

FILE COPY



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

Company No. 3837779

The Registrar of Companies for England and Wales hereby certifies that  
LNER (GC) HERITAGE TRUST

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

Given at Companies House, Cardiff, the 8th September 1999



\*N03837779V\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B

# QUIVER

Comform Ltd Companies  
Tel : 01222 228043 Forms on Disk

# 12

Please complete in typescript,  
or in bold black capitals.

### Declaration on application for registration

Company Name in full



\* F 0 1 2 0 C 9 0 \*

**LNER (GC) HERITAGE TRUST**

I, **Kirstin Lambert**

of **Highstone Secretaries Ltd**

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

\* Please delete as appropriate.

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

Declarant's signature

Declared at

**Parkes Wilshire Johnson**

the

**Thirty First** day of **August**

One thousand nine hundred and ninety

**Nine**

before me #

**Maureen V Relfe, Solicitor**

# Please print name.

**PARKES WILSHIRE JOHNSON**  
Highstone House 165 High Street  
Barnet, Herts. EN5 5SU  
DX 130034 BARNET 3

Signed

**31.08.99**

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

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

**Highstone House**

**165 High Street**

**Barnet, Herts** Tel **0181 440 7999**

DX number **130037** DX exchange **BARNET 3**



A37 \*ATM26JEU\* 661  
COMPANIES HOUSE 02/09/99

Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF4 3UZ. DX 33050 Cardiff**  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

# QUIVER

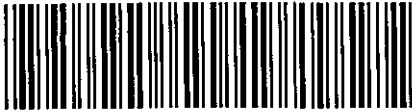
Comform Ltd \* Companies  
Tel : 01222 228043 Forms on Disk

# 30 (5)(a)

Please complete in typescript,  
or in bold black capitals.

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

Company Name in full



\* F 0 3 0 A C 9 0 \*

LNER (GC) HERITAGE TRUST

I, **Kirstin Lambert**

of **Highstone Secretaries Limited**

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

\* Please delete as appropriate.

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

Declarant's signature

Declared at

**Parkes Wilshire Johnson**

the

**Thirty First**

day of

**August**

One thousand nine hundred and ninety

**Nine**

before me #

# Please print name.

Signed

Date **31.08.99**

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

Please give the name, address, telephone  
number and, if available, a DX number and  
Exchange of the person Companies House  
should contact if there is any query.

**Highstone House**

**165 High Street, Barnet**

**Herts, EN5 5SU**

Tel **0181 440 7999**

DX number **130037**

DX exchange **Barnet 3**



A37 \*ATM28JEW\* 663  
COMPANIES HOUSE 02/09/99

Form revised March 1995

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for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

# QUIVER

Comform Ltd Companies  
Tel : 01222 228043 Forms on Disk

# 10

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

Company Name in full



\* F 0 1 0 0 C 9 0 \*

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

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

Agent's Name

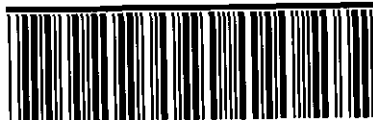
Address

Post town

County / Region

Number of continuation sheets attached

Please give the name, address, telephone  
number and, if available, a DX number and  
Exchange of the person Companies House  
should contact if there is any query.



A37 \*ATM25JET\* 660  
COMPANIES HOUSE 02/09/99

Form revised March 1995

Page 1

First directors and secretary and intended situation of  
registered office

LNER (GC) HERITAGE TRUST

Highstone House

165 High Street

Barnet

Herts

Postcode

EN5 5SU

Highstone Information Services

Highstone House

165 High Street

Barnet

Herts

Postcode

EN5 5SU

1

Highstone Secretaries

Highstone House 165 High Street

Barnet EN5 5SU

Tel

0181 440 7999

DX number

130037

DX exchange

BARNET 3

When you have completed and signed the form please send it to the  
Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF4 3UZ. DX 33050 Cardiff**  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

**Company Secretary** (see notes 1-5)

Company Name

**NAME**

\* Style / Title

\* Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

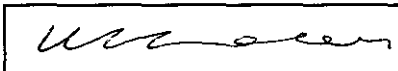
County / Region

Country

	* Honours etc	
<b>Highstone Secretaries Limited</b>		
<b>Highstone House</b>		
<b>165 High Street</b>		
<b>Barnet</b>		
<b>Herts</b>	Postcode	<b>EN5 5SU</b>
<b>England</b>		

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

**Consent signature**



**Date**

**31.08.99**

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME**

\* Style / Title

\* Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Country

			* Honours etc	
			<b>Highstone Directors Limited</b>	
<b>Highstone House</b>				
<b>165 High Street</b>				
<b>Barnet</b>				
<b>Herts</b>	Postcode	<b>EN5 5SU</b>		
<b>England</b>				

Day Month Year

**Date of birth**

**29 05 1996**

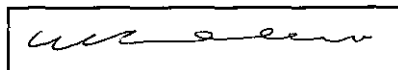
**Nationality**

**Business occupation**

**Other directorships**


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

**Consent signature**



**Date**

**31.08.99**

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	* Style / Title	<input type="text"/>	* Honours etc	<input type="text"/>
	Forename(s)	<input type="text"/>		
* Voluntary details	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
	<input type="text"/>			
	<input type="text"/>			
<b>Address</b>				
<b>Usual residential address</b>				
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Date of birth	Day <input type="text"/>	Month <input type="text"/>	Year <input type="text"/>
		Nationality		<input type="text"/>
	Business occupation	<input type="text"/>		
	Other directorships	<input type="text"/>		
	<input type="text"/>			
	I consent to act as director of the company named on page 1			
	Consent signature	<input type="text"/>	Date	<input type="text"/>

**This section must be signed by**

**Either**

an agent on behalf of all subscribers	Signed	<input type="text" value="M. Allen"/>	Date	<input type="text" value="31.08.99"/>
<b>Or</b> the subscribers	Signed	<input type="text"/>	Date	<input type="text"/>
<i>(i.e. those who signed as members on the memorandum of association).</i>	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>

## Notes

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

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

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

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

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

Address:

Give the usual residential address.

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

Subscribers:

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

2. Directors known by another description:

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

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

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

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

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

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

101755

38377A

VERSION/MA3/10/7-99

*The Companies Acts 1985 and 1989*



**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL**

## **Memorandum of Association**

OF

021918

### **LNER (GC) HERITAGE TRUST**

1. The name of the Company (hereinafter called "the Trust") is "LNER (GC) HERITAGE TRUST".
2. The Registered Office of the Trust is to be situated in England and Wales.
3. The Trust's objects (the "Objects") for which it is established is to operate as a Trust for the advancement of the education of the public of Nottingham, the County of Nottinghamshire and the East Midlands and to raise funds to further its Objects:
  - i) to protect, preserve, establish and assist in the development of a transport and industrial heritage centre relating to all forms of transportation including railways, roads, canals and aviation and indigenous industry.
  - ii) to promote study and research in relation to industrial heritage and all kinds of transportation systems, vehicles and equipment.
  - iii) to provide recreational facilities for the benefit of the public in the interests of social welfare.
  - iv) To develop the means of transfer of knowledge of traditional and current practical skills through education, training or example.
4. In furtherance of the Objects but not otherwise the Trust may exercise the following powers:
  - i) to invest in and to assist in the development of the former Great Central Railway, the Nottingham Transport Heritage Centre and such organisations related to these operations, or similar such projects which are considered to be worthy to receive the support of the Trust.
  - ii) to provide funds for the purchase of educational and recreational assets.

- 1 -





iii) to invest funds for short term gain in an interest bearing account in a respectable Bank or Building Society and to utilise the profit from that investment as if it were original capital.

5. In addition to any other powers that it has the Trust may exercise the following in furtherance of its Objects:

- a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Trust.
  - b) to raise funds and to invite and receive contributions, provided that in raising funds the Trust shall conform to any relevant statutory regulations.
  - c) to buy, take on lease or in exchange, any property, and to maintain and equip it for use.
  - d) to sell, lease, charge or otherwise dispose of, all or any part of the Trust's property, subject to complying with the restrictions on disposals imposed by section 36 of the Charities Act 1993, unless the disposal is excepted from these restrictions by Section 36(9)(b) or (c) or Section 36(10) of that Act.
  - e) to sell, lease, or otherwise dispose of, all or any part of the Trust's property, as security for repayment of the money borrowed, subject to complying with the restrictions on mortgages imposed by section 38 of the Charities Act 1993.
  - f) subject to Clause 6 below, to employ such staff, who shall not be Trustees as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants.
  - g) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects.
  - h) to co-operate with other charities, voluntary bodies and statutory authorities, operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them.
- 2 -
- i) to print and publish any newspapers, periodicals, books or leaflets that the Trust may think desirable for the promotion of its Objects.
  - j) to purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of

any person, firm or company carrying on any business which the Trust is authorised to carry on within its Objects.

- k) to pay all expenses preliminary or incidental to the formation of the Trust and its registration.
- l) to amalgamate, merge or join in with any registered Trust having charitable objects wholly or in part similar to those of the Trust or affiliate with any voluntary community organisation having charitable objects for the purposes of effecting the charitable purposes.
- m) to purchase or acquire or undertake all, or any, of the property liabilities and engagements of charitable associations, societies, companies or bodies with which the Trust may co-operate or federate.
- n) to engage in any trading activities which are consistent with the Objects, provided that it shall not engage in any permanent trading.

6. The income and property of the Trust shall be applied solely towards the promotion of its Objects. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise or howsoever by way of profit, to members of the Trust. No member of its Board of Trustees or the Governing Board of any subsidiary company shall be appointed to any office of the Trust paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Trust.

Provided that nothing herein shall prevent any payment in good faith by the Trust -

- (a) of reasonable and proper remuneration to any Member, Officer or Servant of the Trust (not being a member of its Board of Trustees) for any services rendered to the Trust.
- (b) of interest on money lent by any Member of the Trust or Trustee at a reasonable and proper rate per annum not exceeding the publicised base lending rate of a clearing bank to be selected by the Board of Trustees.
- (c) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of that company.
- (d) to any Director of reasonable out-of-pocket expenses.

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

7. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Trust shall cease to be a company to which Section 30 of the Companies Act 1985 applies.

8. The liability of the Members is limited.

9. Every Member of the Trust undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Trust if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Trust's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

10. Upon the winding up or dissolution of the Trust, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, that same shall not be paid to or distributed among the Members of the Trust, but shall be transferred or given either to some other Charity, or Charities, having objects similar to the objects of the Trust set forth in this Memorandum which prohibits the distribution of its, or their income and property to an extent at least as great as is imposed upon the Trust by Clause 6 above, chosen by the Members of the Trust at or before the time of dissolution and if that cannot be done then to some other charitable body with similar objectives and purpose as the Trust.

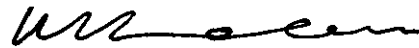
We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

---

Highstone Directors Limited

Highstone House  
165 High Street  
Barnet  
Herts  
EN5 5SU



Highstone Secretaries Limited

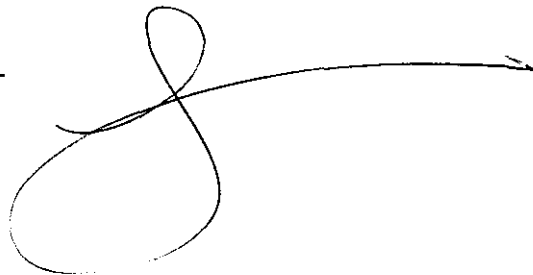
Highstone House  
165 High Street  
Barnet  
Herts  
EN5 5SU



---

Dated 31 August 1999

Witness to the above Signatures -



*The Companies Acts 1985 and 1989*

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL

**Articles of Association**  
OF  
**LNER (GC) HERITAGE TRUST**

---

**Interpretation**

1. In these Articles:

"LNER (GC)" shall be used as the identity of the "Trust" company but as such shall have no meaning;

"the Trust" means the "Trust" company intended to be regulated by the Articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means these Articles of Association of the Trust;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"the Memorandum" means the Memorandum of Association of the Trust;

"office" means the Registered Office of the Trust;

"the seal" means the common seal of the Trust if it has one;



“Secretary” means the Secretary of the Trust or any other person appointed to perform the duties of the Secretary of the Trust, including a joint, or assistant or deputy secretary;

“the Trustees” means the Directors of the Trust ( and “trustee” has a corresponding meaning);

"the Board" means the Governing Board of Trustees;

“the United Kingdom” means Great Britain and Northern Ireland;

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

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

### **Members**

2. (1). The subscribers to the Memorandum and such other persons or organisations as are admitted in accordance with the rules made under Article 61 shall be members of the Trust. No person shall be admitted a member of the Trust unless his application for membership is approved by the Trustees.

(2). Unless the Trustees or the Trust in general meeting shall make other provision under Article 61, the Trustees may in their absolute discretion permit any members of the Trust to retire, provided that after such retirement the number is not less than two.

### **General Meetings**

3. The Trust shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meetings as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Trust and the next: provided that so long as the Trust 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 times and places as the Trustees shall appoint. All general meetings other than the annual general meetings shall be called extraordinary general meetings.

4. 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 Trust may call a general meeting.

#### **Notice of General Meetings**

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person a Trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meeting shall be called by shorter notice if it is so agreed:

- (1) in the case of an annual general meeting, by all the members entitled to vote; and
- (2) in the case of any other meeting by a majority in number of members having the right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and the place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all members and to the Trustees and auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **Proceedings at general meetings**

7. 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 duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next

wéek at the same time and place or to such time and place as the Trustees may determine.

9. The Chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the Chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act as chairman, he shall be chairman.

10. If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

11. A Trustee shall, notwithstanding that he is not a member, be entitled to attend and to speak at any general meeting.

12. The chairman may, with the consent of a meeting at which a quorum is present (and shall id so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. 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:

- (1) by the chairman; or
- (2) by at least two members having the right to vote at the meeting; or
- (1) 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 a the meeting.

- 4 -

14. 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 that without proof of the number or proportion of the votes recorded in favour of or against the resolution.



15. The resolution for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

17. In the case of an equality of votes, whether on 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.

18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such a 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 continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases 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**

20. Subject to Article 17, every member shall have one vote.

21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Trust have been paid.

- 5 -

22. 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 is 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.

23. 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 Trust at the 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 the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

24. Any organisation which is a member of the Trust 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 Trust, 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 Trust.

### **Trustees**

25. The number of Trustees shall be not less than three (unless otherwise determined by ordinary resolution) and shall not be subject to a maximum.

26. 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 Trustees**

27. Subject to the provisions of the Act, the Memorandum and the Articles and to any direction given by special resolution, the business of the Trust shall be managed by the Trustees who may exercise all the powers of the Trust. No alteration of the Memorandum or the 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 the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

- 6 -

28. In addition to all the 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 Trust in such a manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to

expand the proceeds of any such sale in furtherance of the objects of the Trust;

- (2) to enter into contracts on behalf of the Trust.

### **Appointment and retirement of Trustees**

29. At the first annual general meeting all the Trustees shall retire from office, and at every subsequent annual general meeting one-third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but if there is only one Trustee who is subject to retirement by rotation, he shall retire.

30. Subject to the provisions of the Act, 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 re-appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

31. If the Trust at the meeting at which a Trustee retires by rotation, does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Trustee is put to the meeting and lost.

- 7 -

32. No person other than a Trustee retiring by rotation shall be appointed or re-appointed a Trustee at any general meeting unless:

- (1) he is recommended by the Trustees; or
- (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Trust of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or

re-appointed, be required to be included in the Trust's Register of Trustees together with a notice executed by that person of his willingness to be appointed or re-appointed.

33. No person may be appointed as a Trustee:
- (1) unless he has attained the age of 18 years: or
  - (2) in circumstances such that, had he been a Trustee, he would have been disqualified from acting under the provisions of Article 38.

34. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or re-appointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Trust of the intention to propose him at the meeting for appointment or re-appointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Trust's Register of Trustees.

35. Subject to the aforesaid, the Trust may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire.

36. The Trustees may appoint a person who is willing to act as a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.

- 8 -

37. Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be re-appointed.

#### **Disqualification and removal of Trustees**

38. A Trustee shall cease to hold office if he
- (1) 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 1993 (or any statutory re-enactment or modification of that provision);
  - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

- (3) resigns his office by notice to the Trust (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated.

#### **Trustees' expenses**

39. The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of 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**

40. Subject to the provisions of the Act and to Clause 6 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 Trust. 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.

41. Except to the extent permitted by Clause 6 of the Memorandum, no Trustee shall take or hold any interest in property belonging to the Trust or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Trust is a party.

- 9 -

#### **Proceedings of Trustees**

42. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a 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.

43. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall be not less than one third of their number or two Trustees, whichever is the greater.

44. The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as

the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

45. The Trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is willing to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.

46. 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.

47. All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every person had been duly appointed and had continued to be a Trustee and had been entitled to vote.

- 10 -

48. 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 Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

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

#### **Secretary**

50. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such a term, at such a remuneration (if

not a Trustee) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

### **Minutes**

51. The Trustees shall keep minutes in books kept for the purpose:

- (1) of all appointments of officers made by the Trustees; and
- (2) of all proceedings at meetings of the Trust and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

### **The Seal**

52. The seal. If there be one, shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. 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 Trustee and by the Secretary or by a second Trustee.

### **Accounts**

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

- 11 -

### **Annual Report**

54. 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.

### **Annual Return**

55. 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.

### **Notices**

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

57. The Trust 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 company an address within the United Kingdom at which notices may be given to him 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 Trust.

58. A member present in person at any meeting of the Trust shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

59. 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 have been given at the expiration of 48 hours after the envelope containing it was posted.

- 12 -

### **Indemnity**

60. Subject to the provisions of the Act every trustee or other officer or auditor of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement 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 Trust.

### **Rules**

61. (1) The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Trust and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (i) the admission and classification of members of the Trust (including the admission of organisations to



membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and entrance fees, subscriptions and other fees or payments to be made by members;

- (ii) the conduct of members of the Trust in relation to one another, and to the Trust's servants;
- (iii) the setting aside of the whole or part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes;
- (iv) the procedure at general meetings and meetings of the Trustees and committees of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles:
- (v) generally, all such matters as are commonly the subject matter of company rules.

(2) The Trust in general meeting shall have power to alter, add to or to repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Trust all such rules or bye laws, which shall be binding on all members of the Trust. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

- 13 -

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NAMES AND ADDRESSES OF THE SUBSCRIBERS

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Highstone Directors Limited

Highstone House  
165 High Street  
Barnet  
EN5 5SU



Highstone Secretaries Limited

Highstone House  
165 High Street  
Barnet  
Herts EN5 5SU



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Dated 31 August 1999

Witness to the above Signatures -

