

**Articles of Association of the West Silvertown Village Community Foundation as amended at the Annual General Meeting held on 20<sup>th</sup> October 2004.**

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF WEST SILVERTOWN VILLAGE COMMUNITY FOUNDATION

INTERPRETATION

In these presents if not inconsistent with the subject or context the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof

<u>Words</u>	<u>Meanings</u>
The Company	West Silvertown Village Community Foundation
The Act	The Companies Act 1985 as amended by the Companies Act 1989
These Articles	These Articles of Association as originally framed or as from time to time altered by Special Resolution
Office	Registered Office
The Trust Board	The Trust Board for the time being of the Company, the members of which shall be deemed to be Directors for the purposes of the Act
Secretary	Any person appointed pursuant to Article 59 to perform the duties of the secretary of the Company
Administrative Secretary	Any person appointed pursuant to Article 57 as administrative secretary of the Company
The Seal	The Common Seal of the Company
Month	Calendar Month
United Kingdom	Great Britain and Northern Ireland

Expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography, and other modes of representing or reproducing words in visible form and unless the context otherwise requires words or expressions contained in these Articles shall have the same meaning as in the Act or the 1989 Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

1. The Company is established for the purposes expressed in the Memorandum of Association.
2. The Company is incorporated under the Companies Act 1985 as a company limited by guarantee and not having a share capital.

### MEMBERSHIP

3. Number of members

The number of members with which the Company proposes to be registered is two but the Trust Board may from time to time register an increase of members.

4. Membership

(a) The members of the Company shall be the London Docklands Development Corporation and other the subscribers to the Memorandum of Association and such other persons being corporate members or otherwise and whether as voting or non-voting members as the Trust Board shall from time to time admit upon such terms as to payment of subscriptions or otherwise as the Trust Board may determine.

(b) In the case of the London Docklands Development Corporation it shall in the event of its being wound up have the power (which shall not be subject to veto by the Trust Board) to nominate its successor as a member of the Company such successor to be substituted for all purposes for the London Docklands Development Corporation and for all references in these Articles to the London Docklands Development Corporation there shall be substituted references to its successor.

5. The Trust Board shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for its decision subject only to the provisions of Article 73 below.

6. The provisions of Section 352 and 353 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

7. Applications for membership of the Company shall be in writing in a form prescribed from time to time by the Trust Board but which shall include as a minimum the full name and address of the applicant. Applications shall be delivered to the Secretary of the Company who shall comply with such procedures in relation thereto as shall from time to time be prescribed by the Trust Board and bring the applications to the notice of the Trust Board for consideration and decision in accordance therewith.

8. A member shall cease to be a member:
- (a) on the expiry of one month's notice given in writing to the Secretary of his intention to withdraw;
  - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally or if a corporate member, it goes into liquidation or is otherwise wound up other than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or a petition is presented or an order made or a resolution passed for its winding up;

AND thereupon his name shall be removed from the Register of Members provided nevertheless that any person ceasing by any means to be a member shall remain liable for and shall pay to the Company all moneys due by him to the Company at the time of his ceasing to be a member or for which he may become liable under the provisions of the Memorandum of Association.

9. The Trust Board may also by a resolution passed by a majority consisting of not less than two-thirds of them present at a special meeting of the Trust Board convened for the purpose of considering such resolution require a member to retire from the Company and if such resolution shall be so passed then such person shall immediately cease to be a member of the Company and his name removed from the Register of Members provided that this power shall not be exercised unless the member concerned shall have been given at least seven days' notice in writing of the intention to consider the question of cancelling his membership and shall have had an opportunity to attend and speak on his own behalf at the meeting of the Trust Board at which his case is considered.

10. General Meetings

(a) The first general meeting shall be held at such time not being less than three months nor more than nine months after the incorporation of the Company and at such place that the Trust Board may determine.

(b) Subsequently, the Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next PROVIDED that so long as the Company 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 Trust Board shall appoint.

11. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

12. Extraordinary General Meetings

The Trust Board 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 328 of the Act. If at any time there are not within the United Kingdom sufficient members of the Trust Board capable of acting to form a quorum, any member of the Trust Board or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Trust Board.

## NOTICE OF GENERAL MEETINGS

### 13. Notices

An annual general meeting and any extraordinary general meeting called for the passing of a Special Resolution shall be called by twenty one days notice in writing at the least and any other general meeting by fourteen days notice in writing at the least exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given provided that a meeting of the Company shall notwithstanding that it is called by a 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 a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting 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 95% of the total voting rights at that meeting of all the members.

### 14. Contents of Notices

Every notice calling a general meeting shall specify the place, the day and the hour of the meeting and if other than routine business is to be transacted the general nature of that business and 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 such persons as are under these Articles or under the Act entitled to receive such notices from the Company. If any resolution is to be proposed as an Extraordinary Resolution or a Special Resolution the notice shall contain a statement to that effect.

15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had at any meeting.

### 16. Routine Business

Routine business shall mean and include only business transacted at an annual general meeting of the following classes, that is to say:

(a) reading, considering and adopting the balance sheet and income and expenditure account and reports of the Trust Board and the auditors and other related documents;

(b) appointing auditors including fixing their remuneration;

- (c) matters in connection with membership of the Trust Board and officers of the Company.

## PROCEEDINGS AT GENERAL MEETINGS

### 17. Quorum

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. The lesser of five or one quarter of the voting membership shall be a quorum PROVIDED that the Trust Board may from time to time make regulations pursuant to article 45 to increase the number or proportion of the membership required to constitute a quorum. If within thirty minutes from the time appointed for a meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Trust Board may determine and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting the members present if not less than two shall be a quorum PROVIDED that if the meeting has been called on the requisition of members the meeting shall be dissolved and the business deemed abandoned.

### 18. Chairing of Meetings

At any meeting at which the Chair or (as the case may be) the Deputy-Chair shall not take the Chair the meeting shall appoint its own Chair who shall be a member of the Trust Board if one be present and willing to preside.

### 19. Adjournment

The Chair 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 adjournment meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjournment meeting except where the meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of an original meeting.

## VOTES OF MEMBERS

20. No member of the Company shall have more than one vote except that in any case of equality of votes on a division the Chair shall have a second or casting vote.

### 21. Votes at General Meetings

At any general meeting of the Company a resolution put to the vote of any meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair; or
- (b) by at least three members present in person or by proxy and having the right to vote at the meeting; or

(c) by any member or members present and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall in the absence of manifest error be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

22. Except as provided in Article 23 if a poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. A poll demanded on the election of a chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

24. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee receiver or curator bonis or other person in the nature of a committee receiver or curator bonis appointed by that court and any such committee receiver, curator bonis or other person may on a poll vote by proxy.

25. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.

26. On a poll votes may be given either personally or by proxy.

27. Restriction of Voting

No person shall vote on any matter in which he is personally interested pecuniarily or otherwise and if such matter arises at any meeting at which he is present he shall declare his interest and take no further part in the consideration of that matter PROVIDED that he may be permitted to speak but not vote on such matter with the permission of the majority of persons present and voting such permission to be given or withheld without discussion.

28. Corporate Members

Any corporation or other body of persons which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same power on behalf of the corporation or body which he represents as that corporation or a body could exercise if it were an individual member of the Company.

29. Proxy Voting

Where the Trust Board has so resolved voting by proxy will be permitted provided that the notice convening the meeting contains a statement to that effect and subject as hereinafter stipulated.

30. A proxy must be a member.

31. The appointment of a proxy shall be in writing in the undermentioned form under the hand of the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

32. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"The  
I/We,  
of  
in the county of \_\_\_\_\_, being  
a Member/Members of the above named Company,  
hereby appoint  
of  
or, failing him  
of  
as my/our proxy to vote for me/us on my/our behalf at the/  
Annual or Extraordinary, as the case may be/General  
Meeting of the Company to be held on \_\_\_\_\_ day of  
19 \_\_\_\_\_, and at any adjournment thereof.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_,"

33. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"The  
I/We  
of

in the county of \_\_\_\_\_, being a Member/Members  
of the above named Company, hereby appoint

of

or failing him

of

as my/our proxy to vote for me/us on my/our  
behalf at the Annual or Extraordinary, as the  
case may be/General Meeting of the Company  
to be held on \_\_\_\_\_ day of 19\_\_\_\_ and at  
any adjournment thereof

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_.

This form is to be used \* in favour of/against  
the resolution. Unless otherwise instructed,  
the proxy will vote as he thinks fit.

\*Strike out whichever is not desired."

34. The instrument appointing a proxy and the power of attorney or other instrument (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjournment meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

35. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

36. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### TRUST BOARD

37. Until the end of the first annual general meeting the Trust Board shall be:

- (a) the subscribers to the memorandum of association;
- (b) one person nominated by the East London Housing Association;
- (c) two persons nominated by the Peabody Trust;



- (d) one person nominated by the Developer of the West Silvertown Village;
- (e) one person nominated by the Management Company of the West Silvertown Village when established;
- (f) one person nominated by the West Silvertown Area Team; and
- (g) one person nominated by West Silvertown Tenants' and Residents' Association

38. As from the conclusion of the first general meeting and subject to article 45 the Trust Board shall consist of not less than seven nor more than fourteen members as follows:

- (a) one person nominated by the East Thames Housing Group;
- (b) one person nominated by the Peabody Trust;
- (c) one person nominated by the Developer of the West Silvertown Village
- (d) not more than six members elected in accordance with Article 39 hereof;
- (e) not more than five members co-opted in accordance with Article 40 hereof;

39. Members Elected by the Company

(a) At each third annual general meeting the Company shall elect not more than six persons to the Trust Board as being persons who, in accordance with any regulations made from time to time by the Trust Board pursuant to Article 45 are deemed (as appropriate) by reason of the tenure or location of their residence, type or location of their employment or otherwise to be able to represent the interests of those who live and/or work in the area of benefit and the persons so elected shall retire at the end of the Annual General Meeting next following that at which they are elected. The Trust Board shall have power at any time to appoint a person to fill a casual vacancy and such person shall serve until the end of the Annual General Meeting next following his appointment.

(b) Any elected member may be re-elected.

(c) A person representing a corporate member or an unincorporated member may be elected to serve as a member of the Trust Board provided that he continues to be its representative.

40. Co-opted Members to the Trust Board

The Trust Board may appoint a member of the company (either individual or corporate) who is willing to act as a member of the Trust Board, as an additional member of the Trust Board up to a maximum of five such appointments Provided that the appointment does not cause the number of members of the Trust Board to exceed any number fixed by or in accordance with these articles as the maximum number of members of the Trust

Board. A person so appointed shall hold office until the first meeting of the Trust Board following the Annual General Meeting unless earlier dismissed or re-appointed at that meeting.

41. Vacancies

The Trust Board may act for all purposes notwithstanding any vacancy in its membership and all proceedings any meeting of the Trust Board shall be valid and effectual notwithstanding that it may be afterwards discovered that any member of the Trust Board has been irregularly nominated or elected or is otherwise not properly qualified.

DISQUALIFICATION OF MEMBERS OF THE TRUST BOARD

42. The office of a member of the Trust Board 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 of unsound mind.
- (c) If he (or the corporate member he represents) ceases to be a member of the Company.
- (d) If by notice in writing to the Company he resigns his office.
- (e) If he becomes prohibited from being a member of the Trust Board by reason of any order made under the Company Directors Disqualification Act 1986.
- (f) If he is removed from office by a resolution passed under any provision of the Act.
- (g) If he holds any office of profit under the Company.
- (h) If, being directly or indirectly interested in any contract with the Company (not being a contract or arrangement with another body established for charitable purposes only in which he is interested only as an unpaid director trustee or other officer of that body) he fails to declare the nature of his interest in manner required by Section 317 of the Act.

POWERS OF THE TRUST BOARD

43. Borrowing Powers

The Trust Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property 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. Provided that the aggregate amount for the time being outstanding of monies borrowed or secured by the Company shall not at any time without the previous sanction of an ordinary resolution of the Company exceed £250,000 but no person dealing with the Company shall be concerned to see or

enquire whether this limit is observed and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had at the time when the debt was incurred or security given express notice that the said limit had been or would thereby be exceeded.

44. General Powers

The affairs of the Company shall be managed by the Trust Board who may pay all expenses incurred in forming and registering the Company and may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in general meeting and without prejudice to the generality of the foregoing may exercise the powers of entering into contracts, expending or investing the funds of the Company and acquiring, managing or disposing of real and personal property subject to any regulations as may be prescribed by the Company in general meeting but no such regulation so made by the Company shall invalidate any prior act of the Trust Board which would have been valid if such regulation had not been made.

45. Regulations

(a) The Trust Board shall have power from time to time make repeal or alter regulations as to the management of the Company and the affairs thereof and as to the duties of any officers or servants of the Company and as to the conduct of business by the Trust Board or any committee and as to any of the matters or things within the powers or under the control of the Trust Board provided that the same shall not be inconsistent with the memorandum or articles of association.

(b) The power conferred upon the Trust Board by (a) above shall (without derogating from the generality of its provisions) include the making, repeal or alteration of regulations as to (i) the classes of membership of the Company and the respective rights and obligations attaching thereto and (ii) the size and composition of the Trust Board if, (1) due to the dissolution or withdrawal from the area of benefit of any of the bodies referred to in article 38 or otherwise it appears to the Trust Board to be desirable in the furtherance of the charitable objects of the Company to do so (2) other developers or investors active within the area express the desire to participate in the Trust PROVIDED that any restructuring of the Board pursuant to this article shall not materially affect the respective proportions on the Board of those members elected pursuant to Article 39(a) and the other members of the Board referred to in Article 38(a) to (e).

PROCEEDINGS OF THE TRUST BOARD

46. The Trust Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it may think fit. Notice of every meeting of the Trust Board stating the general particulars of all business to be considered at such meeting shall be sent by first class post or hand delivered to each member of the Trust Board at least five days (excluding Saturdays, Sundays and Public Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. A member of the Trust Board who is absent from

the United Kingdom shall not be entitled to notice of a meeting.

47. Summoning of Meetings

Three members of the Trust Board may at any time and the Administrative Secretary shall upon the request in writing of three members of the Trust Board summon a meeting of the Trust Board.

48. Quorum

The quorum necessary for the transaction of the business of the Trust Board shall be as determined by regulations made by the Trust Board pursuant to article 45 but shall not be less than four.

49. Voting

Questions arising at any meeting of the Trust Board shall be decided by a majority of votes, and in the case of an equality of votes the Chair shall have the second or casting vote.

50. Minutes

The Trust Board shall cause minutes to be kept of the proceedings at general meetings of the Company and at meetings of the Trust Board and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes of meetings signed by the Chair or by a member of the Trust Board present at the meeting shall be sufficient evidence in the absence of manifest error of the due passing of any resolution and of the amount of the majority voting in favour thereof.

51. Written Resolution

A resolution in writing signed by all the members of the Trust Board for the time being entitled to receive notice of a meeting of the Trust Board shall be as valid and effectual as if it had been passed at a meeting of the Trust Board duly convened and held. Such Resolution may consist of several documents in the like form each signed by one or more of the members of the Trust Board.

52. Committees

The Trust Board may delegate any of its powers other than the power to borrow to committees consisting of such three or more members of the Trust Board as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Trust Board. The Trust Board may provide for or authorise the co-option to any committee of such member or members of the Company also being a member or members of the Trust Board as the Trust Board may think fit and for such co-opted member or members to have similar voting rights as members of the committee. The Trust Board may also authorise the co-option to any Committee of persons being neither members of the Trust Board nor of the Company but such persons shall not have the right to vote on any issue under consideration although they may be given the right to speak. Any arrangements may be varied or revoked at any time. All acts and

proceedings of any such committee shall be notified to the Trust Board in accordance with the directions of the Trust Board.

53 Proceedings of Committees

The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Trust Board so far as the same are applicable and are not superseded by any regulations made by the Trust Board.

54. Chair

A committee may elect a chair of its meetings; if no such chair is elected, or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chair of the meeting.

55. All acts done by any meetings of the Trust Board or a committee thereof or by any person acting as a member of the Trust Board or committee shall as regards all persons dealing in good faith with the company, notwithstanding that there was some defect in the appointment or continuance in office of any member of the Trust Board or committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Trust Board or committee and had been entitled to vote.

OFFICERS OF THE COMPANY

56. There shall be a Chair and a Deputy-Chair of the Company elected annually by the Board of the Company from among its members.

57. The Trust Board shall appoint or engage on such terms as they think fit an Administrative Secretary.

58. The Trust Board shall appoint or engage on such terms and to discharge such duties as they may think fit such officers or servants as they shall see fit and may dismiss any officer or servant so appointed or engaged.

SECRETARY

59. Subject to Section 13(5) of the Act the Secretary (who may be the same person as the Administrative Secretary appointed or engaged under Article 57) shall be appointed by the Trust Board for such term, at such remuneration and upon such conditions as are consistent with the provisions of Clause 4 of the Memorandum of Association as they may think fit; and any Secretary so appointed may be removed by them.

60. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Trust Board and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Trust Board and as, or in place of, the Secretary.

## THE SEAL

61. The Trust Board shall provide for the safe custody of the seal (if any) which shall only be used with the authority of the Trust Board or a committee authorised in that behalf by the Trust Board. Every instrument to which the seal is affixed shall be signed by a member of the Trust Board and countersigned by the Secretary or a second member of the Trust Board 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

## ACCOUNTS

62. The Trust Board shall cause accounting records to be kept in accordance with Sections 221 and 223 inclusive of the Act.

63. The accounting records shall be kept at the registered office of the Company, or subject to sub-sections (1) and (2) of Section 222 of the Act at such other place or places as the Trust Board shall think fit, and shall always be open to the inspection of the officers of the Company.

64. The Trust Board shall from time to time determine whether and to what extent and at which times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Trust Board, and no member (not being a member of the Trust Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Trust Board or by the Company in general meeting.

65. The Trust Board shall from time to time in accordance with Sections 227, 229, 235, 239, 241 and 242 of the Act cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

66. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditor's report and the report of the Trust Board shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company, provided that this article shall not require a copy of these 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.

## AUDIT

67. Auditors shall be appointed and their duties regulated in accordance with Sections 236,237,247,252,253,262 and 384 to 392 inclusive and Part I of Schedule 8 of the Act.

## NOTICES

68. A notice may be served upon any member of the Company either personally or by sending it by first class post in a prepaid letter addressed to such member at his registered address for service if any. In the latter case it shall be deemed to have been

served at the expiration of twenty-four hours after the posting of such a notice and proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.

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

- (a) 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;
- (b) every person being a legal personal representative or a trustee in bankruptcy of a member (having given to the Company notice of his appointment and an address in the United Kingdom for the service of notices) where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the Auditor for the time being of the Company.
- (d) any patron or patrons appointed pursuant to Article 74 hereto.

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

#### INDEMNITY

70. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Trust Board may otherwise be entitled, every member of the Trust Board or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto provided that this Article shall not apply in relation to costs which a member of the Trust Board is agreed to pay or of which he is deprived.

#### 71. Winding Up

The provisions of Clauses 7 and 8 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

#### 72. Change of Objects

No notice incorporating a resolution for the addition alteration or amendment to or of the provisions of the Memorandum and Articles of Association for the time being in force, the implementation of which would require the approval of the Charity Commission, shall be sent to the members of the Company unless the same shall have been previously submitted to and approved by the Charity Commission.

73. Equal Opportunities

(a) Application for membership of the Company shall be welcome from any individuals, corporate bodies or organisations regardless of any issues of race, creed, religion, culture, ethnic origin, sex or sexual orientation, marital status, physical disability, age and class and the Company shall not be entitled to withhold or reject membership on the grounds of any such issue.

(b) The members of the Trust Board, in managing the business of the Company, shall have regard to the equal opportunities implications of the issues under their deliberation and in particular the extent to which equal opportunities might be furthered by their decisions but for the avoidance of doubt, shall not be bound to treat equal opportunities as the overriding considerations.

74. Patron

(a) The Trust Board may appoint and remove any person or persons as a patron or patrons of the Company on such terms as the Trust Board shall think fit.

(b) A patron shall have the right to attend and speak (but not vote) at any general meeting of the Company and to give notice thereof as if a member and shall also have the right to receive accounts of the Company when available to members.

75. Private Company

The Company is a private Company.