

Number of Company

3598733

**WOKING MUSEUM AND ARTS & CRAFTS CENTRE**

**SPECIAL RESOLUTION**

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**Passed on 17<sup>th</sup> December 1999**

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At the EXTRAORDINARY GENERAL MEETING of WOKING MUSEUM AND ARTS & CRAFTS CENTRE held on 17 December 1999 the following resolution was passed as a Special Resolution

**Resolution**

That the amendments to the Memorandum and Articles of Association of the Company as shown in red on the copy of the Memorandum and Articles of Association produced at the meeting and signed by the Chairman be approved



---

G. M. Washington (Mrs.)

Chairman



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- OF -

WOKING MUSEUM AND ARTS & CRAFTS CENTRE

1. The Name of the Company is WOKING MUSEUM AND ARTS & CRAFTS CENTRE (in this document called "the Charity")
2. The Registered Office of the Charity will be situate in England and Wales.
3. The objects for which the Charity is established are:-
  - (A) To advance the education of the public in local national and international history and arts and crafts.

In furtherance of the principal object but not otherwise the Charity shall have the power:-

(B) (1) To form, establish, support and maintain and to aid in the formation, establishment, support and maintenance of a Museum and Arts & Crafts Centre within the Borough of Woking and of any component or intended components thereof.

(2) To purchase, lease, hire or otherwise, to establish a collection of objects, artefacts, books, records, photographs, documents, drawings, maps, prints, paintings and works of art and, thereafter to maintain and enhance the same.

(3) To provide facilities and opportunities for the display and exhibition of objects, artefacts, specimens, books, records, photographs, documents, drawings, maps, prints, paintings and works of art.

(4) To provide workshops and other facilities for undertaking, performing and demonstrating arts and crafts.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity.

(D) To accept gifts, endowments, subscriptions (whether or not under Deed of Covenant) donations, bequests or devises of lands, monies, securities or other real or personal property and to hold funds in trust for the same.

(E) To take such lawful steps by appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Charity by donations, annual subscriptions or otherwise.

(F) To print and publish, or procure to be printed or published, and to circulate, or procure to be circulated (whether gratuitously or not) any newspapers, periodicals, magazines, books, pamphlets, leaflets or other documents. To organise or take part in lectures and broadcasts and to make or procure to be made, tapes, films or any other instructional matter.

(G) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are

wholly or in part similar to those of the Charity and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity or by virtue of Clause 4 hereof.

(H) To acquire by subscription, purchase or otherwise and to hold and sell shares or stocks in any company whose members' liability is limited and which company's main or principal object shall be trading activities solely for the benefit of the Charity.

(I) To pay out of the funds of the Charity the costs of forming and registering the Charity.

(J) Subject to such consents as may be required by law to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Charity.

(K) Subject to such consents as may be required by law to borrow and raise money in such manner and on such security as the Charity may think fit, including making reasonable charges for any services provided thereunder (whether to beneficiaries or not). To issue debentures and other securities.

(L) To invest the monies of the Charity not immediately required for its purposes in or upon such investment, securities or property as may be thought fit, in the absolute discretion of the governing body of the Charity (hereinafter called "the Directors") subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(M) To effect such insurances of the Charity's assets and against liability of the Directors as the Directors consider desirable.

(N) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees, former employees and their widows and other dependants of the Charity or its associate companies.

(O) To purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Charity of any one or more of the charitable organisations, institutions, societies or bodies with which this Charity is authorised to amalgamate.

(P) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Charity is authorised to amalgamate.

(Q) To do all such other lawful things as are incidental or conducive to the attainment of the principal object.

Provided that:-

(i) In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

(ii) The objects of the Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, and Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Directors shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such

Directors have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over the Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

4 The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise howsoever by way of profit to Members of the Charity and no Director shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing herein shall prevent any payment in good faith by the Charity:-

(a) of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his, when instructed by the Charity to act in a professional capacity on its behalf; provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which this appointment or remuneration, or that of his partner, is under discussion;

(b) of reasonable and proper remuneration to any Member or officer or servant of the Charity not being a Director for any professional services rendered to the Charity:

(c) of interest on money lent by any Member of the Charity or any Director at a rate per annum not exceeding two per cent less than the minimum lending rate prescribed for the time being by the Bank of England;

(d) of reasonable and proper rent for premises demised or let by any Member of the Charity or any Director;

(e) of fees, remuneration or other benefit in money or money's worth to a company of which a Director may be a member holding no more than one hundredth part of the issued capital of that company; and

(f) to any Director's reasonable and proper out-of-pocket expenses.

(g) a price not exceeding the open market value as evidenced by a certificate of such value signed by an independent valuer for any property (other than real property) sold to the Charity by a Director provided that the Director shall withdraw from any meeting at which the purchase of such property or the price to be paid therefor is under discussion

(h) of reasonable remuneration to the Company Secretary of the Charity in respect of his or her employment by the Charity notwithstanding that he or she is a Director: PROVIDED THAT he or she shall withdraw from any meeting which his or her appointment remuneration or other terms of employment or the appointment remuneration or other terms of employment of any other employee or employees of the Charity which might affect him or her are being discussed.

5 No addition, alteration or amendment shall be made to or in the provisions of the Memorandum and Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Charity Commissioners.

6 The liability of the Members is limited.

7 Every Member of the Charity undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Charity contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Five Pounds (£5.00).

8        If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members of the Charity but shall be given or transferred subject to the approval of the Charity Commissioners to some other Charity and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as imposed on the Charity under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Charity at or before the time of dissolution and if so far as effect cannot be given to the aforesaid provisions then to some other charitable object.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- OF -

WOKING MUSEUM AND ARTS & CRAFTS CENTRE

1 In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS

The Statutes

MEANINGS

The Companies Act 1985 and 1989  
every other Act for the time being in  
force concerning companies and  
affecting the Charity.

These Articles

These Articles of Association of the Charity  
from time to time in force.

The Charity

The above-named company.

The Directors

The Directors for the time being  
of the Charity

The Board

The Directors

The Registered Office

The Registered Office for the time being  
of the Charity

The Seal

The common seal of the Charity

The Secretary

Any person appointed to perform the  
duties of Secretary of the Charity

Member

A Member of the Charity as defined in  
Articles 4 and 5.

Expressions referring to writing shall, unless contrary intention appears, be construed as including reference to printing, lithography, photography, and other modes of representing or reproducing works in a visible form.

Words importing the singular number only shall include the plural number, and vice versa.

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject of context, bear the same meanings in these Articles.

2. The Charity is established for the purposes expressed in the Memorandum of Association.

## MEMBERS

3. The number of Members of the Company shall be unlimited and the Directors may from time to time determine such classes of membership as the Directors shall see fit providing that the classification of such membership is designed to further the aims and objects of the Charity.

4. The following persons shall be Members:-

(a) The subscribers to the Memorandum of Association;

(b) The Directors on appointment or election;

(c) Such other persons as the Directors shall admit to membership in accordance with the provisions of Article 5.

(d) Up to three elected members of the local authority for the Borough of Woking nominated by the said local authority to be Members of the Charity. Such Members shall have the same rights, powers and duties as other Members of the Charity.

5. (a) Membership shall be open to anyone the Board agree will further the aims and objectives of the Charity.

(b) Applications for membership shall be in such form as the Directors may from time to time prescribe. An application for membership shall be approved or rejected by the Directors who shall not be bound or required to give any grounds or reason for the rejection of an applicant.

6. No paid employee whether in full or part time employment or any person in receipt of fees or other form of remuneration from the Charity shall be eligible to be a Member, a member of a Committee or a Director provided that the Directors may from time to time and in individual cases only suspend the operation of this Article in respect of membership of the Charity or any Committee (other than the Directors themselves) by a unanimous resolution of the Directors passed at a meeting of which at least seven days' clear notice has been given.

7. Save as authorised by Clauses 4 (g) and 4 (h) of the Memorandum of Association no Director or member of a Committee shall supply or be directly or indirectly interested (other than as a shareholder in a company in which the Director or member shall hold not more than one-hundredth part of the issued capital or as an official of a Bank at which the Charity's funds are deposited) in the supply of work or goods to the Charity except by way of free gift or on a basis which shows no profit or gain directly to the Director or member concerned.

8. A person shall automatically cease to be a Member if not less than three fourths of the Directors present at a meeting called to consider the case shall at any time resolve that the continuance of the membership of any Member will in their opinion be prejudicial to the interests of the Charity provided always that no resolution passed by the Directors at any such meeting under the provisions of this paragraph shall have validity or effect unless the Member in question shall have been given not less than 21 days' notice of and the right to attend at the meeting and to be heard in his defence.

A person ceasing to be a Member under the provisions of this Article shall be notified in writing by the Secretary to that effect and shall not be eligible for re-admission as a Member unless otherwise determined by the Directors.

9. Any member may by notice in writing addressed to and delivered at the Registered Office resign his membership; provided that after such resignation the number of Members of the Charity is not less than two.

10. Any person who shall be a Member in pursuance of Article 4(d), shall cease to be a Member if he shall cease to be an elected Member of the Council or shall cease to be nominated by the Council, but shall be eligible for membership of the Charity pursuant to Article 4(c).

11. The Charity shall keep a Register of Members in accordance with the Statutes.

### GENERAL MEETINGS

12. The Charity shall in each year hold a general meeting as its Annual General Meeting and shall specify the meeting as such in the Notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next. Provided that so long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

13. Subject as above the Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Companies Act 1985.

### NOTICE OF GENERAL MEETINGS

14. An Extraordinary General Meeting called for the passing of a Special Resolution appointing a person a Director and an Annual General Meeting shall be called by twenty one days' notice in writing at the least. All other Extraordinary General Meetings shall be called by 14 days' notice at least. Such notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and, in case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such manner, if any, as may be prescribed by the Charity in General Meeting to such persons as are, under these Articles, entitled to receive such notices from the Charity.

Provided that a General Meeting of the Charity shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

(a) in the case of an Annual General Meeting by all Members entitled to attend and vote thereat; and

(b) in other case by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

15. 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 the same shall not invalidate the proceedings at that meeting.

### PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed to be special that is transacted at an Annual General Meeting with the exception of the consideration of accounts and balance sheets and the reports of the Directors and the Auditors, the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.

17. No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided ten Members or one tenth of the total number of Members whichever is the greater present in person shall be a quorum.

18. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Directors shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

19. The Chairman of the Directors shall preside as chairman at every General Meeting but if the Chairman of the Directors is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to preside, and the Vice Chairman of the Directors is not present or is unwilling to preside, the Members present shall choose a Director or, if no Director is present, or if all the Directors present decline to take the chair, they shall choose some Member who shall be present and willing to preside.

20. The chairman of the meeting may with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.

21. Whenever a meeting is adjourned for fourteen days or more at least seven clear days' notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to be given any notice of any adjournment or of the business to be transacted at an adjourned meeting.

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the chairman of the Meeting, or by at least two Members present in person. Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, or has been carried unanimously or by a particular majority or lost, or not carried by a particular majority, coupled with an entry to that effect in the Minute Book of the Charity shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

23. If poll be demanded in manner aforesaid save for a poll on the election of a chairman of the meeting or on the question of an adjournment, which shall be taken immediately, it shall be taken at such time and place, and in such manner as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

24. A demand for a poll may be withdrawn and the meeting shall continue as if the demand had not been made.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

26. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded.

27. Subject to the provisions of the Statutes a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held.

#### VOTES OF MEMBERS

28. Subject to Article 25 every Member shall have one vote.

29. No Member shall be entitled to vote at any General Meeting unless all subscriptions then payable by him to the Charity have been paid.

30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

31. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Secretary at the Registered Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

32. Any organisation which is a Member of the Charity may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual Member of the Charity.

### DIRECTORS

33. Unless otherwise determined by the Charity in General Meeting the number of Directors shall be not less than three but shall not be subject to any maximum.

34. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association.

35. Subject as provided in Clause 4 of the Memorandum of Association of the Charity the Charity may from time to time and at any time appoint any Member or other person who is willing to act as a Director to fill a casual vacancy or by way of addition to the existing Directors provided that any prescribed maximum be not thereby exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election. Those persons who are Members by virtue of the provisions of Article 4(d) of these Articles shall be ex-officio Directors and shall have the same rights and powers and duties as the other Directors during their membership of the Charity save that the provisions in these Articles relating to the election and retirement of Directors (other than disqualification pursuant to Article 43 of these Articles) shall not apply to such ex-officio Directors.

36. No person who is neither a Member nor willing to accept membership shall in any circumstances be eligible to hold office as a Director.

### BORROWING POWERS

37. Without prejudice to their general powers the Directors may exercise all the powers of the Charity to borrow money, and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Charity or of any third party.

### POWERS AND DUTIES OF THE DIRECTORS

38. The affairs and property of the Charity shall be controlled and managed by the Directors. They may exercise all such powers of the Charity and do on behalf of the Charity all such acts as may be exercised and done by the Charity and as are not by the Statutes or these Articles required to be exercised and done by the Charity in General Meeting, subject nevertheless to the regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations and provisions as may be prescribed by the Charity in General Meeting, but no regulation made by the Charity in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

39. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Charity for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

40. The Directors shall provide for the engagement of such other officers and servants as they may consider necessary, and the regulation of their duties and the fixing of their terms of employment.

41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Charity shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine provided always that not less than two signatories shall be required on all cheques, promissory notes, drafts, bills of exchange or other negotiable instruments drawn on the Charity.

42. The Directors shall cause proper minutes to be made in books provided for the purpose of the names of Directors present at each meeting of the Directors and of any Committee and of all resolutions passed at and proceedings of all meetings of the Charity the Directors and Committees. Such minutes, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting of the same body shall be sufficient evidence without any further proof of the facts therein stated.

#### DISQUALIFICATION OF DIRECTORS

43. The office of a Director shall be vacated:-

(a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(b) If he becomes prohibited from holding such office by reason of any order made under the Companies Act 1985.

(c) If he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

(d) If he ceases to be a Member, whether by resignation or otherwise;

(e) If by notice in writing to the Charity he resigns his office provided that at least two Directors will remain in office when the notice of resignation is to take effect;

(f) If he is absent from all the meetings of the Directors in any period of six consecutive months and the Directors resolve that his office be vacated;

(g) If he ceases to hold office by virtue of any provision of the Statutes;

(h) If he is disqualified from acting as a Director by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision).

44. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy years or any other age nor shall any special notice be required in connection with the appointment of the approval or the appointment of such person and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

## ROTATION OF DIRECTORS

45. At the Annual General Meeting in the year of incorporation of the Charity and at the Annual General Meeting in every subsequent year one-third of the Directors including the Honorary Officers retiring under Article 60 of if their number is not three or multiple of three, then the number nearest to one-third shall retire from office. A retiring Director shall retain his office until the dissolution or adjournment of the meeting at which he retires.

46. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Retiring Directors shall be eligible for re-election.

47. The Charity may at an Annual General Meeting fill the vacated office of each retiring Director by electing a person thereto.

48. No person shall be eligible for election as a Director at any General Meeting unless:-

(a) not less than two weeks nor more than seven weeks before the said meeting his name and nomination shall have been given to the Secretary by notice in writing left at the Registered Office and signed by a Member and there shall also have been left at the Registered Office notice in writing signed by such person of his willingness to be elected as a Director and (if not already a Member) to become a Member; and

(b) he has attained the age of 18 years and

(c) his nomination complies with the requirements laid down by the Memorandum and Articles of Association.

49. The Charity may from time to time in General Meeting increase or reduce the number of Directors and may make the appointments necessary for effecting any such increase.

50. In addition and without prejudice to the provisions of Section 303 of the Companies Act 1985 the Charity may, by Extraordinary Resolution, remove any Director before expiration of his period of office, and may by Ordinary Resolution appoint another Member in his stead.

## PROCEEDINGS OF THE DIRECTORS

51. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit but so that not less than four meetings shall be held in each year, and not more than five months shall elapse between the date of one meeting and that of the next. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the chairman of the meeting shall have a second or casting vote. Any two Directors may, and on the request of any two Directors the Secretary shall, at any time, summon a meeting of the Directors. A Director who is out of the United Kingdom shall not be entitled to notice of a meeting.

52. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Directors generally.

53. The Directors may from time to time determine the quorum necessary for the transaction of business, but shall be not less than one third of their number or two Directors whichever is the greater.

54. The continuing Directors may act notwithstanding any vacancy in their body provided always that in case the number of Directors shall at any time be or be reduced to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

55. The Chairman of the Directors or in his absence the Vice-Chairman of the Directors shall be entitled to preside at all meetings of the Directors but if at any meeting the Chairman of the Directors and the Vice-Chairman of the Directors are not present, within five minutes after the time appointed for holding the same, or are present but unwilling to preside, the Directors present shall choose one of their number to be chairman of the meeting.

56. The sDirectors may from time to time and at any time delegate any of their powers to committees consisting of such Directors or Members as they think fit. No person who is neither a Member nor willing to accept membership shall be eligible to be a member of a Committee. Any Committee so formed shall, in exercise of the powers so delegated, conform to any regulations imposed on it by the Directors and shall be required to report its proceedings to the Directors as soon as possible.

57. All acts bona fide done by the Directors or any committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or member of the committee as the case may be.

58. The Directors or any committee may by a majority agree to invite additional persons to attend their meetings for special purposes but such additional persons shall not have the right to vote.

#### HONORARY OFFICERS

59. The Directors shall have power from time to time to appoint and remove such person or persons (whether or not a Member or Members) as they shall think fit to be the President and one or more Vice-Presidents and such person or persons (whether or not a Member or Members) as they shall think fit to be the Patron or Patrons of the Company.

60. The Directors shall elect annually from among their number a Chairman, a Vice-Chairman, an Honorary Treasurer and an Honorary Secretary (hereinafter called "the Honorary Officers") each of whom shall hold office as such until the commencement of the first meeting of the Directors held after the Annual General Meeting next following his appointment when he shall retire. An Honorary Officer so retiring shall (so long as he remains a Director) always be eligible for re-election.

#### SECRETARY

61. Subject to Part IX of the Companies Act 1985 the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be similarly removed. The Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. Any Honorary Secretary of the Charity shall be eligible for appointment as Secretary or assistant or deputy Secretary provided that he shall not in any circumstances be remunerated for work as Secretary or assistant or deputy Secretary whilst he is a Director.

62. A provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in the place of, the Secretary.

#### SEAL

63. The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Directors and in the presence of any two Directors or of a Director and of the Secretary, and the said two Directors or Director and Secretary shall sign every instrument to

which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Charity such signatures shall be conclusive evidence of the fact the Seal has been properly affixed.

### ACCOUNTS

64. The Directors shall cause proper accounting records to be kept in accordance with the Statutes.

65. The accounting records shall be kept at the Registered Office or, subject to Section 222 and (7) of the Companies Acts 1985, at such other place or places as the Directors shall think fit and shall always be open to the inspection of any Director.

66. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records and books of the Charity or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any accounting record or book or document of the Charity except as conferred by the Statutes or authorised by the Directors or by the Charity in General Meeting.

67. The Directors shall from time to time in accordance with the Statutes, cause to be prepared and laid before the Charity in General Meeting such income and expenditure, accounts, balance sheets, group accounts (if any) and reports as are required by the Statutes and shall comply with the obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act).

68. A copy of every balance sheet, including any document required by law to be annexed thereto, which is to be laid before the Charity in General Meeting, together with a copy of the Auditor's report, shall not less than 21 clear days before the date of the meeting be sent to the Auditors and to every Member and every holder of debentures of the Charity provided always that this Article shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware or to more than one of the joint holders of any debentures.

### AUDIT

69. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

### NOTICES

70. A notice may be given by the Charity to any Member either personally or by sending by post to him to his registered address or (if he had no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Charity for the giving of notices to him. Where a notice is sent 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, in the case of a notice of a meeting, at the expiration of twenty-four hours after the letter containing the same is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

71. Notice shall be given in any manner hereinbefore authorised of every General Meeting to every Member except those Members whose addresses are unknown or who have no known address in the United Kingdom, and to the President and Vice-Presidents and Patrons (if any) and the Auditors for the time being of the Charity. No other persons shall be entitled to received notices of General Meetings.

72. A Member present in person at any meeting of the Charity shall be deemed to have received notice of the Meeting and where necessary of the purpose for which it was called.

### WINDING UP

73 The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Charity shall have effect and be observed as if the same were repeated in these Articles.

### INDEMNITY

74. Subject to the provisions of the Statutes every Director and every member of any committee and every officer and servant of the Charity shall be entitled to be indemnified out of the assets of the Charity against all losses and liabilities incurred by him in or about the execution of his office or otherwise in relation thereto, provided that nothing in this Article shall entitle him to any indemnity against liability arising through negligence or fraud or similar actions on his part.

### RULES

75. The Directors may from time to time make such rules or by-laws as they may deem necessary, expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or by-laws regulate.

(a) the admission and classification of Members of the Charity (including the admission of organisations to membership) and the rights and privileges of such Members and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members.

(b) the conduct of Members of the Charity in relation to one another and to the Charity's servants.

(c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes.

(d) the procedure at General Meetings, meetings of the Directors, meetings of Committees of the Directors, meetings of Committees of Members or other persons appointed to attend such meetings by the Director insofar as such procedure is not regulated by these Articles.

(e) generally all such matters as are commonly the subject of company rules.

76. The Charity in General Meeting shall have power to alter, add to or repeal the rules or by-laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members of the Charity all such rules or by-laws, which shall be binding on all Members of the Charity; Provided that no rule or by-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum of Association of the Charity or these Articles.