resolution if proposed at a General Meeting is as valid as if it had been passed at a General Meeting.
- 13.2. A resolution under Article 13.1 may consist of several documents in similar form each signed by one or more Company Members.

PART D DIRECTORS

14. APPOINTMENT OF DIRECTORS

- 14.1. The number of Directors must always be the same as the number of Company Members.
- 14.2. The first Directors are those named in the statement delivered to the Registrar of Companies under the Act.
- 14.3. The appointment of a Director is not to take effect until he has signed the prescribed Companies House form. The appointment of any person as a Director who has not done so within one month of appointment is to lapse unless the Board resolves that there is good cause for the delay.
- 14.4. An individual may not be a Director unless he is a Company Member.
- 14.5. Subject to Article 14.3 each of the Company Members is to be a Director.

15. OBLIGATIONS OF DIRECTORS

- 15.1. The Board must set out in writing the principal obligations of every Director to the Board and to the Company. The statement of Directors' obligations is not intended to be exhaustive and, subject to Article 15.2, the Board may review and amend it from time to time.
- 15.2. The statement of the obligations of the Directors to the Company must include the general duties of directors as set out in Sections 171 to 177 of the Act so far as they are in force.
- 15.3. A Director must sign and deliver to the Board a statement confirming he will meet his obligations to the Board and to the Company within one month of his appointment.

16. RETIREMENT AND REMOVAL OF DIRECTORS

- 16.1. A Director will cease to hold office if he:-
 - 16.1.1. dies;
 - 16.1.2. ceases to be a Director under the Act or is prohibited by law from being a Director or is disqualified from acting as a charity trustee under the Charities Act 1993;
 - 16.1.3. becomes incapable of managing and administering his own affairs because of mental disorder illness or injury;

- 16.1.4. is declared bankrupt or makes any arrangement or composition with his creditors;
- 16.1.5. is in the opinion of the Board guilty of conduct detrimental to the interests of the Company and the Board resolves by a 75% majority of the Directors present and voting that he should be removed provided that the Director concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Director;
- 16.1.6. resigns by written notice to the Secretary;
- 16.1.7. is absent without, in the opinion of the Board, good reason from three consecutive Board Meetings held no more frequently than once per month and the Board resolves (by a 75% majority of the Directors present and voting) that he should cease to be a Director;
- 16.1.8. fails to sign a statement of his obligations under Article 15 within one month of his appointment and the Board resolves that he should be removed; or
- 16.1.9. ceases to be a Company Member.

17. DIRECTORS' INTERESTS

- 17.1. A Director who has, or may have, a direct or indirect interest in any proposed transaction or arrangement with the Company must declare his interest under the Act before the matter is discussed by the Board.
- 17.2. Every Director must ensure that at all times the Secretary has a list of:-
 - 17.2.1. any other body of which he is a director or officer;
 - 17.2.2. any firm in which he is a partner;
 - 17.2.3. any public body of which he is an official or elected member;
 - 17.2.4. any company whose shares are publicly quoted in which he owns or controls more than 2% of the shares;
 - 17.2.5. any company whose shares are not publicly quoted in which he owns or controls more than 10% of the shares; or
 - 17.2.6. any other interest which is significant or material.

17.3. If a Director has declared an interest or a possible interest in accordance with Article 17.1, and the interest is not authorised by virtue of any other provisions in the Memorandum or the Articles, the remaining Directors may authorise the interest or possible interest in accordance with the Act provided that they consider it to be in accordance with their duty to promote the success of the Company to do so and:-

17.3.1. the Director concerned is absent from the Board Meeting whilst authorisation of the interest or possible interest is discussed;

17.3.2. the Director concerned does not count towards the quorum for the Board Meeting whilst authorisation of the interest or possible interest is discussed; or

17.3.3. the Director concerned does not vote on the authorisation of the interest or possible interest.

17.4. A decision of the Board will not be invalid because of the subsequent discovery of an interest which should have been declared.

17.5. Personal Interests

17.5.1. A Director has a personal interest in a matter which is to be discussed or determined by the Board if he will be directly affected by the decision of the Board in relation to that matter.

17.5.2. A Director who has a personal interest in a matter which is to be discussed or determined by the Board:-

17.5.2.1. may not count towards the quorum in relation to that matter;

17.5.2.2. may not take part in the discussion in relation to that matter;

17.5.2.3. may not vote in relation to that matter; and

17.5.2.4. must leave the Board Meeting at which the matter is discussed and determined.

17.6. Non-Personal Interests

17.6.1. A Director who has an interest or a potential interest in a matter which is to be discussed or determined by the Board but which is not a personal interest may, subject to his fulfilling his duty by the act in the best interests of the Company and to the right of the remaining Directors to require that he should withdraw from the Board Meeting at which the matter is to be discussed and determined:-

- 17.6.1.1. count towards the quorum in relation to that matter;
- 17.6.1.2. take part in the discussion in relation to that matter;
- 17.6.1.3. remain in the Board Meeting at which the matter is to be discussed or determined; and
- 17.6.1.4. vote in relation to that matter.

PART E BOARD MEETINGS

18. FUNCTIONS OF THE BOARD

- 18.1. The Board must direct the Company's affairs in such a way as to promote the Objects. Its functions include:
 - 18.1.1. defining and ensuring compliance with the values and objectives of the Company;
 - 18.1.2. establishing policies and plans to achieve those objectives;
 - 18.1.3. approving each year's budget and accounts before publication;
 - 18.1.4. establishing and overseeing a framework of delegation of its powers to Committees and employees under Article 23 with proper systems of control;
 - 18.1.5. monitoring the Company's performance in relation to its plans budget controls and decisions;
 - 18.1.6. appointing (and if necessary removing) employees;
 - 18.1.7. satisfying itself that the Company's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
 - 18.1.8. ensuring that appropriate advice is taken on the items listed in Articles 18.1.1 to 18.1.7 and in particular on matters of legal compliance and financial viability.

19. POWERS OF THE BOARD

- 19.1. Subject to the Act, the Memorandum and the Articles, the business of the Company is to be managed by the Board who may exercise all of the powers of the Company.
- 19.2. An alteration to the Memorandum or the Articles does not invalidate earlier acts of the Board which would have been valid without the alteration.

20. BOARD MEETINGS

- 20.1. Subject to the Articles, the Board may regulate Board Meetings as it wishes.
- 20.2. Board Meetings may be called by any Director or the Secretary.

- 20.3. The Secretary must give 7 days' notice of Board Meetings to each of the Directors but it is not necessary to give notice of a Board Meeting to a Director who is out of the United Kingdom.
- 20.4. A Board Meeting which is called on shorter notice than required under Article 20.3 is deemed to have been duly called if at least two Directors certify in writing that because of special circumstances it ought to be called as a matter of urgency.
- 20.5. Matter arising at a Board Meeting are to be decided by a simple majority of votes and, subject to Article 20.6, each Director is to have one vote.
- 20.6. If there is an equality of votes that Chair is entitled to a second or casting vote.
- 20.7. A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith.

21. QUORUM FOR BOARD MEETINGS

- 21.1. The quorum for Board Meetings is a majority of the Directors for the time being.
- 21.2. A Director may be part of the quorum at a Board Meeting if he can hear comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 21.3. The Board may act despite vacancies in its numbers but if the number of Directors is less than four then the Board may act only to procure the admission of Company Members under Article 2.
- 21.4. At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Directors present may act only to:
 - 21.4.1. adjourn it to such other time and place as they decide; or
 - 21.4.2. call a General Meeting; or
 - 21.4.3. procure the admission of Company Members under Article 2.
- 21.5. If at the adjourned meeting there are again insufficient Directors present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Directors who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

22. CHAIR AND VICE-CHAIR

- 22.1. The Company must have a Chair and a Vice-Chair. The Chair and the Vice-Chair are to be elected by the Board. The Board must decide the period during which they are each to hold office and the precise point at which their term of office ends. Both the Chair and the Vice-Chair may be re-elected by the Board.
- 22.2. The Chair and Vice-Chair may resign from their positions at any time (without necessarily resigning as Directors at the same time).
- 22.3. Where there is no Chair the first item of business at a Board Meeting must be to elect a Chair in accordance with Article 22.1
- 22.4. The Chair and the Vice-Chair may be removed only at a Board Meeting called for the purpose at which a resolution with a majority in favour is passed. The Chair or the Vice-Chair (as the case may be) must be given an opportunity to say why he should not be removed.
- 22.5. The Chair is to chair all Board Meetings and General Meetings at which he is present unless he does not wish, or is not able, to do so.
- 22.6. If the Chair is not present within 5 minutes after the starting time of a Board Meeting, or is unwilling or unable to chair a Board Meeting, then the Vice-Chair must chair the Board Meeting unless he is unwilling or unable to do so.
- 22.7. If both the Chair and the Vice-Chair are not present within 5 minutes after the starting time of a Board Meeting or both are unwilling or unable to chair the meeting then the Board must elect one of the Directors who is present to chair the Board Meeting.
- 22.8. The functions of the Chair are:
 - 22.8.1. to act as an ambassador for the Company and to represent the views of the Board to the general public and other organisations;
 - 22.8.2. to ensure that Board Meetings and General Meetings are conducted efficiently;
 - 22.8.3. to give all Directors an opportunity to express their views;
 - 22.8.4. to establish a constructive working relationship with, and to provide support for, the employees;
 - 22.8.5. where necessary (and in conjunction with the other Directors) to ensure that, where the post of any employee is or is due to become vacant, a replacement is found in a timely and orderly fashion;

- 22.8.6. to encourage the Board to delegate sufficient authority to its Committees to enable the business of the Company to be carried on effectively between Board Meetings;
 - 22.8.7. to ensure that Board Meetings and General Meetings are conducted efficiently;
 - 22.8.8. to give all Directors an opportunity to express their views;
 - 22.8.9. to establish a constructive working relationship with , and to provide support for, the employees;
 - 22.8.10. where necessary (and in conjunction with the other Directors) to ensure that, where the post of any employees is or is due to become vacant, a replacement is found in a timely and orderly fashion;
 - 22.8.11. to encourage the Board to delegate sufficient authority to its Committees to enable the business of the Company to be carried on effectively between the Board Meetings;
 - 22.8.12. to ensure that the Board monitors the use of delegated powers; and
 - 22.8.13. to encourage the Board to take professional advice when it is needed and particularly before considering the dismissal of an employee.
- 22.9. The role of the Vice-Chair is to deputise for the Chair during any period of his absence and, for that period, his functions shall be the same as those of the Chair.

23. COMMITTEES AND WORKING PARTIES

- 23.1. The Board may:
- 23.1.1. establish Committees consisting of those persons whom the Board decide;
 - 23.1.2. delegate to a Committee any of its powers; and
 - 23.1.3. revoke a delegation at any time.
- 23.2. The Board may establish Working Parties consisting of those person whom the Board decide. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.
- 23.3. The members of a Committee or a Working Party are to be appointed by the Board but the Board may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board is to determine the chair of each Committee or Working Party.

- 23.4. Each member of a Committee or Working Party (including the chair) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Board from the Committee or Working Party.
- 23.5. The Board must determine the quorum for each Committee and Working Party it establishes.
- 23.6. The Board must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.
- 23.7. Every Committee or Working Party must report its proceedings and decisions to the Board as the Board determines.

24. OBSERVERS

- 24.1. Subject to Article 24.4, the Board may allow individuals who are not Directors to attend Board Meetings as Observers on whatever terms the Board decides.
- 24.2. Observers may not vote but may take part in discussions with the prior consent of the Chair.
- 24.3. The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.
- 24.4. The Board must exclude an Observer from any Board Meeting at which a possible personal benefit to him is being considered.

25. DIRECTORS' WRITTEN RESOLUTIONS

- 25.1. A written resolution signed by the proportion of the Directors who would be required to vote in favour of the resolution if proposed at a Board Meeting is as valid as if it had been passed at a Board Meeting.
- 25.2. A written resolution signed by all of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.
- 25.3. A resolution under Articles 25.1 and 25.2 may consist of several documents in similar form each signed by one or more of the Directors or Committee Members and will be treated as passed on the date of the last signature.

PART F OFFICERS

26. THE SECRETARY

- 26.1. A secretary may be appointed by the Board for such a term as the Board decides.
- 26.2. A Secretary may be removed by the Board at any time.
- 26.3. If a Director is appointed as Secretary he may not receive any remuneration for acting in that capacity.

27. INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 27.1. The Company may indemnify any officer or employee (other than a Director) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.
- 27.2. Subject to the Act and Article 27.3 the Company may indemnify any Director of the Company against any liability incurred by him in that capacity.
- 27.3. The indemnity provided to a Director in accordance with Article 27.2 may not include any indemnity against liability:
 - 27.3.1. to the Company or a company associated with it;
 - 27.3.2. for fines or penalties; or
 - 27.3.3. incurred as a result of his unsuccessful defence of criminal or civil proceedings.
- 27.4. The indemnity provided to a Director in accordance with Article 27.2 may include the provision of funds to cover his legal costs as they fall due on terms that the Director in question will repay the funds if he is unsuccessful in his defence of the criminal or civil proceedings to which these costs relate.

PART G STATUTORY AND MISCELLANEOUS

28. MINUTES

- 28.1. The Secretary must keep minutes of all General Meetings.
- 28.2. The Board must arrange for minutes to be kept of all Board meetings. The names of the Directors present must be included in the minutes.
- 28.3. Copies of the draft minutes of Board Meetings must be distributed to the Directors as soon as reasonably possible after the meeting and in any case seven days before the next Board Meeting (unless the next Board Meeting is an urgent Board Meeting).
- 28.4. Minutes must be approved as a current record at the next General Meeting (as regards minutes of General Meetings) or Board Meeting (as regards minutes of Board Meetings). Once approved they must be signed by the person chairing the meeting at which they were approved.
- 28.5. The Board must keep minutes of all of the appointments made by the Board.

29. ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN

- 29.1. The Company must comply with the provisions of the Act and the Directors must comply with their obligations as charity trustees under the Charities Act 1993 in:-
 - 29.1.1. preparing and filing an annual Directors' report and annual accounts and sending them to the Charity Commission; and
 - 29.1.2. making an annual return to the Registrar of Companies and the Charity Commission.
- 29.2. The Company must comply with the provisions of the Act relating to the audit or examination of accounts (to the extent that the law requires).
- 29.3. The annual Directors' report and accounts must contain:-
 - 29.3.1. revenue accounts and balance sheet for the last accounting period;
 - 29.3.2. the report on these accounts by an auditor or accountant as required under Article 29.2; and
 - 29.3.3. the Board's report on the affairs of the Company.

- 29.4. The accounting records of the Company must always be open to inspection by a Director.

30. BANK AND BUILDING SOCIETY ACCOUNTS

- 30.1. All bank and building society accounts must be controlled by the Board and must include the name of the Company.
- 30.2. A cheque or order for the payment of money must be signed in accordance with the Board's instructions.

31. EXECUTION OF DOCUMENTS

- 31.1. Unless the Board decides otherwise, documents which are executed as deeds must be signed by:
- 31.1.1. two Directors;
 - 31.1.2. one Director and the Secretary; or
 - 31.1.3. one Director in the presence of an independent witness who attests his signature.

32. NOTICES

- 32.1. Notices under the Articles must be in writing except notices calling Board Meetings.
- 32.2. A Company Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 32.3. The Company may give a notice to a Company member, Director, Secretary or auditor either:
- 32.3.1. personally;
 - 32.3.2. by sending it by post in a prepaid envelope;
 - 32.3.3. by facsimile transmission;
 - 32.3.4. by leaving it at his address;
 - 32.3.5. by email; or
 - 32.3.6. by means of a website.
- 32.4. Notices under Article 32.3.2 to 32.3.5 may be sent:
- 32.4.1. to an address in the United Kingdom which that person has given the Company;

- 32.4.2. to the last known home or business address of the person to be served; or
 - 32.4.3. to that person's address in the Company's register of Members.
- 32.5. Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 32.6. Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 32.7. A copy of the notification from the system used by the Company to send emails, that the email has been sent to that particular person, will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.
- 32.8. A notice may be served on the Company by delivering it or sending it to the Registered Office or by handing it to the Secretary.
- 32.9. The Board may make standing orders to define other acceptable methods of delivering notices.

33. STANDING ORDERS

- 33.1. Subject to Article 33.4;
 - 33.1.1. the Board may from time to time make standing orders for the proper conduct and management of the Company; and
 - 33.1.2. the Company in General Meeting may alter, add to or repeal the standing orders.
- 33.2. The Board must adopt such means as they think sufficient to bring the standing orders to that notice of Company Members.
- 33.3. Standing orders are binding on all Company Members and Directors.
- 33.4. No standing order may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles

Name and Addresses of
the Subscribers

Signed

Witnessed

NICHOLAS JOHN DEANON
DURHAM CASTLE
HIGH STREET
BUTLIGH
SAG BRU

[Signature]

[Signature] Electronic
Engineer
'FLORES' TANYARD LANE
NORTH WOOTTON BA4 4AE

Name
Address
Keith Philip Chesley
Abbeyfield House
25a New Street
Wells BA5 2LE

[Signature]

[Signature]
JOHN COLEMAN
11, WEBBERS PIECE
MAIDEN NEWTON
DORSET. DT2 0AQ
ICONOGRAPHER

ANDREW JOHN PUGH
'FLORES' TANYARD LANE
NORTH WOOTTON
SHEPTON MALLET BA4 4AE

[Signature]

[Signature]
JOHN COLEMAN
11, WEBBERS PIECE
MAIDEN NEWTON
DORSET. DT2 0AQ
ICONOGRAPHER

PHILIP CHARMAN
5 MANAR HOUSE ROAD
GLASTONBURY
BA6 9DE

[Signature]

[Signature]
DAVID HOLLAND
THE YARD, 15 STILEWAY
GLASTONBURY BA6 9JH
Chartered Certified Accountant.

DAVID HOLLAND
The Yard, 15 Stileway
Glastonbury BA6 9JH.

[Signature]

[Signature]
E. A. PEARSON
7 ALBERT BUILDINGS
GLASTONBURY
BA6 9JN.

DATED 7th January 2009



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

The Mary and Margaret Charity

I,

Anna Roderick

of

Foot Anstey Solicitors, Senate Court, Southernhay
Gardens, Exeter EX1 1NT

† Please delete as appropriate.

IN BOLD/CAPITALS:
SENATE COURT
SOUTHERNHAY GARDENS
EXETER
EX1 1NT

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

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

Declarant's signature

Anna Roderick

Declared at

STONES, SOLICITORS, Linacre House, Southernhay
Gardens, Exeter EX1 1UG.

Day Month Year

On

13 01 2009

IN BOLD/CAPITALS:
LINACRE HOUSE
SOUTHERNHAY GARDENS
EXETER
EX1 1UG

● Please print name.

before me [†]

VICTORIA OERTON (SOLICITOR)

Signed

Victoria Oerton

Date

13.01.09

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

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

William Hopkin

Foot Anstey Solicitors, Senate Court, Southernhay

Gardens, Exeter Tel 01392 685290

DX number 8308 DX exchange EXETER

Companies House receipt date barcode

This form has been provided free of charge
by Companies House.

Form revised 10/03

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

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

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHWP000

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

Company Name in full

The Mary and Margaret Charity

I,

Anna Roderick

of

Foot Anstey Solicitors

SENATE COURT, SOUTHERNHAY
GARDENS, EXETER EX1 1UG

† Please delete as appropriate.

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

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

Declarant's signature

Anna Roderick

Declared at

STONES, SOLICITORS

LINACRE HOUSE, SOUTHERNHAY
GARDENS, EXETER EX1 1UG

Day Month Year

on

13 01 2009

• Please print name.

before me •

VICTORIA OVERTON

Signed

Victoria Overton

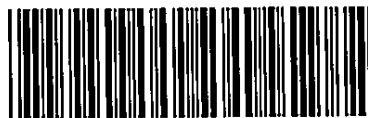
Date

13.01.09

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

Please give the name, address,
telephone number and, if available,

a
tl
c



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A63

17/01/2009

157

COMPANIES HOUSE

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14/01/2009

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COMPANIES HOUSE

William Hopkin, Foot Anstey Solicitors

Senate Court, Southemhay Gardens

Exeter

Tel

01392 685290

DX number

8308

DX exchange

EXETER

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

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

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

or LP - 4 Edinburgh 2



Companies House
— for the record —

10

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

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

The Mary and Margaret Charity

Proposed Registered Office

(PO Box numbers only, are not acceptable)

148 High Street

Post town

Street

County / Region

Somerset

Postcode

BA16 0NH

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



Agent's Name

Foot Anstey Solicitors

Address

Senate Court

Southernhay Gardens

Post town

Exeter

County / Region

Devon

Postcode

EX1 1NT

Number of continuation sheets attached

4

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

William Hopkin

As above

Tel 013920685290

DX number 8308

DX exchange EXETER

Companies House receipt date barcode
***This form has been provided free of charge
by Companies House***

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

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

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name *The* Mary & Margaret Charity

NAME *Style / Title Mrs *Honours etc /

* Voluntary details

Forename(s) Elizabeth

Surname Pearson

Previous forename(s) /

Previous surname(s) Birch

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

Address ††

7 Albert Buildings

Post town Glastonbury

County / Region Somerset

Postcode BA6 9JN

Country UK

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

Consent signature

E Pearson

Date 08.01.09

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Please list directors in alphabetical order

~~SECRET~~ MRJ *Honours etc

Philippa	
----------	--

Chapman

HENDERSON

5 Manor House Road

11

Glastonbury

Somerset	Postcode	BA6 9DE
----------	----------	---------

UK

Day Month Year

Date of birth


10051958 Nationality BRITISH

Nationality BRITISH

TOUR GUIDE & MINISTER OF RELIGION

~~CONFIDENTIAL~~

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

 Date 6/1/09

Date	6/1/09
------	--------

Signed

Philip H. Hays Date 6/1/09

Date 6/1/09

Signed

_____ Date _____

Date

Signed

_____ Date _____

Date _____

Signed

_____ Date _____

Date _____

Signed

Date _____

Date _____

Signed

Date _____

Date

Signed

Date _____

Date _____

Please list directors in alphabetical order

REVD

*Honours etc

* Voluntary details

Forename(s)

Keith

Surname

Atherlev

Previous forename(s)

Previous surname(s)

Address ^{††}

Abbeyfield House

25a New Street

Post town

Wells

County / Region

Somerset

Postcode

BA5 2LE

Country

UK

Day Month Year

Date of birth

0	3	0	7	1	9	5	6
---	---	---	---	---	---	---	---

Nationality

BRITISH

Business occupation

CLERIC IN HOLY ORDERS

Other directorships

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

Consent signature

Date

04.01.09

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date _____

Signed

Date

Signed

Date

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Please list directors in alphabetical order

*Honours etc

* Voluntary details

Forename(s)	Nicholas John
-------------	---------------

Surname	Denison
---------	---------

Previous forename(s)

Previous surname(s)

Address ^{††}

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

Durham Cottage

High Street, Butleigh

Post town	Glastonbury
-----------	-------------

County / Region	Somerset
-----------------	----------

Postcode BA6 8SU

Country **Date of birth**

Day Month Year

2, 6	0, 9
------	------

Nationality	British
--------------------	---------

Business occupation

Diocesan Secretary

Other directorships

Palace Enterprises Ltd

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

Consent signature

Date 7 January 2009

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Notes

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

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

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

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

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

Address:

Give the usual residential address.

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

Subscribers:

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

2. Directors known by another description:

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

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

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

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