

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION OF
MILTON KEYNES PARKS TRUST LIMITED**

(as adopted on 11 March 2020)

GENERAL

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof if not inconsistent with the subject or context.

the Act:	The Companies Act 2006;
the Board:	the board of directors for the time being of the Trust;
Committee	a committee of the Board which has been established in accordance with Article 45;
electronic form:	has the meaning given in section 1168 of the Act;
Member:	a person or organisation who or which is a member of the Trust;
Month:	calendar month;
the Office:	the registered office of the Trust;

these presents:	these Articles of Association and the regulations of the Trust from time to time in force;
Seal:	the common seal of the Trust;
the Trust:	the above named MILTON KEYNES PARKS TRUST LIMITED;
Trustee:	a member of the Board;
in writing:	written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

Subject as foresaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

The Act shall have effect as if "Trustee" and "the Trustees" were substituted for "director" and "the directors" respectively.

OBJECTS

2. The primary objects of the Trust are to provide maintain and equip parks, gardens, landscape areas, woodlands, open spaces, playing fields, playgrounds and recreational amenity spaces within the borough of Milton Keynes and the environs thereof (hereinafter called "The Parks") for the benefit of the inhabitants and visitors to the area.

The secondary objects of the Trust are:

(i) to advance public education in the area of benefit with particular regard to horticulture, arboriculture, wild plants and wildlife; and

(ii) to provide or assist in the provision of facilities for recreation or other leisure time occupation in the interests of social welfare and with the object of improving the conditions of life for the inhabitants and visitors to the area.

Provided that nothing shall be done which may cause the Trust to cease to be a charity in law.

POWERS

2A The Trust has the power to do anything which is calculated to further the above mentioned objects or is conducive or incidental to doing so. In particular, the Trust has power:

(a) To promote manage and preserve in perpetuity the Parks for the benefit of the public;

(b) To acquire equipment for the maintenance of the Parks and to carry out works for the improvement and development of the Parks;

(c) To provide educational recreational and lecturing facilities and tours at the Parks;

(d) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges and to maintain add to improve furnish equip and alter any land and to construct maintain add to improve furnish equip and alter any building or erection;

(dd) To purchase, take on lease or otherwise acquire or invest in any real property for the purposes of development whether for occupation by the Trust resale or letting ("Development Projects"), to contract with builders surveyors architects agents local authorities utility providers and other parties in connection with Development Projects, to advertise Development Projects for sale or letting, to enter into sale and/or letting

agreements for land under development or developed land, to exercise for the purposes of or in connection with Development Projects any powers granted under these Articles;

(e) To co-operate with any local or public authority or other body concerned to achieve the objects of the Trust;

(f) To work in conjunction with join or affiliate with charitable institutions societies or bodies in any part of the world having similar aims to those of the Trust;

(g) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe lend or guarantee money or make grants or loans for charitable purposes in any way connected with the purpose of the Trust and calculated to further its objects;

(h) Subject to such consents as may be required by law to sell let on lease or tenancy exchange mortgage turn to account or otherwise dispose of or manage buildings or land or any estate or interest therein or assets of the Trust subject to such terms and conditions as may be thought expedient and to exercise any rights privileges or advantages easements or other benefits for the time being attached to such property or assets and to maintain execute and do all such lawful acts matters and things as the Trust may be obliged or required or ought to do as the owner of such property or assets;

(i) To insure the Trust and the Trust's property to its full value against such risks as the Board for the time being shall consider it prudent or necessary to insure against;

(j) To make such arrangements as are necessary to enable the public to view and enjoy the Parks their buildings and land and the educative leisure and cultural facilities thereof whether free or at a charge;

(k) By publishing newspapers periodicals advertisements appeals books or pamphlets or in other appropriate manner to make known to the public the existence of the Parks their buildings and land and their features of special interest;

(l) To raise funds by subscriptions donations grants loans or otherwise for the purpose of the Trust; to invite and accept gifts of all sorts whether inter vivos or by will and whether or not subject to conditions; to carry out any condition imposed on any gifts accepted; to carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a

primary object of the Trust or the trade is temporary and ancillary to the carrying out of the objects;

(m) To constitute special charitable trusts for any particular purpose of the Trust; to act as Trustee of any special charitable trust for such particular purposes whether constituted by the Trust or otherwise;

(n) To enter into and carry out contracts;

(o) To employ and remunerate staff; to employ and remunerate agents and consultants; to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;

(p) To borrow money and to charge the whole or any part of the property belonging to the Trust as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Trust must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

(q) To invest the moneys of the Trust not immediately required for its purpose 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;

(r) To make planning applications, applications (or consent under bye-laws or buildings regulations and other like applications;

(s) To indemnify the Members officers servants and voluntary workers from and against all such risks incurred in the performance of their duties to the Trust as may be thought fit;

(t) To effect and keep up any insurance against any risk loss or liability to which the Trust or its Members may be subject in pursuing the objects hereinbefore declared;

(u) To apply for and take all necessary steps to obtain statutory or other powers or privileges required or deemed to be necessary for the furtherance of the objects and work of the Trust and to defray the costs and expenses involved;

(v) To pay the expenses of and incidental to the formation and incorporation of the Trust;

(vv) to:

- (a) deposit or invest funds;
- (b) employ a professional fund-manager; and
- (c) arrange for the investments or other property of the Trust to be held in the name of a nominee;

in the same manner and subject to the same conditions as the Trustees of a Trust are permitted to do by the Trustee Act 2000; and

(vvv) To enter into financial and other derivatives including, without limitation, anything falling within the definition of options, futures or contracts for difference in schedule 2 of the Financial Services and Markets Act 2000 whether by way of investment or management of the Trust's assets or liabilities or whether subject to the rules of exchange or off exchange;

(w) Generally to do any things necessary to 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 allowed by law having regard to such trusts;

(ii) The objects of the Trust shall not extend to the regulation of the relations between workers and employers or organisations of workers and organisations of employers;

(iii) In the 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 Board may be chargeable for any such property that may come into the Board's hands and shall be answerable and accountable for its own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as it would as such Board of Trustees have been if no incorporation 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 Charity Commissioners over such Board of Trustees but the Board shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

APPLICATION OF INCOME AND PROPERTY

2B The income and the property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust as set forth in these Articles 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 save as permitted by Article 2A (o) hereof

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration of any officer or servant of the Trust or to any Member not being a Trustees in return for any services actually rendered to the Trust nor prevent the payment of interest which is reasonable having regard to the market rate of interest prevailing from time to time or reasonable and proper rent for premises demised or let by any Member to the Trust; but so that no Trustee shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any Trustee except (a) with the prior written consent of the Charity Commission or (b) repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable or proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not apply to any payment to any company of which a Trustee may be a member in which such Trustee shall not hold more than one-hundredth part of the capital and such Trustee shall not be bound to account for any share or profits he may receive in respect of any such payments and provided nothing herein shall prevent the payment of indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of Trust or breach of duty of which they may be guilty in relation to the Trust provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or a breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the

Trust.

2C. True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place of all sales and purchases of property and goods by the Trust and of the property credits and liabilities of the Trust and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with regulations of the Trust for the time being such accounts shall be open to the inspection of Members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure accounts and balance ascertained by one or more properly qualified auditor or auditors.

MEMBERS

3.

(a) For the purposes of registration the number of Members is declared to be unlimited.

(b) The directors of the Trust from time to time shall be Members and their names shall be entered in the Register of Members accordingly.

(c) Such persons as shall be admitted to membership of the Trust in accordance with these Articles of Association shall be Members of the Trust and their names shall be entered in the Register of Members accordingly.

4. The provisions of Sections 113 and 114 of the Act shall be observed by the Trust and every Member shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member. In the case of a person who becomes a Member under Article 3(b), written consent to their becoming a Member shall be deemed to have been given upon that person consenting to their appointment as a director.

5. The power of admitting Members under Article 3(c) shall be exercisable by the Board.

6. The Trustees may from time to time establish different classes of Members and may determine to which class individual Members shall belong.

7. The Trustees may from time to time fix a minimum rate of subscription for different classes of Members and may from time to time vary the same and the Trustees shall fix the period which any such subscription shall cover and shall notify Members accordingly.

8. A Member whose subscription shall remain unpaid for three months from the date on which the period covered by the previous subscription expired shall thereupon cease to be a Member. Subscriptions paid within such period of three months shall relate back to the date upon which the period covered by the previous donation or subscription expired or otherwise as may from time to time or in a particular case be determined by the Trustees.

9. Any Member being a body corporate may from time to time nominate any individual to represent it at meetings of the Trust and to vote on its behalf as provided by Section 323 of the Act and by notice revoke or vary such nomination.

10. The Trustees shall have full power and discretion as to the admission or refusal of any person as a Member. The Trustees may also, pursuant to a resolution passed by not less than three-fourths of the Trustees present at a meeting thereof, remove an existing Member as a member of the Trust if that Member's continued membership is, in their opinion, undesirable in the interest of the Trust; provided that such Member shall have been given reasonable notice of such meeting and a reasonable opportunity of being heard thereat in support of the continuation of his or her membership.

11. The privileges and obligations of a Member shall not be transferable and on the death of a Member his or her rights of membership shall cease forthwith.

12. Any Member may terminate his or her membership of the Trust by notice in writing served on the Trust and thereupon he shall be deemed to have resigned and his or her name shall be removed from the Register of Members provided always that no person who is a Trustee shall be permitted to resign as a Member unless he shall also resign as a Trustee at the same time, and any Trustee who resigns or is deemed to have resigned from his or her office as a Trustee (and where applicable, is not re-elected as a Trustee), or who is removed as a Trustee, shall be deemed, ipso facto, to have resigned as a Member.

13. In addition to the Members, the Trustees shall have power to establish an association of people interested in the Trust's activities which association shall be called the "Friends of Milton Keynes Parks Trust". Persons belonging to this association (hereinafter called "Friends") shall pay an annual subscription to the Trust at a rate determined by the Trustees and shall be kept informed of the Trust's activities and shall receive such other privileges as may be determined by the Trustees. Friends shall not be Members nor shall they have the right to attend and/or to vote at General Meetings of the Trust.

GENERAL MEETINGS

14. General Meetings of the Trust shall be held in every calendar year as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Board shall appoint provided that so long as the Trust shall hold its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation nor in the following year.

15. General Meetings, other than Annual General Meetings shall be called Extraordinary General Meetings.

16. The Board may, when it thinks fit, convene an Extraordinary General Meeting and

Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by Section 303 of the Act.

17. Subject to the provisions of Section 283 of the Act relating to Special Resolutions and to the provisions of Section 307 of the Act relating to Annual General Meetings fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) specifying the place, the day and the hour of the meeting and in the case of special business the general nature of such business, shall be given to the Members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Trust in General Meeting; but with the consent of all the Members entitled to receive notices thereof or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings a meeting may be convened by such notice as those Members think fit. The accidental omission to give notice to any Member, or the non- receipt by any Member of such notice, shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Board and Auditors and to elect Auditors and fix their remuneration. All other business transacted at an Annual General Meeting shall be deemed special.

19. No business shall be transacted at any General Meeting except the adjournment of the meeting, unless a quorum of Members is present (whether in person or by proxy) at the time when the meeting proceeds to business and such quorum shall consist of not less than one third of the total number of appointed Members.

20. If within fifteen minutes from the time appointed for the meeting a quorum be 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 and place and if at such adjourned meeting a quorum be not present within fifteen minutes it shall be dissolved.

21. The chairperson (if any) of the Board, or in his or her absence the vice-chairperson (if any) of the Board, shall chair every General Meeting of the Trust. If there be no such chairperson, or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of the Trustees present to chair that meeting or if no Trustee be present and willing to take the chair, the Members present shall choose one of their number to chair that meeting. The person who chairs a General Meeting of the Trust is referred to in these Articles as the 'chair of the meeting.'

22. The chair of the meeting 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty one days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

23. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands or by such other method as the meeting may determine. A declaration by the chair of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

24. In the case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote.

VOTES OF MEMBERS

25. Every Member shall have one vote. All votes shall be taken by a show of hands and no Member or Trustee shall be entitled to require a vote to be taken by poll.

26.

(a) Save as herein expressly provided, no person other than a Member duly registered shall be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another Member at any General Meeting.

(b) Any corporation which is a Member may by resolution of its 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 voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Trust. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative, which shall be certified as a correct copy by the chairperson or another authorised officer of the governing body of a corporation, shall be conclusive evidence of such appointment.

27. Votes may be given either personally or by proxy. Except in the case of a corporation no person shall act as a proxy who is not entitled to be present and vote in his or her own right.

28. The instrument appointing a proxy shall be in writing under the hand of the appointer

or of his attorney duly authorised in writing.

29. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposed to vote otherwise the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or the revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the Office or other place as aforesaid one hour at least before the time fixed for holding the meeting.

31.

(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which-

(a) states the name and address of the Member appointing the proxy;

(b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the Trust in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The Trust may require proxy notices to be delivered in a particular form, and may

specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

TRUSTEES

32. The affairs of the Trust shall be managed by the Board. Until otherwise determined by the Trust in General Meeting the number of Trustees shall not be less than eight or more than twenty.

33.

(1) Subject to Article 33(2) below, the Trustees shall be such persons as shall from time to time be appointed by the Trustees in accordance with Article 37.

(2) As far as is reasonably practicable the persons appointed as Trustees shall represent a balanced range of interests in the Milton Keynes area. In particular:

(i) the Council for the Borough of Milton Keynes, until it ceases to exist, shall be entitled to nominate up to three persons at any one time to be Trustees; and

(ii) the Milton Keynes Association of Local Councils (being the district association comprising of the parishes in Milton Keynes only), until it ceases to exist, shall be entitled to nominate one person in total at any one time to be a Trustee;

Provided always that no person nominated in accordance with this Article shall be appointed as a Trustee unless approved by the Trustees in accordance with Article 37. An organisation who nominates a Trustee in accordance with this Article is referred to in these Articles as the 'Nominator'.

(3) For the purposes of Article 33(2) the Trust shall be entitled to accept in good faith the confirmation of any person purporting to act on behalf of the organisation or organisations in question that the persons named in any communication have been duly nominated for the purposes of that Article and shall not be required to enquire as to whether such person has been correctly nominated.

34. All Trustees shall be required to retire at the Board meeting which is nearest to the third anniversary of the one at which he or she was appointed or, where applicable, re-elected. This Article is subject to the provisions of Article 35.

35.

(1) Subject to Article 35(2), a Trustee who is required to retire by virtue of Article 34 shall be eligible for re-election for one or more further periods of three years each. The Trustees shall be entitled to regulate the re-election process in such manner as they deem appropriate and in particular shall be entitled to introduce regulations which permit a committee consisting of one or more Trustees and other persons (including employees of the Trust) to make non-binding recommendations regarding whether a retiring Trustee should be re-elected pursuant to this Article or not.

(2) In respect of a Trustee who has been the chairperson and/or the vice-chairperson of the Board and/or chair of any Committee, at any time whilst serving as a Trustee, the maximum number of time that such a Trustee can be re-elected in accordance with Article 35(1) is three times. In respect of a Trustee who has not been the chairperson and/or the vice-chairperson of the Board and/or chair of any Committee at any time whilst serving as a Trustee, the maximum number of time that such a Trustee can be re-elected in accordance with Article 35(1) is one time only.

(3) A Trustee who is required to retire in accordance with Article 34 and who is either:

- (i) not re-elected; or
- (ii) ineligible to be re-elected in accordance with Article 35(2);

shall thereafter remain ineligible for election or re-election as a Trustee for a period of 5 years from the date of his most recent retirement.

36. The Trust may from time to time by Ordinary Resolution increase or reduce the number of Trustees but pending the passing of any such resolution the number of Trustees shall not be less than eight or more than twenty.

37. Subject to Articles 33(2) and 35 (3) the Trustees shall have power at any time and from time to time to appoint any person to be a Trustee either to fill a casual vacancy or as an additional Trustee but so that the total number of Trustees shall not at any time exceed the number fixed in accordance with these presents.

38. The Trust may by Ordinary Resolution of which special notice has been given in accordance with Section 312 of the Act, remove any Trustee before the expiration of his or her period of office notwithstanding anything in these presents or in any Agreement between the Trust and such Trustee. Such removal shall be without prejudice to any claim such Trustee may have for damages for breach of any contract of service between him and the Trust.

39. The Trustees shall not be entitled to receive any remuneration but may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with the purposes of the Trust.

40. Trustees shall generally be a resident or work in or be an officer of a voluntary organisation in Milton Keynes.

41. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A quorum of the Board shall be one third of the total number of the appointed Trustees. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairperson shall have a second or casting vote. Any three Trustees may and on the request of at least three Trustees, the secretary shall at any time summon a meeting of the Board by fourteen days' written notice served upon the Trustees.

42. The Board shall from time to time elect one of its number as chairperson. The Board shall also be entitled from time to time to elect one of its number as vice-chairperson. The chairperson (or in his absence, the vice-chairperson) shall be entitled to preside at all meetings of the Board at which he or she shall be present but if no such chairperson or vice-chairperson be elected or if at any meeting the chairperson or vice chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees shall choose one of their number to chair that meeting.

43. Any person elected as chairperson or vice chairperson shall forthwith automatically cease to hold that office if he ceases to be a Trustee for any reason (unless re-elected as a Trustee in accordance with the provisions of Article 35).

44. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, power and discretions by or under the regulations of the Trust for the time being vested in the Board generally.

45. The Board may delegate any of its powers to committees consisting of such Trustee or Trustees as the Board thinks fit and any committee so framed shall in the execution of its powers so delegated conform to any regulations imposed on it by the Board. The Board shall also be entitled to elect a Trustee to act as the chairperson of any such committee. The

meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid. All acts and proceedings of any such committee shall be reported back as soon as possible to the Board.

46 Any person elected as chairperson of a Committee shall forthwith automatically cease to hold that office if he ceases to be a Trustee for any reason (unless re-elected as a Trustee in accordance with the provisions of Article 35).

47. All acts bona fide done by any meeting of the Board or of any Committee or by any person acting as a Trustee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any Trustee attending any such meeting 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.

48. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Trust and of the Board and of Committees and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the chair of such meeting or by the chair of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

49. The chairperson shall be required to retire from his or her office as chairperson on the third anniversary of his or her election but, subject to the provisions of Article 43, shall be eligible to be re-elected as chairperson for one further term of three years. Thereafter he or she shall not be eligible to be elected as either the chairperson or vice chairperson whilst he or she remains a Trustee. The vice chairperson and the chairperson of each Committee shall

also be required to retire from such position on the third anniversary of his or her election but thereafter shall be eligible, whilst he or she remains as Trustee, to be elected or re-elected for one more further terms of three years as the chairperson, vice chairperson or chairperson of a Committee.

50. A resolution in writing signed by all the Trustees for the time being of the Board or of any Committee who are duly entitled to receive notice of a meeting of the Board or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such Committee duly convened and constituted.

POWERS OF THE BOARD

51. The management of the business and the control of the Trust shall be vested in the Board who in addition to the powers and authorities conferred upon the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Trust and are not hereby or by the act expressly directed or required to be exercised or done by the Trust in General Meeting. At meetings of the Board each Trustee shall have one vote only except that in the case of equality of votes the chairperson shall in addition have a second or casting vote.

52. The Trustees for the time being may act notwithstanding any vacancy in their body provided always that if at any time the Trustees be reduced in number below the minimum prescribed by these presents it shall be lawful for the Trustees available to act as the Board for the purposes of appointing further Trustees but for no other purposes.

PARTICULAR POWERS OF THE BOARD

53. Without prejudice to the general powers conferred by Article 51 and to the other

powers and authorities conferred as aforesaid it is hereby expressly declared that the Board shall be entrusted with the following powers namely:

(1) To pay the costs charges and expenses preliminary and incidental to the formation and establishment of the Trust and matters incidental thereto;

(2) To purchase or otherwise acquire for the Trust any property rights or privileges which the Trust is authorised to acquire at such price and generally on such terms and conditions as the Board may think fit;

(3) To raise or borrow money for the purposes of the Trust from any person corporation or other body and may secure the repayment of the same together with any interest and premium thereon by mortgage or charge upon the whole or any part of the assets and property of the Trust present or future and to issue bonds debentures or debenture stock either charged upon the whole or any part of the assets and property of the Trust or not so charged and in connection therewith to take out and keep on foot sinking fund or redemption policies;

(4) At the Board's discretion to pay for any property or rights acquired by or services rendered to the Trust either wholly or partially in cash or in bonds debentures or other securities of the Trust;

(5) With the approval aforesaid to secure the fulfilment of any contracts or engagements entered into by the Trust by mortgage or charge of all or any of the property and rights of the Trust or in such manner as the Board may think fit;

(6) To appoint and at the Board's discretion remove or suspend such office and other staff for permanent temporary or special services as the Board may from time to time think fit and

to invest them with. such powers as the Board may think expedient and to determine their duties and fix their salaries or emoluments and to require security in such instances and to such amount as the Board thinks fit;

(7) To institute conduct defend compound or abandon any legal proceedings by or against the Trust or its officers or otherwise concerning the affairs of the Trust and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Trust;

(8) To refer any claims or demands by or against the Trust to arbitration and observe and perform the awards;

(9) To make and give receipts releases and other discharges for money payable to the Trust and for the claims and demands of the Trust;

(10) To determine who shall be entitled to sign on the Trust's behalf bills notes receipts acceptances endorsements cheques releases contracts and documents provided that all cheques are signed by at least two persons;

(11) From time to time to make or secure the making of all such regulations and bye-laws as the Board thinks proper with regard to the affairs and concerns of the Trust and from time to time repeal and alter the same or make other lieu thereof as may seem expedient Provided that the same do not contravene any of the provisions herein contained and provided that no bye-laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 283 of the Act.

DISQUALIFICATION OF TRUSTEES

54

- (1) The office of a Trustee shall be vacated:
- (A) If he becomes bankrupt or insolvent or compounds with his or her creditors.
 - (B) If he becomes of unsound mind.
 - (C) If he be convicted of an offence the commission of which could in the opinion of the other Trustees (in their absolute discretion) bring the Trust into disrepute.
 - (D) If he gives to the Board one month's notice in writing to the effect that he resigns his or her office.
 - (E) If the Nominator who nominated him or her gives notice to the Trust in writing that it withdraws his or her endorsement for office.
 - (F) If he fails to attend (3) consecutive Board and/or Committee meetings, or if he fails to attend a minimum of 70% of the Board and/or Committee meetings which he is required to attend in any period of 12 months, in respect of each of which at least 14 days' written notice of the date of that meeting shall have been given, unless the Board (by simple majority) resolves that his or her vacation of Office shall be of no effect and disregarded for all purposes.
- (2) Where the Board shall pass a resolution pursuant to Article 54(F) the Board may attach such conditions to that resolution as the Board, in its discretion, deems appropriate and if the Trustee in respect of whom such resolution relates shall fail to comply with such conditions he shall forthwith vacate his office as a Trustee.

DECLARATION OF INTEREST

55. No Trustee shall be interested in the supply of services, work or goods at the cost of the Trust unless:

- (a) he is absent from all meetings of the Board during the relevant discussions; and
- (b) he takes no further part in the relevant discussions; and
- (c) the other Trustees are satisfied that the transactions arising out of such decisions are advantageous to the charitable purposes of the Trust.

SECRETARY

56. The Secretary shall be appointed by the Board on such terms as to length of service, remuneration and generally as the Board may think fit and the Board may remove any Secretary so appointed. The provisions of Section 280 of the Act shall be observed. The Board may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary or no Secretary available to act or capable of acting.

THE SEAL

57. The seal of the Trust shall not be affixed to any instrument except by the express authority of a resolution of the Board or of a Committee empowered thereto and in the presence of two Trustees or of one Trustee and the Secretary or such person other than the Secretary as the Board may appoint for the purpose and such Trustees and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Trust is so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

INCOME OF THE TRUST

58. The income of the Trust shall be applied solely towards the promotion of all or any of the objects of the Trust as set forth in Article 2 as the Board may from time to time think

fit (and in particular the Board shall have power to transfer all or any part of such income to Trustees to be applied by them for the advancement of the main object of the Trust in such manner as they shall think best) with power to the Board to create a reserve fund or reserve funds to be applicable for any such purposes and, if the Board shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes and, pending any such application, any reserve fund may at the discretion of the Board either be employed in the business of the Trust or be invested from time to time in such investment as the Trust may think fit.

ACCOUNTS

59. The Board shall cause accounting records to be kept in accordance with Section 386 - 389 of the Act.

60. The books of account shall be kept at the office or subject to Section 388 of the Act at such other place or places as the Board may determine and shall always be open to the inspection of the Board. The Board may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Trust or any of them shall be open to the inspection of the Members not being Trustees and the Members shall have only such rights of inspection as are given to them by the Act or by such resolution as aforesaid.

61. At the Annual General Meeting in every year the Board shall lay before the Trust an income and expenditure account for the period since the preceding account or in the case of the first account since the incorporation of the Trust made up to date not more than six months before such meeting. A balance sheet as at the date to which income and expenditure account is made up shall be made out and laid before the Trust at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors. A copy of every balance sheet (including every document required by law to be

annexed thereto) which is to be laid before the Trust in General Meeting together with a copy of the Auditor's report shall, twenty one clear days previously to such meeting, be sent to the Auditor and every Member entitled to receive notices of General Meeting in the manner in which notices are hereinafter directed to be served.

AUDIT

62. Auditors shall be appointed and their duties regulated in the manner provided by the Act or any statutory modification thereof for the time being in force.

MEANS OF COMMUNICATION TO BE USED

63 Subject to these presents, anything sent or supplied by or to the Trust under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Trust.

64 Subject to these presents, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by the Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

65 Any notice to be given to or by any person pursuant to these presents:

- (1) must be in writing; or
- (2) must be given in electronic form.

66 The Trust may give any notice to a Member either:

- (1) personally; or
- (2) by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
- (3) by leaving it at the address of the Member; or
- (4) by giving it in electronic form to the Member's address.

67 A Member who does not register an address with the Trust or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Trust.

68 A Member present in person at any meeting of the Trust shall be deemed to have received notice of the meeting and of the purposes for which it was called.

69 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

70 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

71 In accordance with section 1147 of the Act notice shall be deemed to be given:

- (1) in the case of a notice sent by post, 48 hours after the envelope containing it was posted; or
- (2) in the case of an electronic form of communication, 48 hours after.

INDEMNITY

72. Subject to the provisions of the Act every Trustee, Auditor, Secretary or other Officer of the Trust shall be entitled to be indemnified by the Trust against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his or her duties or in relation thereto.

DISSOLUTION

73. Every Member undertakes to contribute to the assets of the Trust in the event of the same 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 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 contributories among themselves such amount as may be required not exceeding one pound

74. If upon winding up or dissolution of the Trust 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 Trust but shall be given or transferred to some other charitable institution or institutions having objects which are similar to the objects of the Trust 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 imposed on the Trust under or by virtue of Article 2B hereof such institution or institutions to be determined by the Members at or before the time of dissolution and as so far as effect cannot be given to such provision then to some other charitable object.