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**CERTIFICATE OF INCORPORATION
OF A
PRIVATE COMPANY LIMITED BY GUARANTEE
EXEMPT UNDER SECTION 60**

Company Number **11525652**

The Registrar of Companies for England and Wales, hereby certifies that

BASHARAT & BASHERT

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **20th August 2018**



* N11525652E *



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01(ef)

Application to register a company



Received for filing in Electronic Format on the: **17/08/2018**

X7CJZD08

Company Name in full: **BASHARAT & BASHERT**

I confirm that the above proposed company meets the conditions for exemption from the requirements to have a name ending with 'Limited' or permitted alternatives

Company Type: **Private company limited by guarantee**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **ACRE HOUSE 11/15 WILLIAM ROAD
LONDON
UNITED KINGDOM NW1 3ER**

Sic Codes: **85520**

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MOHAMED MAHBUB**

Surname: **HUSAIN**

Service Address: **ACRE HOUSE 11/15 WILLIAM ROAD**
LONDON
UNITED KINGDOM NW1 3ER

Country/State Usually **UNITED KINGDOM**
Resident:

Date of Birth: ****/12/1974** *Nationality:* **BRITISH**

Occupation: **COMPANY**
 DIRECTOR

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type:	Person		
Full Forename(s):	JONATHAN PAUL		
Surname:	FELDMAN		
Service Address:	ACRE HOUSE 11/15 WILLIAM ROAD LONDON UNITED KINGDOM NW1 3ER		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/06/1968	Nationality:	BRITISH
Occupation:	CHARTERED SURVEYOR		

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type:	Person		
Full Forename(s):	NEIL LYNDON MARC		
Surname:	BLAIR		
Service Address:	ACRE HOUSE 11/15 WILLIAM ROAD LONDON UNITED KINGDOM NW1 3ER		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/09/1966	Nationality:	BRITISH
Occupation:	COMPANY DIRECTOR		

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **NEIL LYNDON MARC BLAIR**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/09/1966** *Nationality:* **BRITISH**

Service Address: **ACRE HOUSE 11/15 WILLIAM ROAD
LONDON
UNITED KINGDOM
NW1 3ER**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Individual Person with Significant Control details

Names: **JONATHAN PAUL FELDMAN**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/06/1968** *Nationality:* **BRITISH**

Service Address: **ACRE HOUSE 11/15 WILLIAM ROAD
LONDON
UNITED KINGDOM
NW1 3ER**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Individual Person with Significant Control details

Names: **MOHAMED MAHBUB HUSAIN**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/12/1974** *Nationality:* **BRITISH**

Service Address: **ACRE HOUSE 11/15 WILLIAM ROAD
LONDON
UNITED KINGDOM
NW1 3ER**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

<i>Name:</i>	MOHAMED MAHBUB HUSAIN
<i>Address</i>	ACRE HOUSE 11/15 WILLIAM ROAD LONDON UNITED KINGDOM NW1 3ER
<i>Amount Guaranteed</i>	£1.00
<i>Name:</i>	JONATHAN PAUL FELDMAN
<i>Address</i>	ACRE HOUSE 11/15 WILLIAM ROAD LONDON UNITED KINGDOM NW1 3ER
<i>Amount Guaranteed</i>	£1.00
<i>Name:</i>	NEIL LYNDON MARC BLAIR
<i>Address</i>	ACRE HOUSE 11/15 WILLIAM ROAD LONDON UNITED KINGDOM NW1 3ER
<i>Amount Guaranteed</i>	£1.00

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

BASHARAT & BASHERT

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share each.

Name of each subscriber

Authentication by each subscriber

Neil Lyndon Marc BLAIR

Mohamed Mahbub HUSAIN

Jonathan Paul FELDMAN

Dated: 16 August 2018

THE COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE ARTICLES OF ASSOCIATION

BASHARAT & BASHERT

PRELIMINARY

Particular definitions

- 1.1 In the Articles of Association of the Company named above (hereinafter called 'the Company') here set forth as may be amended from time to time (hereinafter called 'the articles' and the expression 'article' shall be construed accordingly) the expression 'the Act' means the Companies Act 2006. Any references in the articles to a member of the Trustees shall be construed as one with the expression 'director' in section 250 of the Act, and the expression 'Trustees' hereinafter contained shall be construed accordingly.
- 1.2 Subject as hereinafter provided and the Companies (Model Articles) Regulations 2008 as contained in Regulation 3 and Schedule 2 (private companies limited by guarantee) of SI 2008/3229 ("Model Articles") shall apply to the Company as in force on the date that these Articles were adopted by the Company, save that the Articles of the Company shall prevail in the case of any exclusion, inconsistency or variation and except where modified or changed by these Articles of Association of the company.

General definitions

- 1.3 Words and expressions used in the articles, unless the context otherwise requires, have the same meaning as section 1174 of the Act. Statutory references in the articles shall include, subject as aforesaid, the statute as amended, extended or applied by or under any other statutory provision or as re-enacted. The headings and index are only for ease of reference and shall not affect the meaning or construction of anything in articles.

STATUS

Purposes and Objects

- 2 The Company is established for the following purposes or as may defined by the members passing a special resolution
- 2.1 To help British and other opinion formers better understand the lived reality of Israel and the region by visiting Jerusalem and its surroundings, By providing context and history the company aims to build a future of peace, co-existence and prosperity for the people of the Holy Land.
- 2.2 The objects of the Company shall otherwise be unrestricted, and; its business shall be managed by the Trustees as they may determine from time to time;
 - 2.2.1 assume the obligations or any of them and pay the costs of forming and registering the Company;
 - 2.2.2 novate or otherwise assume any contracts within the objects of the Company entered into before or after incorporation of it.
- 2.3 The Trustees obligations shall be as follow:

- 2.3.1 exercise all the powers of the Company on its behalf for the benefit of the members as a whole
- 2.3.2 comply with all provisions, qualifications and restrictions in the constitution
- 2.3.3 have regard (amongst other matters) to their general duties under the Act and take proper account of section 7(2) of the Act (company not to be formed for an unlawful purpose).

Private company

- 2.4 The Company is a private company and the members' liability is limited by guarantee of £1 being the amount each member undertakes to pay in the event that the Company is wound up.

Articles deemed to be Deed

- 2.5 The Articles are deemed to be delivered and completed as a Deed at the same time as incorporation, or adoption of the Articles by special resolution as the case may be, of the Company and the members for the time being are deemed to be bound accordingly by the articles and acknowledge the effect under section 33 of the Act as to the memorandum and articles of association of the Company.

MEMBERS

Number and class of members

- 3 The number of members with which the Company proposes to be registered is unlimited, and there may be such one or more class of members having such rights and subject to such restrictions as the members entitled to receive such notice of and to attend and vote at any general meeting of the Company by special resolution may determine.

Trustees' discretion and categories of members

- 4 The subscribers to the memorandum of association and such other persons who may be proposed and seconded for membership respectively by any of the Trustees at a meeting of the Trustees, sign an application form and pay any fees and subscriptions as the Trustees may from time to time prescribe, and as the Trustees within their absolute discretion shall admit to membership, shall be members of the Company Provided always that membership shall be open irrespective of sex, political opinion, nationality, religion or race to:
 - 4.1 individuals aged 18 years or over and who live within the area of benefit as mentioned in the objects of the Company,
 - 4.2 individuals aged 18 years or over who live outside the area of benefit, who shall be known as 'associate members', but shall not have the right to vote at general meetings of the Company,
 - 4.3 individuals aged under 18 years living within or without the area of benefit, who shall be known as 'junior members', subject to such conditions as the Trustees may decide from time to time, but shall not have the right to vote at general meetings of the Company,
 - 4.4 national, international and local voluntary or non-profit making organisations whether corporate or unincorporate which wish to support or further the objects of the Company, and
 - 4.5 the statutory authorities that may wish to be members in whose administrative area the area of benefit lies.

Cessation of membership

- 5 A person shall cease to be a member of the Company 30 days after either the Company receives from such person notice in writing of such person's intention to resign, or forthwith upon the passing of a resolution by the members in general meeting without any opposition apart from the person proposed to be removed that such person should cease to be a member Provided always that any such person proposed to be removed shall be entitled to attend and make reasonable representations at any general meeting voting thereon and Provided always that membership of the Company shall not be assigned, transferred or transmitted in any way. The rights of a member as such are personal and shall not be transferable and shall cease and determine absolutely on the death of a member.

GENERAL MEETING

Annual general meeting

- 6.1 The Company may hold an annual general meeting each year if called by the trustees or the members pursuant to the provisions of sections 302 to 305 of the Act, otherwise the Company shall not be required to hold an annual general meeting.
- 6.2 If the Company holds a general meeting, it shall specify it in the notice thereof that it is an annual general meeting in addition to any other meetings in that year. Not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. If the Company holds its first annual general meeting within 18 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 Trustees shall determine.

General meetings

- 7 All general meetings, other than annual general meetings, shall be called general meetings.

Convening and requisitioning general meetings

- 8 The Trustees may whenever they think fit convene a general meeting. The members who hold not less than one tenth of the total voting rights of all the members of the Company and having at the said date a right to vote at general meetings, may require the Trustees to call a general meetings, which shall be called within 21 days from the receipt of the requisition from the members and held not more than 28 days from the date of the notice to call the general meeting

NOTICES OF GENERAL MEETINGS

Length of notice and omissions

- 9 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least 21 'clear days' notice in writing. Any other meeting of the Company shall be called by at least 14 'clear days' notice in writing Provided always that any meeting of the Company 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 by
- 9.1 all the members entitled to attend and vote in the case of an annual general meeting, and
- 9.2 in the case of any other meeting a majority in number of the members having the right to attend and vote being a majority together representing not less than 90% of the total rights at that meeting of all the members.

The notice shall exclude the day on which it is served or deemed to be served and of the day of the general meeting. The notice shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to all the members, to the Trustees and to the auditors (if any appointed). The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate any resolution passed, or the proceedings, at any meeting.

Contents of notice

- 10 Any notice convening a general meeting must indicate the place, date and time of it, set out and describe as such all proposed special resolutions, state if the meeting is to be an annual general meeting, and describe generally the nature of all intended business, except only ordinary business at an annual general meeting comprising only consideration of the accounts, balance sheet, and the reports of the committee and auditors, the election of chairman and of members of the Trustees in place of those retiring, and the appointment, and the fixing of the remuneration, of the auditors.

PROCEEDINGS AT GENERAL MEETINGS

Quorum of members

- 11 Business shall not be transacted at any general meeting unless a quorum is present at the start and throughout the meeting. Save as herein otherwise provided a quorum shall not be less than three members and who at the commencement of the meeting are members of the Company and are entitled to attend and vote at a general meeting.

Absence of quorum

- 12 If within half an hour from the time appointed for the holding of a general 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 place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting or if during the meeting a quorum ceases to be present the members present who are entitled to attend and vote thereat shall be a quorum.

Chairman

- 13 The members of the Company shall elect at the beginning of each annual general meeting a Chairman and the Chairman, or in the absence thereof any other Trustee shall preside as Chairman at the general meeting, but if there be no such Chairman, or if at any meeting is not present within 15 minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose one of the Trustees, or if a Trustee is not present, or if each one of the Trustees present declines to take the chair, the members shall choose some member of the Company who shall be present, willing and entitled to vote thereat to preside. The Chairman of the meeting shall conduct and make all arrangements and determine all disputes at any meeting as in the absolute discretion thereof but subject to the articles the Chairman shall think fit.

Adjournment

- 14 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, the members shall not be

entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.

Poll

- 15 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or any member present in person. The representative of any organisation being a member may demand a poll and vote on a show of hands or on a poll and in so demanding or voting the organisation shall be deemed to be acting personally. Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution save that any error which would change the result of a resolution being passed or not as the case may be at the meeting shall vitiate the resolution in question. The demand for a poll may be withdrawn.

Attendance of Trustee

- 16 A Trustee, whether or not being a member of the Company, may attend and speak at any general meeting.

Conduct of poll

- 17 Subject as mentioned below, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Casting vote of chairman

- 18 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

VOTES OF MEMBERS

Vote per capita

- 19 Subject as herein provided, every member shall have one vote.

Disenfranchisement for non-payment

- 20 A member shall not be entitled to vote at any general meeting unless all moneys presently owing by that member and demanded by the Company have been paid.

Proxies

- 21 On a poll votes may be given personally or by proxy and any instrument of proxy shall be in such form as the Trustees may require or in any other common or usual form.

Written resolutions

- 22 Subject the provisions of chapters 1 and 2 of part 13 of the Act, a resolution in writing may be passed by the members holding the requisite majority of votes in accordance with the resolution for the time being the requisite majority for an ordinary resolution shall be more than 50% of the votes and for a special resolution shall be at least 75% of the votes held by all the members for the time being entitled to receive notice of and to attend and vote at

general meetings (or being organisations by their duly authorised representatives) and shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

BOARD OF TRUSTEES

Composition

- 23 The Trustees shall consist of such minimum number (if any) of members of the Company as shall be determined by the members of the Company and until so fixed the minimum number shall be two (unless the numbers of members is less than two then the number of Trustees shall be such number but not less than one) and there shall be no maximum number. Provided always that any person who is not a member of the Company shall not be eligible to be a Trustee. The Company may increase or reduce the number of the Trustees from time to time Provided always that the minimum number shall not be less than two.

POWERS AND DUTIES OF THE TRUSTEES

Discretion and validity of actions

- 24 The business of the Company shall be managed by the Trustees, who may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act, the articles and to such regulations and bye-laws as may be prescribed by the Company in general meeting, being not inconsistent with the aforesaid provisions, but any regulation made by the Company in general meeting and any bye-law shall not invalidate any prior act of the Trustees which would have been valid if that regulation or, as the case may be, bye-law had not been made.

Bye-laws

- 25 The Trustees may make from time to time and at any time such rules or bye-laws not inconsistent with the memorandum and articles of association as they consider to be necessary or convenient for the proper conduct and management of the Company subject always to any extension, modification or repeal thereof as may be resolved by the members in general meeting. Any such rules or bye-laws shall be deemed not to form part of the articles and shall be construed separately from the articles except as such rules or bye-laws may provide to the contrary but nevertheless shall be binding on the members and the Trustees subject as aforesaid as therein provided.

Cheques

- 26 The Trustees shall hold Bank Account(s) in the name of the Company and be operating in such manner as the Trustees shall from time to time determine but indicating the charitable status of the Company. Any bank account in which assets of the Company are held and shall be operated only by the Trustees and shall include the name of the Company and indicate the charitable status of it.

Borrowing powers

- 27 Subject to any objects in the Articles of Association of the Company, the Trustees may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company, or of any third party, as they think fit.

Recording administration

- 28 The Trustees shall cause minutes to be made:
 - 28.1 of all the appointments of officers made by the Trustees;
 - 28.2 of the names of the Trustees present at each meeting of the Trustees and any sub-committee thereof, and
 - 28.3 of all resolutions proceedings and business at all meetings of the Company, and of the Trustees, and of any sub-committee,

and together with all registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Company, the same may be recorded as the Trustees may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification, and the Trustees present at any meeting of the Trustees or of a sub-committee shall sign their names in a book to be kept for that purpose, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

Effect of vacancies in office

- 29 The Trustees for the time being may act notwithstanding any vacancy in their body Provided always that in case the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the articles it shall be lawful for them to act as the Trustees for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

Appointment by Trustees

- 30 The Trustees may at any time appoint any person with suitable and relevant experience and background to be a Trustee, either to fill a casual vacancy or by way of addition to the Trustees Provided always that the prescribed maximum (if any) be not thereby exceeded. Any member so appointed shall retain office only until the next annual general meeting, but such member shall then be eligible for re-election.

DISQUALIFICATION OF THE TRUSTEES

Vacation of office

- 31 The office of Trustee shall be vacated if the holder:
 - 31.1 becomes bankrupt or makes generally any arrangement or composition with the creditors thereof, or
 - 31.2 becomes a person in respect of whom an order is made by any competent court by reason of mental disorder or becomes incapable by reason of illness or injury of managing and administering the property and affairs thereof, or
 - 31.3 ceases to be for whatever reason a member of the Company, or
 - 31.4 resigns office by notice in writing to the Company but so that any purported resignation shall not be valid unless there are immediately thereafter in office Trustees comprising the minimum number prescribed for the time being or under the articles, or

- 31.5 becomes prohibited from holding office by reason of any of the matters in the Act or the Company Directors Disqualification Act 1986 or section 45 of the Charities Act 1992, or otherwise becomes prohibited by law from being a director of a company, or
- 31.6 is convicted of an offence which is likely to bring the Company into disrepute, or
- 31.7 is removed from office under the provisions of the Act or the articles, or
- 31.8 has been absent for more than 6 consecutive months without permission of the Trustees from meetings thereof held during that period and the Trustees so resolve
- 31.9 receives from the Company any payment except only as may be permitted expressly by the memorandum of association but subject thereto the Trustees may be paid all reasonable travelling, hotel and other expenses incurred properly by them in connection with their attendance at meetings of Trustees and committees of Trustees and general meetings and otherwise in connection with the discharge of their duties immediately upon the happening of any such event.

ROTATION OF THE TRUSTEES

Trustees next to retire

- 32 At the first annual general meeting all the Trustees for the time being shall retire from office. At every subsequent annual general meeting or where each year to be elected by written resolution all/one-third of the Trustees shall retire from office. Subject to the Act and to article 36, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day those to retire (unless they otherwise agree among themselves) shall be determined by lot.

Eligibility for re-election

- 33 The retiring officers and other members of the Trustees shall be eligible for re-election except that the office of Chairman shall not be held more than twice in immediate succession by the same person.

Re-election of retiring Trustees

- 34 The Company may, at the meeting at which all the Trustees retire in manner aforesaid, fill up the vacated offices by persons elected thereto and in default the retiring Trustees if offering themselves for re-election except in respect of the office of chairman shall be deemed to have been re-elected except as aforesaid unless a resolution for the re-election of retiring members shall have been put to the meeting and lost.

Proposal and consent for election

- 35 Any person not being a Trustee retiring at the meeting, unless recommended by the Trustees for election, shall not be eligible for election as a Trustee at any general meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the secretary notice in writing, signed by members holding not less than 10% of the voting rights to be present and vote at the meeting for which such notice is given, of the intention of such member to propose such person for election, and also notice in writing, signed by the person to be proposed, of the willingness thereof to be elected. The prescribed time mentioned above shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting, there shall be not less than four nor more than twenty-eight intervening days.

Changes of Trustees resolved by members

- 36 The Company from time to time in general meeting may determine by ordinary resolution to increase or reduce the number of Trustees and in what order of rotation any increased or reduced number of Trustees shall go out of office, and may make the appointments necessary for effecting any such increase.

Removal by special resolution

- 37 In addition and without prejudice to the provisions of section 168 of the Act, the Company may by special resolution remove any Trustee before the expiration of the period of office thereof notwithstanding anything in the articles or any agreement between the Company and such Trustee, and may by an ordinary resolution appoint another member instead thereof but any person so appointed shall retain office so long only as the member in whose place such person is appointed would have held the same if the person so removed had not been removed.

PROCEEDINGS OF THE TRUSTEES

Control of proceedings by Trustees

- 38 The Trustees may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Trustee may, and the secretary on the requisition of a Trustee shall, at any time summon a meeting of the Trustees. It shall not be necessary to give notice of a meeting of the Trustees to any Trustee for the time being absent from the United Kingdom unless notice of the address abroad thereof has been given to the Company.

Quorum of Trustees

- 39 The quorum necessary for the transaction of the business of the Trustees may be fixed by the members of the Company, and unless so fixed shall be, and in any case shall never be less than, three.

Chairman to preside

- 40 The Chairman of the Company shall preside at all meetings of the Trustees at which the Chairman shall be present, but in the absence of the Chairman, the Trustees shall elect another Trustee to preside for that meeting.

Committees

- 41 The Trustees may delegate any of their powers to committees consisting of such member or members of the Company as they think fit, and any committee so formed shall, in the exercise of powers so delegated, conform to the articles and to any regulations and bye-laws imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of the articles for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees. All acts and proceedings of any such committee shall be reported to the Trustees as soon as possible.

Validity of acts despite defaults

- 42 All acts bona fide done by any meeting of the Trustees or of any committee, or by any Trustees, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee, or that such Trustee or any of them were disqualified, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.

Resolutions in writing

- 43 A resolution in writing may be passed by the majority of the Trustees, the Trustees or members of any committee thereof who are entitled to receive notice of a meeting of the Trustees or of such committee and shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and held.

The seal

- 44 Where the Company has a seal it shall not be affixed to any instrument except by the authority of a resolution of the Trustees and in the presence of at least two Trustees or one of them and the secretary, or any instrument not sealed and is a deed and two Trustees and secretary shall sign every instrument to which the seal shall be so affixed in their presence, or not sealed pursuant to section 44(4) of the Act and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

Indemnity

- 45 Subject to section 532 of the Act every Trustee, member or other officer or servant of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which such person may sustain or incur in or about the bona fide execution of the duties thereof or otherwise in relation thereto, including any liability incurred thereby in defending any proceedings, whether civil or criminal, in which judgement is given in favour thereof or in which such person is acquitted or in connection with any application under sections 661 (3) or 1157 of the Act in which relief is granted by the Court, and no Trustee, member or other officer or servant shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the bona fide execution of the duties of the office thereof or in relation thereto, and the Company may purchase and maintain insurance against liability relating to the Company in respect of negligence, default, breach of duty and breach of trust attaching to any officer or auditor of the Company for the time being Provided always that the Trustees shall state the existence of any such insurance in their report for each financial year.

COMPANY SECRETARY

Control by Trustees

- 46 Subject to sections 12(3) and 276(1) and 276(2) of the Act a company secretary ('secretary') may be appointed by the Trustees for such term, at such reasonable remuneration (but if being a Trustee without remuneration) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Exclusion of dual role

- 47 A provision of the Act or the articles requiring or authorising a thing to be done by or to a member of the Trustees and the secretary shall not be satisfied by its being done by or to the same person acting both as a Trustee and as, or in place of, the secretary, and anything required or authorised to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Trustees.

ACCOUNTS

Accounting records

- 48 The Trustees shall cause accounting records to be kept in accordance with section 386 of the Act.

Accounting records to be kept at registered office

- 49 The accounting records shall be kept at the registered office of the Company, or, subject to section 388 of the Act, at such other place or places as the Trustees shall think fit, and shall be open during all normal business hours to inspection by the Trustees.

Inspection of records by members

- 50 Subject to any reasonable restriction as to the time and manner of inspecting the same, the accounts and books of the Company or any of them shall be open to inspection by the members.

Preparation of accounts

- 51 The Trustees shall from time to time cause to be prepared such income and expenditure accounts and balance sheets as are required by sections 394 and 395 and reports as are required by section 415 of the Act and they must be approved by the Trustees, pursuant respectively to sections 414 and 419 of the Act. Subject to the provisions of section 475 of the Act the Trustees comply with the Act to have an audit of any such accounts and reports prepared for the Company each year. Otherwise the Trustees shall comply with the requirements of Part 15 of the Act.

Delivery of accounts

- 52 The Trustees shall deliver a copy of every accounts (including every document required by law to be annexed thereto) together with a copy of the auditors' report and Trustees' report to all the members entitled to receive the accounts pursuant to the provisions of section 423 and within the time allowed in accordance with section 424 of the Act, or where an annual general meeting is call then a copy sent to every member 21 days before the date of the meeting and (if any) every holder of debentures of the Company subject nevertheless to article 9 Provided always that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

Restriction on application of income

- 53 The income of the Company shall be applied solely towards the provision of all or any of the objects of the Company in accordance with article 2 at such time or times and in such manner as the Trustees shall think fit, with power to the Trustees to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the Trustees shall think fit Provided always that the payment of dividends to the members is prohibited.

CONFORMITY

Audit

- 54.1 If an Audit is required to comply with any Statutory Regulations then an Auditor may be appointed accordingly and their duties regulated in accordance with Chapters 2 and 3 of Part 16 of the Act.

Annual report

54.2 The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment, extension or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual return

54.3 The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment, extension or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

Manner of giving notice

55 A notice may be given by the Company, to any member either personally or by sending it by post to the registered address thereof, or, if that member has no registered address within the United Kingdom, to the address, if any, supplied by that member to the Company for the giving of notices to that member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, 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 24 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.

Persons entitled to notice

56 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

56.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

56.2 every person being a legal personal representative or a Trustee in bankruptcy of a member where the member but for the death or bankruptcy thereof would be entitled to receive notice of the meeting;

56.3 the Trustees; and

56.4 the auditor for the time being of the Company.

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

RECORDS

57 The Trustees may cause all or any accounts, books, minutes, registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Company to be recorded as the Trustees may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification and any reference in the articles to books or registers or other documentary record shall be deemed to include such other means as aforesaid.

NON PROFIT DISTRIBUTION

- 58 any profits of the Company or other income shall be applied in promoting its objects; and
- 58.1 the Company shall not at any time for any reason whatsoever make any payment of dividends to its members; and
- 58.2 all the assets which would otherwise be available to its members generally shall be transferred on its winding up either to another body with objects similar to those of the Company or to another body the objects of which are for the promotion of a charity and anything incidental or conducive thereto (whether or not the body is a member of the Company); provided always that this Article shall prevail in the case of any conflict between it and any other provision in the Articles; and

DISSOLUTION

- 59 The provisions (if any) for the time being contained in these articles relating to the winding up and dissolution of the Association shall have effect subject to any legislative requirements, which may currently be in force.

EXEMPT NAME STATUS

- 60 Without prejudice to anything contained in these articles and so long as the Company is exempt from having the word 'Limited' as the last word of its name any profits of the Company or other income shall be applied in promoting its objects, and the payment of dividends to its members is prohibited, and all the assets which would otherwise be available to its members generally shall be transferred on its winding up either to another body with objects similar to those of the Company or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the Company) Provided always that this article shall prevail in the case of any conflict between it and any other provision in the articles, and these articles shall not be altered so that the Company ceases to comply with sections 61(3) and 61(4) of the Act.