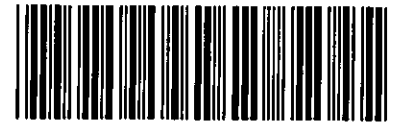


CASTLE BROMWICH HALL and GARDENS TRUST

WEDNESDAY



A40 *AERLK37U* 17/09/2008 382
COMPANIES HOUSE

1 The name of the Company (hereinafter called "the Trust") is **CASTLE BROMWICH HALL and GARDENS TRUST**

2 The registered office of the Trust will be situate in England

3

(1) The objects for which the Trust is established are -

(a) To promote for the benefit of the public the permanent preservation and restoration of that part of the gardens adjoining Castle Bromwich Hall in the County of West Midlands which were conveyed to the Trust by a conveyance dated 31st December 1986 between the Right Honourable Richard Thomas Orlando (Seventh) Earl of Bradford the Right Honourable Joanne Elizabeth Countess of Bradford and David James Chaloner Weston

(b) To acquire other land adjoining the gardens referred to in paragraph (a) above which at one time formed part of the Castle Bromwich Hall Estate in the County of West Midlands including Castle Bromwich Hall, its gardens and the parkland adjoining, all such land being shown for the purpose of identification edged red on the attached plan

(c) To promote for the benefit of the public the permanent preservation, restoration or improvement of all land acquired by the Trust under paragraph (b) above

(2) The Trust shall have the following powers exercisable in furtherance of its said objects, but not otherwise, namely

(a) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections,

(b) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust,

(c) to repair renovate restore rebuild and generally to maintain and develop buildings or land,

(d) to make such arrangements as are necessary to enable the public to view and enjoy the gardens at such times and upon payment of such charges (if any) and upon such conditions as shall be determined by the Trustees,

(e) by publishing books or pamphlets or in other appropriate manner to make known to the public the existence of the Gardens and the features of special interest of the Gardens,

- (f) to promote and carry out research into the history and design of the Gardens, parkland (and associated buildings),
- (g) to borrow and raise money for the purposes of the Trust on such terms and on such security (if any) as may be thought fit,
- (h) to procure, obtain and receive moneys and funds by way of contributions, donations, subscriptions, legacies, gifts, grants or by any other lawful method and accept and receive gifts of property of any description (whether subject to any special trusts or not);
- (i) to constitute special charitable trusts for any particular purposes of the Trust, to act as trustee of any such special trust whether constituted by the Trust or otherwise,
- (j) to invest the monies of the Trust 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 mentioned,
- (k) to employ and remunerate staff, to employ and remunerate agents, and to make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and former employees and their widows, children and other dependants,
- (l) to establish and support or aid in the establishment and support of any charitable association or institution and to subscribe or guarantee money for charitable purposes,
- (m) to co-operate with any local or public authority or other body concerned to achieve the objects of the Trust,
- (n) to enter into and carry out contracts,
- (o) to make planning applications, applications for consent under bye-laws or building regulations and other like applications,
- (p) to buy or otherwise acquire buildings or land or any estate or interest therein,
- (q) generally, to do any things necessary for the attainment of the Trust's objects,

Provided that

- (i) in case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts,
- (ii) the Trust's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers, and
- (iii) in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust 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 Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and

for the due administration of such property in the same manner and to the same extent as they would as if no incorporation of the Trust had been effected, and the incorporation of the Trust 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 but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Trust were not incorporated

- 4 The income and property of the Trust 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 the members of the Trust and no Trustee 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 Trustee) for services rendered to the Trust,
 - (b) of interest on money lent to the Trust by any member of the Trust or its Trustees at a reasonable and proper rate per annum not exceeding 2 percent more than the published base lending rate of a clearing bank to be selected by the Trustees,
 - (c) of reasonable and proper rent for premises demised or let by any member of the Trust or its Trustees
 - (d) 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 one hundredth part of the capital of that Company, and
 - (e) reasonable out of pocket expenses to any Trustee
- 5 The liability of the members is limited
- 6 Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the Trust being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before such member 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 £1
- 7 If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all the debts and liabilities of the Trust, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution and, if and so far as effect cannot be given to such provision, then to some other charitable objects

Note This revised Memorandum incorporates the changes approved by the Charities commission under section 64 of the Charities Act 1993 on 20 August 2004 and by an EGM of the Trust held on Wednesday 27th October 2004 The change of name was registered by Companies House on 7 March 2005

Signed for identification purposes by the Chairman

A handwritten signature in black ink, appearing to read 'Roger Burman', with a long horizontal flourish extending to the right.

Roger Burman CBE, DL

THE COMPANIES ACTS 1985 AND 2007

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
CASTLE BROMWICH HALL and GARDENS TRUST**

Interpretation

1 In these articles

"the Trust" means the company intended to be regulated by these articles,

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force,

"the articles" means these articles of association of the Trust,

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

"executed" means any mode of execution,

"Foundation Member" means those members of the Trust named in Article 2(1) who became members of the Trust on its incorporation;

"ordinary member" means a member admitted to membership under Article 2(2),

"member" includes both ordinary members and Foundation Members,

"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,

"secretary" means the Secretary of the Trust or any other person appointed to perform the duties of secretary,

"the trustees" mean the directors of the Trust (and "trustee" has a corresponding meaning), "the United Kingdom" means Great Britain and Northern Ireland, and 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 otherwise requires, bear the same meaning as in the Act

Members

- 2 (1) The following persons (being members since the incorporation of the Trust) shall be Foundation Members of the Trust -
The Earl of Bradford (and his successors in title)
Solihull Metropolitan Borough Council
Birmingham City Council
The National Trust
Castle Bromwich Parish Council
St Mary and St Margaret's Castle Bromwich Parochial Church Council
- (2) Such other persons or organisations as are admitted to be members of the Trust in accordance with the rules made under Article 56 shall be ordinary members of the Trust
- (3) No person who is entitled or appointed to be an ordinary member of the Trust in accordance with the provisions of this Article shall be a Member of the Trust unless he has accepted membership by notice in writing given to the Registered Office of the Trust in a form prescribed by the Secretary and his name has been entered in the Register of Members
- (4) Unless the Trustees or the Trust in general meeting shall make other provision under Article 56, the Trustees may in their absolute discretion permit any ordinary member of the Trust to retire
- (5) Trustees appointed by Foundation Members shall be deemed to be members if they are not otherwise members of the Trust

General Meetings.

- 3 The Trust 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 Notice calling it The Annual General Meeting shall be held at such times and places as the Trustees shall appoint provided that it shall be held within nine months of the end of the Trust's financial year
- 4 The Trustees may call General Meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to confirm an Extraordinary General Meeting for a date not later than five weeks after the receipt of the requisition If there are not within the United Kingdom sufficient Trustees to call a General Meeting, any Trustee or any Foundation Member of the Trust may call a General Meeting,

Notice of General meetings.

- 5 An Annual General Meeting and an Extraordinary General Meeting shall be called by at least twenty one clear days notice but a 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 attend and vote thereat, and
- (2) in the case of any other Meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 95% of the total voting rights of all the Members

The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of the Annual General Meeting, shall specify the Meeting as such. The notice shall be given to all the Members and to the Trustees and Auditors

- 6 The accidental omission to give notice of a Meeting to, or 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. Five persons entitled to vote upon the business to be transacted, and not less than three being Trustees 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 week at the same time and place or to such time and place as the Trustees shall determine and if at the adjourned Meeting a quorum is not present within half an hour the meeting shall be adjourned as before provided. If at the second adjourned Meeting a quorum is not present within half an hour, three members present shall be a quorum
- 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 (provided that at an Annual General Meeting the Chairman of the Trust may invite a Civic Dignitary to conduct the business 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, 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 The Chairman may, with the consent of a 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 an adjourned Meeting other than business which might properly have been transacted at the Meeting had the 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
- 12 Subject to the provisions in (19) below 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 Foundation Members or two Trustees or four Ordinary Members having the right to vote at the Meeting

- 13 Unless a poll is duly demanded a declaration by the Chairman that resolution has been carried or carried unanimously, or by particular majority, or loss, 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 or against the resolution
- 14 The demand 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
- 15 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
- 16 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 vote he may have
- 17 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately 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 continuance of a Meeting for the transaction of any business other than on the question on which a 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
- 18 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 days' notice shall be given specifying the time and place at which the poll is to be taken
- 19 **Votes of Members (at General meetings)**
- (1) Subject to Article 16, every Member present at the meeting shall have one vote
- (2) There shall be no provision for Postal votes except as may be provided by the Rules and Bye-laws created under Article 56
20. **Foundation Members Right of Veto**
- (1) Any authorised representative of a Foundation Member present at a General meeting of the Trust or the Trustees may give notice to the Secretary of the Trust that he objects to any resolution passed at that meeting. Provided that such notice is received in writing not more than 3 working days after the meeting then the resolution shall be not acted upon until after a meeting of the Foundation Members has been held to consider the matter
- (2) If such a notice is received, the Secretary of the Trust shall convene a meeting of the Foundation Members to consider the disputed resolution. Only the Foundation Members shall be entitled to vote at such a meeting but all Trustees shall receive notice, be entitled to attend and speak. The meeting by a majority of 2/3 of all the current Foundation Members may overturn the aforesaid resolution
- (3) The Foundation Members may suggest a solution that would be acceptable but

shall not have the power to impose a replacement resolution in place of the disputed resolution

(4) The Foundation Members shall not have the power under this article to prevent the Trustees from carrying out their legal duties as Directors

- 21 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
- 22 A vote given or a 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 demanded otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll
- 23 Any organisation which is a Member of the Trust may by resolution of its Council or other governing body authorize 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

- 24 The number of Trustees shall not be less than three nor greater than twenty five
- 25 Foundation Members, so long as they remain Foundation Members be entitled to appoint Trustees as follows.-
- (a) Birmingham City Council shall be entitled at any time and from time to time to appoint two persons to be Trustees
 - (b) Castle Bromwich Parish Council shall be entitled at any time and from time to time to appoint one person to be a Trustee
 - (c) The National Trust shall be entitled at any time and from time to time to appoint one person to be a Trustee
 - (d) St. Mary and St Margaret Castle Bromwich Parochial Church Council shall be entitled at any time and from time to time to appoint one person to be a Trustee
 - (e) Solihull Metropolitan Borough Council shall be entitled at any time and from time to time appoint two persons to be Trustees
 - (f) The Earl of Bradford for the time being shall be entitled to be a Trustee or to appoint a person in his place

26 At the Annual General Meeting up to three ordinary members or such other number as may be set out in the Bye Laws shall be entitled to be elected to be Trustees and except as provided by paragraphs 30 and 31 below they shall hold Office for a period of three years

27 (1) The Trustees may at any time co-opt any member of the Trust to be a co-opted Trustee provided that the number of Trustees shall not exceed the limit in Article 24

(2) A co-opted Trustee shall hold office for such a period of time and subject to such conditions as the Trustees may determine

Powers of Trustees.

28 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions 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 powers 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

29 In addition to all the powers hereby 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 expand the funds of the Trust in such 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 see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in the furtherance of the objects of the Trust,

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

Appointment and retirement of Trustees

30 The Trustees first elected under Article 26 shall retire from office at the conclusion of the Annual General Meeting following the third anniversary of their appointment, 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.

31 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 re-appointment, but as between persons who became or who were last appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

32 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

- 33 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
- 34 No person may be appointed a Trustee
- (1) unless he has attained the age of 18 years, or
 - (2) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 38
- 35 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 the Meeting 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 duly been 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
- 36 Subject as aforesaid, the Trust may by ordinary resolution appoint a person who is willing to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which additional Trustees are to retire.
- 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 Trustees 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 72 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
 - (5) ceases to be a member of the Trust or the representative of a Foundation Member
 - (6) is a co-opted member removed by resolution of the Trustees

Proceedings of Trustees.

- 39 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.
- 40 Subject to 39 above the Trustees will regulate their proceedings in accordance with the provisions set out in the Rules and Bye Laws made under Article 56.
- 41 The Trustees may appoint one or more Committees 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 Committee or Sub-Committee, the remit, membership and delegated powers, of committees and sub-committees will be set out in the Rules and Bye Laws made under Article 56.
- 42 All acts done by a Meeting of Trustees, or 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 such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
- 43 A resolution in writing, signed by all the Trustees entitled to receive notice of a Meeting 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.

Bank Account.

- 44 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.

- 45 Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term, at such 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.

- 46 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.

- 47 The seal 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.

- 48 The Trustees shall comply with the accounting requirements of the Charities Act 2006 or any re-enactment or modification of that Act, with regard to
- (1) the keeping of accounting records for the Trust,
 - (2) the preparation of annual statements for the Trust,
 - (3) the independent audit of the statement of account for the Trust

The accounts shall be prepared in accordance with the provisions of Part VII of the Companies Act 1985

Annual Report.

- 49 The Trustees shall comply with their obligations under the Charities Act 2006 (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

Annual Return.

- 50 The Trustees shall comply with their obligations under the Charities Act 2006 (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.

- 51 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
- 52 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 Trust an address within the United Kingdom at which notices may be given to him shall be entitled to have notices sent to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Trust
- 53 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 purpose for which it was called
- 54 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

Indemnity.

55 Subject to the provisions of the Act every trustee or other officer or auditor 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 and Bye Laws.

56 (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 purpose of prescribing classes of and conditions of ordinary 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 ordinary members of the Trust (including the admission of organisations to ordinary membership) and the rights and privileges of such members, and the conditions of ordinary membership and the terms on which ordinary members may resign or have their membership terminated and the Entrance Fees, Subscriptions and other fees or payments to be made by ordinary Members,
- (ii) the conduct of Members of the Trust in relation to one another, and the Trust's servants,
- (iii) the setting aside of the whole or any 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 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 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 and Articles

The revised Articles (pages 6-15) were approved by resolution at an EGM of the Trust held on Thursday 11 September 2008

Signed for identification purposes by the Chairman



Roger Burman CBE, DL