

Company number: 6388343

The Companies Acts 1985 to 2006

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

**MEMORANDUM
AND ARTICLES
OF ASSOCIATION**
(Revised 22 January 2008)

THE MATTHEW PROJECT

Incorporated on 2 October 2007

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

(Revised 22 January 2008)

THE MATTHEW PROJECT

NAME

1. The company's name is "THE MATTHEW PROJECT" (the "Charity").

REGISTERED OFFICE

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

OBJECTS

3. The Charity's objects (the "Objects") are:-

For the benefit of young people and adults in the East of England and elsewhere by

- (a) advancing education and
- (b) providing counselling, advice, information, support services and other assistance for those in need with the aim of improving their physical, emotional, mental and spiritual well-being.

POWERS

- 4 (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
 - (a) Promote and organise co-operation in the achievement of the Objects, nationally, internationally and locally, and for that purpose the Charity may enter into contracts for the performance of services in furtherance of the Objects and may bring together in conference representatives of Voluntary Agencies, Government Departments, Statutory Authorities and individuals engaged in the furtherance of the Objects
 - (b) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish results thereof;
 - (c) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, seminars and training courses;

- (d) Collect and disseminate information on all matters affecting the Objects and exchange such information with other bodies having similar purposes whether in this country or overseas;
 - (e) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (f) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (g) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - (h) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
 - (i) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (j) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (k) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (l) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (m) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
 - (n) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and
 - (iii) arrange for the investments or other property of the Charity 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;
- (o) to provide indemnity insurance for the Trustees or any other officer of the Charity in relation to any such liability as is mentioned in subclause (2) of this clause, but subject to the restrictions specified in subclause (3) of the clause;

(p) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;

(q) to do all such other lawful things as are necessary for the achievement of the Objects.

(2) The liabilities referred to in sub-clause (1)(l) are:

(a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;

(b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

(3) (a) The following liabilities are excluded from sub-clause (2)(a):

(i) fines;

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;

(iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.

(b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

BENEFITS TO MEMBERS AND TRUSTEES

5 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

(2) (a) A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity

(b) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Trustee may benefit from Trustee indemnity insurance cover purchased at the Charity's expense.

(c) A Trustee may receive an indemnity from the Charity in the circumstances specified in Article 51

(3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit

to any member of the Charity. This does not prevent a member who is not also a Trustee receiving:

- (i) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (ii) reasonable and proper remuneration for any goods or services supplied to the Charity.
- (4) No Trustee may:
- (a) buy any goods or services from the Charity;
 - (b) sell goods, services, or any interest in land to the Charity;
 - (c) be employed by, or receive any remuneration from the Charity;
 - (d) receive any other financial benefit from the Charity; unless:
 - (i) the payment is permitted by sub-clause (5) of this clause and the Trustees follow the procedure and observe the conditions set out in sub-clause (6) of this clause; or
 - (ii) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (5) (a) A Trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- (b) A Trustee may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Trustee.
- (c) A Trustee may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees.
- (d) A company of which a Trustee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Trustee holds no more than 1% of the issued capital of that company.
- (e) A Trustee may receive rent for premises let by the Trustee to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
- (6) (a) The Charity and its Trustees may only rely upon the authority provided by sub-clause 5(5) if each of the following conditions is satisfied:
- (i) The remuneration or other sums paid to the Trustee do not exceed an amount that is reasonable in all the circumstances.
 - (ii) The Trustee is absent from the part of any meeting at which there is discussion of:

- his or her employment or remuneration, or any matter concerning the contract; or
- his or her performance in the employment, or his or her performance of the contract; or
- any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5(5); or
- any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5(5).

(iii) The Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.

(iv) The other Trustees are satisfied that it is in the interests of the Charity to employ or to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

(v) The reason for their decision is recorded by the Trustees in the minute book.

(vi) A majority of the Trustees then in office have received no such payments.

(b) The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:

- (i) a partner;
- (ii) an employee;
- (iii) a consultant;
- (iv) a director or trustee; or
- (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.

(7) In sub-clauses (2)-(6) of this clause 4:

(a) "Charity" shall include any company in which the Charity:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more Trustees to the Board of the company;

(b) "Trustee" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as his or her partner.

LIMITED LIABILITY

- 6 The liability of the members is limited.

GUARANTEE

- 7 Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

DISSOLUTION

- 8 (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity for use for particular purposes that fall within the Objects
- (2) Subject to any such resolution of the members of the Charity, the Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity) and if no such resolution is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

We, the Subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum

Names and addresses of Subscribers

JULIAN DAVID BRYANT
238 TAVERHAM ROAD
NORWICH
NR8 6SX

RICHARD FREDERICK HOLCOMBE
17 CARNOUSTIE
NORWICH
NR6 4AY

SIMON HERBERT SNELL
15 AYLSHAM ROAD
NORWICH
NR3 3EQ

Dated 14 September 2007

Witness to above Signatures:- CLARE LOUISE STONE
4 LODGE CLOSE
THUNDER LANE
NORWICH
NR7 0LA

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE MATTHEW PROJECT

(Revised 22 January 2008)

INTERPRETATION AND GENERAL PROVISIONS

1 In these Articles:-

"the Act" means the Companies Act 1985.

"communication" means the same as in the Electronic Communications Act 2000.

"electronic communication" means the same as in the Electronic Communications Act 2000.

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

"the Charity" means the company intended to be regulated by these articles;

"clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commissioners for England and Wales;

"the Memorandum" means the memorandum of association of the Charity;

"officers" includes the Trustees and the secretary;

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

"the Trustees" means the board of directors of the Company who shall be its directors for the purposes of the Act and of company law generally and shall, if and for so long as the Company is a charity, be its charity trustees

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for the purposes of charity law. Any references to the board or to a Trustee shall be read and construed accordingly.

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

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Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, photography, and other modes of representing or reproducing words in a visible form.

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Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (S.I. 1985 No. 805), amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (S.I. 1985 No. 1052) and The Companies Act 1985 (Electronic Communications) Order 2000 (S.I. 2000 No. 3373), shall not apply to the Company.

MEMBERS

2 (1) The subscribers to the Memorandum are the first members of the Charity.

(2) Membership is open to other individuals or organisations who:

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(a) are in agreement with the objectives of the Charity, interested in furthering its work and who are committed to its Christian values;

(b) are aged over 18 years or over in the case of individuals

(c) apply to the Charity in the form required by the Trustees; and

(d) are approved by the Trustees.

(3) Membership applications shall be determined within two months of the date on which they are received by the Charity. The Trustees shall have absolute discretion to accept or reject any application and need not give their reasons for doing so. Written notification of the decision of the Trustees on an application shall be sent to the applicant as soon as practicable after that decision is taken.

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(4) The minimum number of members of the Charity shall be three.

- (5) Membership is not transferable to anyone else.
- (6) The Trustees must keep a register of names and addresses of the members.

TERMINATION OF MEMBERSHIP

- 3 Membership is terminated if:
 - (1) the member dies or, if it is an organisation, ceases to exist;
 - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
 - (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;
 - (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one 'clear days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

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GENERAL MEETINGS

- 4
 - (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
 - (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
 - (3) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5 The Trustees may call an extraordinary general meeting at any time.

NOTICE OF GENERAL MEETINGS

- 6
 - (1) The minimum periods of notice required to hold a general meeting of the Charity are:
 - twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
 - fourteen clear days for all other extraordinary general meetings.

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- (2) A general meeting may be called by shorter notice if it is so agreed:
- in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the Trustees and auditors.

7 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

PROCEEDINGS AT GENERAL MEETINGS

8 (1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is:

- three members entitled to vote upon the business to be conducted at the meeting; or
- one tenth of the total membership at the time whichever is the greater.

(3) The authorised representative of a member organisation shall be counted in the quorum.

9 (1) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Trustees shall determine.

(2) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

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- 10 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

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- 11 (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

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- 12 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

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- (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

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- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

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(4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

(5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

(c) The poll must be taken within thirty days after it has been demanded.

(d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

13 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

14 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

VOTES OF MEMBERS

15 (1) Subject to Article 13 and the next paragraph, every member, whether an individual or an organisation shall have one vote.

(2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.

16 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

17 (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

(2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity

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(3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

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BOARD OF TRUSTEES

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18 (1) A Trustee must be a member of the Charity who is a natural person aged 18 years or older.

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(2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 30.

19 The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

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20 The first Trustees shall be those persons notified to Companies House as the first trustees of the Charity.

21 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

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POWERS OF TRUSTEES

22 (1) The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.

(2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

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(3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

RETIREMENT OF TRUSTEES

23 At the first annual general meeting all the Trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient Trustees to hold a quorate meeting of the Trustees. At each subsequent annual general meeting one-third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Trustee he or she must retire.

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24 (1) The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustee became or were appointed Trustee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

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(2) If a Trustee is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

APPOINTMENT OF TRUSTEES

25 The Charity may by ordinary resolution:

- appoint a person who is willing to act to be a Trustee; and
- determine the rotation in which any additional Trustees are to retire.

26 No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless:

- (1) he or she is recommended for re-election by the Trustees; or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Trustee;
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

27 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation.

28 (1) The Trustees may appoint a person who is willing to act to be a Trustee.

(2) A Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation.

29 The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

30 A Trustee shall cease to hold office if he or she:

- (1) ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a trustee;
- (2) 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);
- (3) ceases to be a member of the Charity;

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- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

TRUSTEES' REMUNERATION

- 31 The Trustees must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

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PROCEEDINGS OF TRUSTEES

- 32 (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.

(2) Any Trustee may call a meeting of the Trustees.

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(3) The secretary must call a meeting of the Trustees if requested to do so by a Trustee.

(4) Questions arising at a meeting shall be decided by a majority of votes.

(5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(6) Any Trustee or member of a committee of Trustees may participate in a meeting of the Trustees or such committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

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- 33 (1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.

(2) The quorum shall be two or the number nearest to one third of total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.

(3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

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- 34 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

- 35 (1) The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.

- (2) If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these articles or delegated to him or her by the Trustees.
- 36 (1) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.
- 37 A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 38 (1) Subject to paragraph 38(2), all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- the vote of that Trustee; and
 - that Trustee being counted in the quorum; the decision has been made by a majority of the Trustees at a quorate meeting.
- ▲ (2) Paragraph 38(1) does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for paragraph 38(1), the resolution would have been void, or if the Trustee has not complied with article 37.

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▲ DELEGATION

- 39 (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book.

(2) The Trustees may impose conditions when delegating, including the conditions that:

- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.

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(3) The Trustees may revoke or alter a delegation.

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(4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

SECRETARY

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40 (1) Subject to section 13(5) of the Act, the secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as the Trustees may think fit; and any secretary so appointed may be removed by the Trustees. Provided always that no Trustee may occupy the salaried position of secretary.

(2) A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Trustee and the secretary shall not be satisfied by its being done by or to the same person acting both as a Trustee and as, or in place of, the secretary.

TREASURER

41 The Trustees may, if they think fit, appoint a Treasurer. A person so appointed may be selected from amongst the serving Trustees (but does not have to be). The duties and responsibilities of the Treasurer shall be determined by the Trustees and may be varied by them from time to time. Provided always that no Trustee may be remunerated for holding the office of Treasurer.

SEAL

42 If the Charity has a seal it must 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.

MINUTES

43 The Trustees must keep minutes of all:

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- (1) appointments of officers made by the Trustees;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Trustees and committees of Trustees including:
 - the names of the Trustees present at the meeting;
 - the decisions made at the meetings; and

- where appropriate the reasons for the decisions.

ACCOUNTS AND FINANCE

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- 44 (1) The Trustees must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Trustees must keep accounting records as required by sections 221 and 222 of the Act.

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- 45 (1) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by not less than two persons authorised by resolution of the Trustees from time to time except that for amounts under £50 (or such other limit as may reasonably be set from time to time commensurate with the need to maintain good internal control) only one authorised person may sign.

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- (2) Arrangements may be made for electronic bank payments subject to the need to establish equivalent controls to those in 43(1) for such electronic bank payments.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 46 (1) The Trustees must comply with the requirements of the Charities Act 1993 with regard to:

- (a) the transmission of the statements of account to the Charity;
- (b) the preparation of an annual report and its transmission to the Commission;
- (c) the preparation of an annual return and its transmission to the Commission.

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- (2) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

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NOTICES

- 47 Any notice to be given to or by any person pursuant to the articles:

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

- 48 (1) The Charity may give any notice to a member either:

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- (a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

(c) by leaving it at the address of the member; or

(d) by giving it using electronic communications to the member's address.

(2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

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

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

(2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(3) A notice shall be deemed to be given:

(a) 48 hours after the envelope containing it was posted; or

(b) in the case of an electronic communication, 48 hours after it was sent.

INDEMNITY

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51 The Charity shall indemnify every Trustee, Auditor, Reporting Accountant, or other officer of the Charity against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.

RULES

52 (1) The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

(2) the bye laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

- (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- ▲ - - - (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
 - (5) The rules or bye laws, shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

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Names and addresses of Subscribers

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17 CARNOUSTIE
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NR6 4AY

SIMON HERBERT SNELL
15 AYLSHAM ROAD
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NR3 3EQ

Dated 14 September 2007

Witness to above Signatures:- CLAIRE LOUISE STONE
4 LODGE CLOSE
THUNDER LANE
NORWICH
NR7 0LA