

DATED **21st August** 1995

CHURCHES HOUSING ACTION TEAM (MID DEVON) LIMITED
a Company limited by guarantee

Incorporated the 31st day of August 1995

Company Number
3096996

A Charity Registered Number
1049478

The common purpose of the Company is social action
as defined by the principles of the Christian faith

MEMORANDUM AND ARTICLES OF ASSOCIATION

Amendments:	Name	09.09.1999
	Article 36	05.10.2004

COMPANY SECRETARY
T P J HOWELLS

REGISTERED OFFICE
GOTHAM HOUSE
PHOENIX LANE
TIVERTON
DEVON
EX16 6LT

MEMORANDUM OF ASSOCIATION

of

CHURCHES HOUSING ACTION TEAM (MID DEVON) LIMITED

1. The Company's name is Churches Housing Action Team (Mid Devon) Limited and in this document it is called "the Charity"

2. The Charity's registered office is situated in England and Wales

3. The Charity's objects are:

To relieve either generally or individually persons within a thirteen mile radius of the Town Hall Tiverton Devon without distinction of sex or of political religious or other opinions who are in conditions of need hardship or distress by making grants of money or providing or paying for items services or facilities calculated to reduce the need hardship or distress of such persons and in particular to relieve persons who are homeless or threatened with homelessness or who are without decent secure permanent accommodation

In furtherance of the above objects but not further or otherwise the Charity shall have the following powers:

- (a) subject to such consents as may from time to time be required by law to purchase take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which are necessary or expedient for the promotion of these objects and to construct maintain alter and manage any buildings or erections necessary or convenient for the work of the Charity
- (b) to publicise educate the public in and provide information about the work of the Charity
- (c) to hold exhibitions meetings lectures and classes to publish and or distribute newspapers magazines books and other literary works in connection with the

activities and in furtherance of the objects of the Charity

- (d) subject to such consents as may be required by law to sell let mortgage dispose of or turn to account all or any of the property or assets of the Charity as may be expedient for the promotion of its objects
- (e) subject to such consents as may be required by law to undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and are conducive to its objects
- (f) subject to such consents as may be required by law to borrow or raise money for the purpose of the Charity on such terms and on such security as may be thought fit
- (g) to invest the monies of the Charity not immediately required for its purposes in or upon such investments securities or property as may be thought fit 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
- (h) to raise money for establish and support or aid in the raising of money for establishment and support of any charitable trusts companies or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Charity or calculated to further its objects provided that the Charity shall not undertake any permanent trading activities in raising funds for the said objects
- (i) to advise the homeless in their search for housing accommodation
- (j) to assist the homeless in their negotiations with their prospective landlords
- (k) to advise the homeless on the state of repair of the accommodation they wish to rent
- (l) to advise the homeless on the furniture and the signing of an inventory and generally to supply the homeless with such counselling as the Charity thinks fit

- (m) to guarantee the compliance by beneficiaries of the Charity with their obligations under their tenancy agreements
- (n) to promote thrift on the part of the beneficiaries
- (o) to collaborate with and work alongside statutory agencies other charities and private landlords in the achievements of its aims
- (p) subject to Clause 4 below to employ such staff who shall not be directors or members of the Council of Management of the Charity (hereinafter referred to as "the Trustees") as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provisions for the payment of pensions and super annuations to staff and their dependants
- (q) to pay out of the funds of the Charity the costs charges expenses of and incidental to the formation and registration of the Charity
- (r) to do all such other lawful things as are necessary for the achievement of the objects PROVIDED THAT
 - (i) in case the Charity shall take or hold any property which may be subject to any trusts the Charity shall 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 the 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 Trustees of the Charity 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 have as Trustees if no incorporation had been effected and incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over the Trustees 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 dividend bonus or otherwise howsoever by way of profit to members of the Charity and no Trustee 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 reasonable and proper remuneration to any member officer or servant of the Association (not being a Trustee) for any services rendered to the Charity
- (b) of interest at a rate per annum not exceeding 2 per cent less than the minimum rate presented for the time being by a clearing bank to be selected by the Trustees or 3 per cent whichever is the greater on money lent or reasonable and proper rent for premises or let by any member of the Charity or a Trustee
- (c) to any Trustee of reasonable out of pocket expenses
- (d) to a company of which a Trustee may be a member holding not more than one hundredth part of the capital of such company and such member shall not be bound to account for any share of profits he may receive in respect of any such payment provided further that neither the Trustees nor any of them shall concur in exercising any voting rights in respect of any shares or debentures or other securities comprised in the assets of the Charity in such a way that a personal benefit is thereby secured to such Trustees of any of them

(e) of the usual professional charges for business done by any Trustee who is a solicitor accountant or other person engaged in a profession or by any partner of his or hers when instructed by the Charity to act in a professional capacity on its behalf provided that at not time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion

5. The liability of the members is limited

6. Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Charity contracted before he or she 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 £10

7. 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 to some other charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is 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 and so far as effect cannot be given to such provisions then to some charitable object

WE the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum

SIGNATURES NAMES AND ADDRESS OF SUBSCRIBERS

DATED the 21st day of August 1995 witness to the above signatures

MICHAEL NEAL ALLSO "Nibbs" Washfield Tiverton
Devon EX16 9QY

KENNETH RONALD GILDERTHORP 93 Pinnex Moor Road
Tiverton Devon EX16 6JZ

DEREK COULTHARD 5 Bluebell Avenue
Tiverton Devon EX16 6SX

DAVID JOHN HALESTRAP 6 Butterleigh Drive
Tiverton Devon EX16 4PN

FREDERICK ROY RENDELL New Place
Tiverton Devon EX16 5BD

TERENCE RALPH NORRIS 42 Southfield Way
Tiverton Devon EX16 5AJ

CLAIRE ELIZABETH JEAN CLIFTON 31 Peard Road
Tiverton Devon EX16 4LG

ADRIAN RALPH RICHFIELD 29 Lime Tree Mead
Tiverton Devon EX16 6PX

WITNESS to the above signatures

T G PENNY

Gotham House
Tiverton Devon EX16 6LT

ARTICLES OF ASSOCIATION

of

CHURCHES HOUSING ACTION TEAM (TIVERTON DEVON) LIMITED

1. In these Articles:

"the Act" means the Companies Act 1985 and any subsequent statutory amendment thereof

"the Charity" means the Company intended to be regulated by these Articles

"the Articles" means the Articles of Association of the Charity

"the Council" means the Council of Management for the time being of the Charity

"Clear Days" in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

"Executed" includes any mode of execution

"Office" means the registered office of the Charity

"the Seal" means the Common Seal of the Charity if it has one

"Secretary" means the Secretary of the Charity

"the Trustees" means the members of the Council and the Directors of the Charity (and Trustee has a corresponding meaning)

"the United Kingdom" means Great Britain and Northern Ireland

Words importing the masculine gender only shall include the feminine gender

Unless the context otherwise requires words or expressions contained in these regulations bear the same meaning as in the Act but excluding statutory modification thereof not in force when these Articles become binding on the Charity

MEMBERS

2. The subscribers to the Memorandum of Association of the Charity and such other persons or organisations as are admitted to membership in accordance with the Articles shall be

members of the Charity. No person shall be admitted a member of the Charity unless he is approved by the Trustees. Every person who wishes to become a member shall deliver to the Charity an application for membership in such form as the Charity may require executed by him

3. A member may at any time withdraw from the Charity giving at least seven clear days' notice to the Charity. Membership shall not be transferrable and shall cease on death

4. The Trustees may from time to time formulate or draw up and thereafter amend or otherwise alter rules relating to any subscription be it of an annual or recurring nature or otherwise which members shall be required to pay to the Charity as a condition of membership or of continuing membership of the Charity and such rules may provide for the expulsion of a member from the Charity or for deletion of a member's name from the Register of Members in the event of a member making default in the payment of any such subscription provided that any such rules or subsequent amendment or alteration thereof shall only be valid and take effect after the same have been approved by a special resolution of the Charity in General Meeting

GENERAL MEETINGS

5. The Charity shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees and shall specify the meeting as such in the notices calling it provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Charity holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year

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

7. The Trustees may call General Meetings and on the requisition of members pursuant to the provisions of the Act shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a General Meeting any Trustee or any member of the

Charity may call a General Meeting

NOTICE OF GENERAL MEETINGS

8. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a Trustee shall be called by at least twenty one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen days' notice but a General Meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an 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 being a majority together holding not less than ninety five per cent of the total voting rights at the meeting of all members

9. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted thereat

Non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting

The notice shall be given to all the members and to the auditors by such means (not being inconsistent with the Act) as the Council shall decide and where an organisation such as a Church is a member notice given to the Secretary of the said organisation shall be sufficient notice. The said Secretary shall place a copy of the said notice on a notice board of the said organisation.

PROCEEDINGS AT GENERAL MEETINGS

10. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted each being a member or a proxy for a member or a duly authorised representative of a corporation or association or one tenth of the membership whichever is the greater shall be a quorum

11. All business shall be deemed special that is transacted at an Extraordinary General

Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and reports to the Trustees of the auditors the election of the Trustees in place of those retiring and the appointment of and fixing of the remuneration of the auditors

12. If within ten minutes from the time appointed for the holding of a General Meeting a quorum is not present the meeting if convened upon 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 or place or at such place as the Chairman may appoint

13. The Chairman (if any) of the Trustees shall preside as Chairman at every General Meeting but if there be no such Chairman or if at any meeting he shall not be present within ten minutes after the time appointed for holding the same or shall be unwilling to preside the members present shall choose a Trustee or if no such Trustee be present or if all the Trustees present decline to take the chair they shall choose a member of the Charity who shall be present to reside

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 the business which might have been transacted at the adjourned meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting

15. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act a poll may be demanded:

- (a) by the Chairman or
- (b) by at least two members having the right to vote at the meeting

- (c) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting and a demand by a person as proxy for a member shall be the same as a demand by the member

16. Unless a poll is duly demanded a declaration by the Chairman 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 meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

17. The demand for a poll may before the poll is taken be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

18. A poll shall be taken as the Chairman directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

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

20. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded

21. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

VOTES OF MEMBERS

22. No member shall be entitled to vote at any General Meeting unless all monies then payable by him to the Charity have been paid

23. On a show of hands and on a poll every member present in person or by proxy shall have one vote

24. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote whether on a show of hands or on a poll by his receiver curator bonis or other person authorised in that behalf appointed by that court and any such receiver curator bonis or other person may on a poll vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable

25. 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 whose decision shall be final and conclusive

26. 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 Charity at the Charity's 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

27. Any organisation which is a member of the Charity may by resolution of its Council or other 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

28. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

I/We

of

being a member/members of the above named Charity hereby appoint

of

or failing him

of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual/Extraordinary

General Meeting of the Charity to be held on _____ 19 and at any adjournment thereof

SIGNED on _____ 19

29. Where it is desired to afford members an opportunity of instructing the proxy how he shall act in the instrument appointing a proxy shall be in the following form (or in a form as

which the person named in the instrument proposes to vote or

- (b) in the case of a poll taken more than 48 hours after it is demanded be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any Trustee and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

31. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation 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 Charity at the registered office or at such other place at which the instrument or proxy was duly deposited 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

THE COUNCIL OF MANAGEMENT

- 32. (a) The members of the Council of Management are referred to as the Trustees in these articles
- (b) The number of Trustees shall not be less than six or until otherwise determined by General Meeting more than eighteen

33. The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act who shall be deemed to have been appointed under the articles. Future Trustees shall be appointed as provided subsequently in the articles

POWERS OF THE TRUSTEES

33. Subject to the provisions of the Act the Memorandum and these Articles and to any directions given by special resolution the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or

Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by these Articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees

34. The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine

35. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers namely

(1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to extend the proceeds of any such sale in furtherance of the objects of the Charity

(2) to enter into contracts on behalf of the Charity

36. All cheques and 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 Trustees shall from time to time determine

DELEGATION OF THE POWER OF THE TRUSTEES

37. The Trustees may delegate any of their powers to any committee consisting of two or more Trustees and such other persons as the Trustees may determine provided that all acts and proceedings of such Committees shall be reported back to the Trustees as soon as possible and provided further that no expenditure shall be incurred by any such committee except in accordance with a budget previously agreed by the Trustees. Any such delegation may be made subject to any conditions the Trustees may impose and either collaterally with or to the

exclusion of their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of the Trustees so far as they are capable of applying

APPOINTMENT AND RETIREMENT OF TRUSTEES

38. (a) save as herein provided
- (i) at the first Annual General Meeting of the Charity all the Trustees shall retire from office and at the Annual General Meeting in every subsequent year one third of the Trustees or if their number is not three or a multiple of three then the number nearest one third shall retire from office
 - (ii) the Trustees to retire in every year shall be those who have been longest in office since their last election but as between persons who became members of the Council on the same day those to retire shall unless they otherwise agree among themselves be determined by lot
 - (iii) a retiring Trustee shall be eligible for re-election
 - (iv) the Charity at the meeting at which a Trustee retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Trustee shall if offering himself for re-election be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Council of Management shall have been put to the meeting and lost
 - (v) no person other than a Trustee retiring at the meeting shall unless recommended by the members of the Council be eligible for election to the office of Trustee at any General Meeting unless not less than 15 nor more to 35 days before the date appointed for the meeting there shall have been left at the registered office of the Charity a notice in writing signed by two members duly qualified to attend and vote at the meeting

for which such notice is given of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected

- (b) The Charity may from time to time by ordinary resolution increase or reduce the number of Trustees and may also determine in what rotation the increased or reduced number is to go out of office

39. The Trustees shall have power from time to time and at any time to appoint any other persons to be Trustee but so that the total number of Trustees shall not at any time exceed the maximum number fixed as above and so that no such appointment shall be effective unless two thirds of the Trustees in the United Kingdom concur therein

40. No Trustee shall vacate or be required to vacate his office as Trustee on or by reason of his attaining or having attained the age of Seventy or any other age and any Trustee retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Trustee shall be capable of being appointed or re-appointed as a Trustee notwithstanding that he has attained the age of Seventy and no special notice need be given of any resolution for the appointment or re-appointment as a Trustee of a person who shall have attained the age of Seventy but notice of the age shall be given when any resolution for his appointment or re-appointment is proposed

41. No person who is not a member of the Charity shall in any circumstances be eligible to hold office as a Trustee

42. The Trustees may act notwithstanding any vacancy in their body provided always that in case the members of the Council of Management shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Charity filling up vacancies in their body or of summoning a General Meeting but not for any other purpose

DISQUALIFICATION OF TRUSTEES

43. A Trustee shall cease to hold office if he
- (a) ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision)
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally or
 - (c) he is or may be suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland and application for admission under the Mental Health (Scotland) Act 1960 or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver curator bonis or other person to exercise powers with respect of his property or affairs or
 - (d) if he resigns his office by notice to the Charity or
 - (e) if without the permission of the Trustees otherwise than on the affairs of the Charity he is absent from the meeting of the Council held within a period of six months and the Trustees resolve within twelve months of the last meeting attended by him that his office be vacated

TRUSTEES' EXPENSES

44. The Trustees may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration

TRUSTEES APPOINTMENTS

45. Subject to the provisions of the Act and to Clause 5 of the memorandum the Trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee. A managing director and a Trustee holding any other executive office shall not be subject to retirement by rotation

46. Except to the extent permitted by Clause 5 of the memorandum no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party

PROCEEDING OF THE COUNCIL OF MANAGEMENT

47. The Trustees may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined the quorum shall be six or one third of the complete Council whichever is the greater. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote

48. A Trustee may and on the request of a member of the Council the secretary shall at any time summon a meeting of the Council by notice served upon the Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting

49. The Trustees shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Trustees at which he shall be present and may determine for what period he is to hold office but if no such Chairman be elected or if at any meeting the Chairman be not present within 5 minutes after the time appointed for holding the meeting and willing to preside the Trustees shall choose one of their number to be Chairman of the meeting

50. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under these Articles for the time being vested in the

Council generally

51. All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees or by any person acting as a member of the Council shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee 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 Trustee

52. The Trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees

53. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of the Trustees duly convened and held. Such resolution may consist of several documents in the same form each signed by one or more of the Trustees

54. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name and registered number of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two Trustees

SECRETARY TO THE CHARITY

55. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such term at such remuneration and upon such conditions as the Trustees may think fit and any secretary so appointed may be removed by them. Provided always that no Trustee may occupy the salaried position of secretary

MINUTES

56. The Trustees shall cause the minutes to be made in books kept for the purpose
- (a) of all appointments of officers made by the Council and
 - (b) of all proceedings at meetings of the Charity and of the Council and of committees of the Council including the names of the Trustees present at each such meeting

THE SEAL

57. The seal shall only be used by the authority of the Trustees or of a Committee of the Council authorised by the Council. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and by the secretary or by a second member of the Council

ACCOUNTS

58. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Charity except as conferred by statute or authorised by the Council or by ordinary resolution of the Charity

59. Accounts shall be prepared in accordance with the provisions of Part VII of the Act

60. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners

61. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

NOTICES

62. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing

63. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives

to the Charity an address within the United Kingdom at which notices may be given to him at that address shall be entitled to have notices given to him at that address but otherwise no such member shall be entitled to receive any notice from the Charity

64. A member present either in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called

65. Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

DISSOLUTION

66. Clauses 4 and 7 of the Memorandum of Association relating to the winding up or dissolution of the Charity shall have effect and be observed as if the provisions thereof were repeated in these Articles

INDEMNITY

67. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled every member of the Council or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity 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 Charity and against all costs and discharge of his duties or in relation thereto provided that this Article shall not apply in relation to costs which a Trustee is ordered to pay or of which he is deprived

RULES AND BYE-LAWS

68. The Company shall have power from time to time to make alter and repeal all such Rules or Bye-Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and may include therein provisions covering the

nomination of benefactors of the Charity who are not members of it as patrons and defining privileges and benefits accruing to members the election of a President President-Elect and Vice President and the rights and privileges attaching to either office the admission and retirement of members and the conditions attached thereto and the basis on which such entrance or other fees are payable and shall adopt such means as they deem sufficient to bring to the notice of the members of the Charity all such Rules or Bye-Laws alterations and repeals and all such Rules or Bye-Laws so long as they shall be in force shall be binding upon all members of the Charity provided nevertheless that no Bye-Laws shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Charity and that any Rule or Bye-Law may be set aside by a Special Resolution of a General Meeting of the Charity

Dated the 21st day of August 1995

NAMES AND SIGNATURES OF SUBSCRIBERS

MICHAEL NEAL ALLSO

KENNETH RONALD GILDERTHORP

DEREK COULTHARD

DAVID JOHN HALESTRAP

FREDERICK ROY RENDELL

TERENCE RALPH NORRIS

CLAIRE ELIZABETH JEAN CLIFTON

ADRIAN RALPH RICHFIELD

WITNESS to the above signatures

T G PENNY

Gotham House

Tiverton Devon EX16 6LT