

- (3) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise provided that the Company shall not undertake any permanent trading activities other than to achieve its objects in raising funds for the said charitable object
- (4) Purchase take on lease or in exchange hire or otherwise acquire any real and personal estate which may be deemed necessary for any of the purposes of the Company and construct alter and maintain any building or erections necessary for the work of the Company
- (5) Take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company
- (6) Publish in any media material necessary for furthering the objectives of the company
- (7) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company
- (8) Subject to such consents as may be required by law borrow and raise money in such manner or otherwise and on such terms and (in the case of loans) on such security as the Company shall think fit
- (9) Apply for, solicit, obtain and accept grants towards carrying out the work of the Company
- (10) Invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (11) Undertake and execute any charitable trusts which may further the objects of the Company
- (12) 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
- (13) Itself or through appointed trustees, agents or nominees establish, support, manage, aid any charitable companies institutions societies or any other charitable associations formed

for all or any of the objects of this Company or any trading subsidiary

- (14) Amalgamate, affiliate, co-operate or federate with any charitable companies, institutions, societies, or associations having objects altogether or in part similar to those of this charitable Company
- (15) Purchase or otherwise acquire and undertake all of any part of the property, assets, liabilities and engagements of any one or more of the charitable companies, institutions, societies or associations with which this Company is authorised to amalgamate
- (16) Transfer all or any part of the property, assets, liabilities and engagements of this Company to any one or more of the charitable companies, institutions, societies or associations with which this Company is authorised to amalgamate
- (17) Arrange and operate banking accounts and other facilities for banking
- (18) Enter into any arrangements with any governments or authorities supreme, municipal, local or otherwise, or any person, company or association necessary to the attainment of the objects of the Company, or any of them
- (19) To do all such lawful things as may be necessary to the attainment of the above objects or any of them

Provided that: -

- (1) Where the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts
- (2) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
- (3) Where the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 Executive Board of the Company 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 such Executive Board have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Executive Board or Managing or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated

- (4) The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Executive Board or Governing body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company

Provided that nothing herein shall prevent any payment in good faith by the Company –

Allowed payments

- (A) of reasonable and proper remuneration to any member, payments officer or servant of the Company (not being a member of its Executive Board) for any services rendered to the Company;
- (B) of interest on money lent by any member of the Company or its Executive Board at a rate per annum not exceeding 2 per cent less than the base lending rate of a clearing bank to be selected by the Executive Board or 3 per cent whichever is the greater
- (C) of reasonable and proper rent for premises demised or let by any member of the Company or of its Executive Board
- (D) to any member of its Executive Board reasonable out-of-pocket expenses;
- (E) to a company of which a member of the Company or of its Executive Board may be a member holding not more than one hundredth part of the capital of such company

4. Alterations

No alteration to this Memorandum of the Company shall be made which would cause the Company to cease to be a Charity at Law. Other alterations of this Memorandum may be made but only by special resolution of which 21 clear days' notice has been given and for which 75% of those voting vote in favour of and only where the alteration is required to enable the Company to do the things set out in the Act. The Charity Commission must be informed as must the Companies Registrar Provided that no alteration shall be made without the prior written consent of the Charity Commissioners

5. Limited Liability

The liability of the members is limited

6. Guarantee

Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves, such amount as may be required not exceeding one pound

7. Winding up

If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Company 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 object subject to the prior approval of the Charity Commission of England and Wales

The Companies Acts 1985 & 1989

Company Limited by Guarantee and not having a Share Capital
(Reg No: 02555142 Registered in England & Wales)

Articles of Association of Whitstable Improvement Trust

1. Interpretation

In these Articles the words standing in the first column of the Table set out below shall bear the meanings set opposite to them respectively in this second column thereof, if not inconsistent with the subject or context: -

Words	Meanings
The Act	the Companies Acts 1985 & 1989 and any amendments
The Statutes	the Companies Acts 1985 & 1989 and every other Act for the time being in force concerning companies and affecting the Company
The Company	Whitstable Improvement Trust
These Articles	These Articles of Association and the regulations of the Company from time to time in force
The Executive Board	the Executive Board for the time being of the Company
The Office	The registered office of the Company
The Seal	the Common Seal of the Company
The United Kingdom	Great Britain and Northern Ireland

Month	Calendar Month
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 include the plural number and vice versa.

Words importing persons shall include corporations.

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

Marginal headings and footnotes shall not form part of the Memorandum or Articles.

2. Constitution

The Company is established for the purposes expressed in the Memorandum of Association. A copy of the Memorandum and Articles and any rules the Executive Board shall from time to time make shall be available for inspection at the Company's premises. Any member shall be provided with a copy of these on payment of such reasonable fee as the Executive Board shall fix.

3. Register of Members

The Company shall keep a register of members showing their name and address and date of membership at the registered office of the Company and on signing this register persons qualifying for membership under Article 4 shall become members. The register shall be alphabetically indexed and available for inspection.

4. Membership

Membership of the Company shall be open irrespective of political party nationality religious opinion sex race colour or domicile to:-

- (a) The Subscribers

- (b) All persons aged eighteen and over whom the Executive Board in its absolute discretion shall from time to time admit to membership.
- (c) Such companies, other corporate bodies or local statutory or voluntary organisations as the Executive Board in its absolute discretion shall from time to time admit to membership. Each group member shall have the right to appoint one representative to the Company and at any time by giving notice in writing to the Secretary of the Executive Board to revoke the appointment of such a representative and to appoint another member in her or his place. Such a representative shall have the right to attend and to vote at General Meetings of the Company. Each group shall if requested file a copy of its constitution in whatever form and any amendments with the Secretary of the Executive Board

5. No transfer of membership

None of the rights of any member of the Company shall in any circumstances be transferable or transmissible to any other person.

6. Termination of membership

A member shall cease to be a member thereof if:

- (a) by notice in writing to the Company the member resigns from membership
- (b) membership is terminated under the provision of Clause 7
- (c) he or she fails to pay any subscription for four months after it is due and is removed by a resolution of the Executive Board

7. Removal from membership

The members of the Executive Board may suspend the rights of any member on giving him or her written notice of such suspension. The member concerned may within 21 days of such notice lodge written appeal against the same at the registered office of the Company for the time being failing which the member concerned shall cease to be a member. In the event of notice of appeal being lodged the suspension shall be considered at the Executive Board and such meeting shall either confirm that suspension in which case the member concerned shall

cease to a member from that date or shall confirm such membership in which case the suspension shall be lifted.

8. General meetings

The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one general meeting and that of the next.

9. Extraordinary general meetings

All general meetings other than annual general meetings shall be called extraordinary general meetings.

10. Calling of general meeting

The members of the Executive Board may, whenever they think fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on the requisition of members as provided by the Act where members requisition the meeting shall be called for a date not later than six weeks from the date of receipt of the requisition.

11. Notice

An annual general meeting and a meeting called for the passing of a special resolution shall be called by giving 21 days notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by giving 14 days notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such personas as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this Clause, be deemed to have been duly called if it is so agreed

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat and
- (b) in the case of the any other meeting, by a majority in number of the members having a right to attend and vote at the meetings, being a majority together representing not less than ninety-five per cent of the total voting rights at the meeting of all the members.

12. Ordinary and Special business at General Meeting

All business shall be deemed special that is transacted at an extraordinary general meeting, and also that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the members of the Executive Board and auditors, the election of members of the Executive Board in place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

13. Quorum

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business: save as herein otherwise provided ten or 5% whichever is the greater members present shall be the quorum.

14. Adjournment if no quorum

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day at such other time and place as the members of the Executive Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

15. Chair

The Chair, if any, of the Executive Board shall preside as Chair at every general meeting of the Company, or if there is not such a Chair, or if he/she will not be present within fifteen minutes after the time appointed for the holding of the meeting or is

unwilling to act, the members of the Executive Board present shall elect one of their number to be Chair of that meeting.

16. Election by members

If at any meeting no member of the Executive Board is willing to act as Chair or if no member of the Executive Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chair of the meeting.

17. Adjournment

The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty 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 an adjournment or of the business to be transacted at an adjourned meeting.

18. Voting on resolutions

At any general meeting a resolution put to the vote of the meeting shall be decided by a simple majority on show of hands of members unless a poll (before or on the declaration of the result of the show of hands) be demanded: (a) by the Chair; or (b) by at least two members present in person.

The demand for a poll may be withdrawn.

19. Declaration

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

20. Taking a poll

Except as provided in Clause 21, if a poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. When poll is taken

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

22. Votes

Every member shall have one vote but in the case of an equality of votes the Chair shall have a second or casting vote. No proxy votes allowed.

23. Written agreement

Subject to contrary statutory provision a resolution in writing signed by all those members entitled to receive resolution notice to attend a general meeting or their duly authorised representative shall be valid and effective as if it has been passed at a general meeting of the Company.

24. Presidents & Vice-Presidents

The Company may by resolution at a General meeting or at an Executive Board appoint Presidents or Vice-Presidents who shall have no powers.

25. Management by members of Executive Board

The business of the Company shall be managed by the Executive Board, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or of these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the members of the Executive Board which would have been valid if that regulation had not been made.

26. Powers of Executive Board

The Executive Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, whether outright or as security for any debt, liability or obligation of the Company or any third part subject to such consents as may be required by law.

27. Remuneration

The members of the Executive Board may be paid reasonable out of pocket expenses properly incurred by them in connection with the business of the Company.

28. Subscriptions

Members shall pay such subscriptions as the Executive Board may from time to time determine.

29. Cheques

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, indorsed, or otherwise executed, as the case may be, in such manner as the members of the Executive Board shall from time to time by resolution determine.

30. Indemnity

The members of the Executive Board Secretary and other officers for the time being of the Company and trustees (if any) for the time being acting in relation to any of the affairs of the Company including any trust set up by the Company to act as a means of raising or holding funds for the Company and each of them and each of their representatives shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them or any of their representatives shall or may incur or sustain by the execution of their duty or supposed duty in their respective office or trusts and none of them shall be answerable for the acts receipts neglects or default of the others or other of them or for joining in any receipts for the sake of conformity or for any bankers or other persons with whom any monies or effects belonging to the

Company shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto but the provisions of this Clause shall only have effect insofar as they are not avoided by the Act.

31. Minutes

The members of the Executive Board shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the members of the Executive Board
- (b) of the names of the members of the Executive Board present at each meeting of the Executive Board and of any committee of the members of the Executive Board
- (c) of all resolutions and proceedings at all meetings of the Company and of the members of the Executive Board, and of committee of members of the Executive Board and every member of the Executive Board present at any meetings of members of the Executive Board or committee of members of the Executive Board shall sign his/her name in a book to be kept for that purpose.

32. Composition of Executive Board

The first Executive Board shall consist of those appearing on the Statement of First Directors filed pursuant to Section 10 of the Act submitted to the Registrar of Companies on formation who shall hold office until the first Annual General Meeting. Thereafter the Executive Board shall consist of:

- (a) Not more than six representatives of individual Members to be elected from among and by themselves at the annual general meeting.
- (b) Not more than six representatives of member organisations to be elected from among and by themselves at the annual general meeting.
- (c) One representative of the Kent County Council.
- (d) One representative of Canterbury City Council.
- (e) One representative of the Civic Trust.

33. Retirement

At the first and at all subsequent annual general meetings all members of the Executive Board shall retire but all retiring members shall be eligible for re-nomination.

Retiring members of the Executive Board shall remain in office until the end of the meeting at which he or she retires.

34. Change of composition

The composition of the Executive Board may be varied but not reduced below three by resolution approved by two-thirds of the Executive Board and ratified at a general meeting by a majority vote of the members present at the said meeting.

35. Notification of change of directors to Registrar

All appointments, retirements or removals of members of the Executive Board must be notified to the Registrar of Companies.

36. Co-option and replacement of Executive Board members

The members of the Executive Board shall have power to appoint any person to be a member of the Executive Board either to fill a vacancy among the members of the Executive Board or as an addition to the existing members of the Executive Board but so that the total number of additional members of the Executive Board so appointed shall not exceed four. Any member of the Executive Board so appointed shall hold office with the same rights as elected members until the next following annual general meeting and shall be eligible for re-election.

37. Termination of Executive Board membership

The Office of a Member of the Executive Board shall be vacated if the member of the Executive Board:

- (a) is employed by the Company or holds any office of profit under the Company; or
- (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- (c) becomes prohibited from being a member of the Executive Board by reason of any Order made under the Act; or

- (d) becomes of unsound mind; or
- (e) resigns his/her office by notice in writing to the Company;
or
- (f) is directly or indirectly involved in any contact with the Company and fails to declare the nature of his/her interest at the first meeting at which the contract is discussed or at the first meeting after the member became interested in the contract in manner required
- (g) is removed from office by a resolution passed in accordance with the Act or the provision of these Articles

38. Voting where interested

A member of the Executive Board shall not vote in respect of any contract in which he or she has an interest or any matter arising there out, and if he or she does so vote his or her vote shall not be counted.

39. Removal of member of Executive Board by general meeting

The Company may by ordinary resolution, of which at least 28 days' notice has been given to the Company and at least 21 days' notice to the Membership remove any elected member of the Executive Board before the expiration of his or her period of Office notwithstanding anything in these articles or in any agreement between the Company and such member of the Executive Board. Once the Company receives such notice it must forthwith send a copy to the member of the Executive Board concerned who has a right to be heard at the general meeting and to make a written statement of reasonable length which if received in time must be circulated with the notice of the meeting and if not sent out the member may require it to be read to the meeting.

40. Removal of member for failure to attend meetings

The Executive Board may resolve that any member of the Executive Board who fails either to attend three consecutive meetings of the Executive Board or to attend six meetings in any twelve-month period be removed from the meetings of the Executive Board. The member shall be given at least seven days' written notice of such a resolution.

41. Meetings of the members of the Executive Board

The members of the Executive Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A member of the Executive Board may and the Secretary on request of a member of the Executive Board shall, at any time, summon a meeting of the members of the Executive Board. It shall not be necessary to give notice of a meeting to any member of the Executive Board for the time being absent from the United Kingdom.

42. Officers

The Executive Board shall from time to time elect a Chairman Vice-Chairman Secretary or Treasurer from amongst the members of the Executive Board and such other officers as it shall from time to time determine.

43. Notice of meetings to employees

Any person or persons employed by the Company shall be entitled to the same notice as the members of the Executive Board of any such meeting of the Executive Board and shall be entitled to attend and speak thereat subject to the right of exclusion set out herein.

44. Meetings open

Meetings of the Executive Board shall normally be open to members of the Company or those who have business with the Executive Board, except that such non-members of the Executive Board can only speak by application to the Executive Board and are not entitled to vote.

45. Private meeting

The Executive Board has the right to exclude any non-members of the Executive Board for such parts of the business as they may feel proper to be discussed in private.

46. Quorum

The quorum necessary for the transaction of business of the Executive Board shall be fixed by the Company in general meeting and unless so fixed shall be one third of the membership of the Executive Board.

47. Vacancies

The continuing members of the Executive Board may act, notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of members of the Executive Board, the continuing members of the Executive Board may act for the purpose of summoning a general meeting of the Company to elect replacement members of the Executive Board but for no other purpose.

48. Minutes

The Executive Board shall cause proper minutes of all proceedings of all meetings of the Company and of the Executive Board and of any sub-committee.

49. Resolution approved by signing

A resolution in writing signed by all the members for the time being of the Management Committee or any sub-Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Board or sub-committee duly convened and constituted.

50. Delegation of Powers to sub-committees

The members of the Executive Board may delegate any of their powers to committees consisting of such member or members of their body as they think fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the members of the Executive Board. The members of the Executive Board on any such committee may (subject to any contrary direction given by the members of the Executive Board of the Company) co-opt such person or persons to serve on any such committee as he, she or they shall from time to time think fit. All acts and proceedings of any such sub-Committee shall be reported back to the Executive Board as soon as possible. A sub-Committee may elect a Chair of its meetings if one is not nominated by the Executive Board. The members of the sub-Committee shall cause the minutes to be made in books provided for the purpose and copies of these minutes shall be given to all members of the Executive Board.

51. Validity of acts

All acts done at any meeting of the members of the Executive Board or of a committee of members of the Executive Board, or by any person acting as a member of the Executive Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Executive Board or person acting as aforesaid, or that they or any of them were disqualified, be valid as if every such person had been duly appointed and was qualified to be a member of the Executive Board.

52. Company Secretary

The Company Secretary shall be appointed by the members of the Executive Board for such term at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them provided always that no member of the Executive Board shall be appointed to the salaried position of Secretary.

53. Acts of Directors and Secretary

A provision of the Act or of these articles requiring or authorising a thing to be done by a member of the Executive Board and the Secretary will not be satisfied by its being done by the same person acting both as a member of the Executive Board and as the Secretary.

54. Seal

The members of the Executive Board shall provide for the safe custody of the seal, which shall only be used by way of the authority of the members of the Executive Board or of a committee of members of the Executive Board authorised by the members of the Executive Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Executive Board and shall be countersigned by the Secretary or by a second member of the Executive Board or by some other persons appointed by the members of the Executive Board for that purpose.

55. Proper accounts to be kept

The members of the Executive Board shall cause proper books of accounts to be kept in accordance to the requirements of the Statutes and in particular with respect to:

- (a) all sums of money received and expended by the Company and the matters in respect of which receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

56. Books to be kept at registered office

The books of account shall be kept at the registered office of the Company, or, subject to the Act, at such other place or places as the members of the Executive Board think fit, and shall always be open to the inspection of the members of the Executive Board.

57. Inspection

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

58. Income and expenditure accounts and balance sheets

The members of the Executive Board shall in respect of each accounting reference period cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts (if any) and a report by the Executive Board on the state of the Company's affairs required by the Statutes and file with the Companies Registrar such annual returns as is required.

59. Copies for Members

A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Company, provided that these articles shall not require a copy of these documents to be sent to any persons of whose address the Company is not aware or to more than one of the joint holders of any debentures.

60. Accountants

A properly qualified Accountant shall be appointed and their duties regulated to assist with the preparation and publication of annual accounts to meet the requirements of both the relevant Companies Act and Charities Act.

61. Service of notices

A notice may be given by the Company to any member either personally or by sending it by post to him/her or to his/her registered address, or if he/she has no registered address within the United Kingdom to the address, if any, within the United Kingdom supplied by him/her to the Company for the giving of notice to him/her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the expiration of forty-eight hours after the letter containing the same is posted if posted by first class post and at the expiration of seventy-two hours if posted by second class post.

62. Accidental omission of notice

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.

63. Who is entitled to notice of general meeting

Notice of every general meeting shall be given in any manner hereinafter authorised to:

- (a) every member except those members who have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- (b) persons having the right to nominate a member of the Executive Board (if any)
- (c) the auditor for the time being of the Company
- (d) the employees of the Company

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

64. Alteration of Articles

The Company may only alter these Articles subject to clause 4 of the Memorandum of Association if (a) the resolution is passed by the Executive Board and (b) a special resolution (that is a resolution of which 21 days' notice specifying the resolution is given) is passed by a three-quarters majority at a General Meeting. (No amendments may be accepted unless similar notice has been given.) Once passed the Registrar or Companies must be notified.

65. Dissolution

The Executive Board or a general meeting may decide at any time to dissolve the Company. The Company shall then call a meeting of all members and those entitled to notice of general meetings to consider a special resolution to dissolve the Company. If the resolution is passed, any surplus shall be applied in accordance with the objects of the Company as directed by the general meeting or in default the Executive Board.

66. Winding up

Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.