

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of
Shotwick Lake Sailing

1. The Company's name is: Shotwick Lake Sailing
(and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in Wales.
3. The Charity's objects ("the Objects") are:

the promotion of community participation in healthy recreation by the provision of facilities for sailing and associated water sports.
4. In furtherance of the Objects, but not otherwise, the Charity may exercise the following powers:
 - (1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity;
 - (2) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (3) to invest the Charity's funds subsequent to taking advice from a qualified financial advisor and in accord with the regulations and guidelines laid down by the Trustee Act 2000 (or any statutory re-enactment or modification of that Act);
 - (4) to acquire, lease, maintain, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property and other assets;
 - (5) to employ such staff, who shall not be Directors of the Charity, as are necessary for the proper pursuit of the Objects and, if applicable, to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;
 - (6) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (7) to acquire, merge with, or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (8) to co-operate with other charities, voluntary bodies, statutory authorities and industries operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - (9) subject to any consents required by law, to borrow money and to charge all or any part of the assets of the Charity with repayment of the money so borrowed;
 - (10) to pay out of the funds of the Charity the costs, charges and expenses of, and incidental to, the formation and registration of the Charity both as a company and as a charity;

(11) to make the payment of any premium in respect of any indemnity insurance to cover the liability of the Directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity: provided that any such insurance shall not extend to any claim arising from any act of omission which the Directors (or any of them) knew was a breach of duty or breach of trust, or which was committed by the Directors (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust 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 Directors in their capacity as Directors of the Charity;

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

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no Director shall be appointed to any office in the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: *provided that nothing in this document shall prevent any payment in good faith by the Charity:*

(1) of payments for business done by any Director acting outside his or her role as a Director (or by a partner of his or hers) with regard to the provision of goods and services to the Charity when instructed by the Charity to act in such a capacity on its behalf, provided that:

- at no time shall a majority of Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration (or that of his or her partner) is under discussion;
- the other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director and in reaching that decision must balance the advantages of employing a Director against the disadvantages of so doing;

(2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Director;

(3) of interest on money lent by any member of the Charity or Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors;

(4) of fees, remuneration or other benefit in money or money's worth to a company of which Director may also be a member holding not more than 1/100th part of the issued capital of that company;

(5) of reasonable and proper rent for premises demised or let by any member of the Charity or a Director;

(6) of any payment made in relation to clause 4 section (11) of this document;

(7) to any Director of reasonable and properly incurred out-of-pocket expenses.

6. The liability of members is limited.
7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a member or within twelve months after 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 contributories amongst themselves.
8. If the Charity is wound up or dissolved by special resolution and after all its debts and liabilities have been satisfied there remain any assets, these shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.
9. Clauses in the Memorandum may be altered by special resolution. However, no amendment may be made to clauses 1, 3, 5, 8, and *this* clause 9, without the *prior consent*, in writing, of the Charity Commission.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation:

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

Articles of Association of
Shotwick Lake Sailing

Interpretation

1. In these Articles:

“the Charity” means the company intended to be regulated by these Articles;

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

“the Articles” means these Articles of Association of the Charity;

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

“the Memorandum” means the Memorandum of Association of the Charity;

“office” means the registered office of the Charity;

“the seal” means the common seal of the Charity if it has one;

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

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

in this document, the Charity trustees shall be known as “the Board of Directors” or “the Directors”. (The Board of Directors are charity trustees as defined by Section 97 of the Charities Act 1993);

in this document, the chair shall be known as “the commodore”;

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

Members

2. The first members of the Charity shall be the subscribers to the Memorandum.

2.1 The Board of Directors may admit to membership:

- (1) any person who is in agreement with the Objects of the Charity and who has paid any annual subscription as may be laid down from time to time by the Board of Directors, although persons below the age of 18 years shall not be permitted to vote on any matters

pertaining to the business of the Charity or to the election of members of the Board of Directors, and nor shall they be permitted to be voted on to the Board of Directors; and,

(2) any organisation which is in agreement with the Objects of the Charity.

- 2.2** An organisation which is a member shall be represented at general meetings of the Charity by such person or persons as it thinks fit, subject to any regulations as may from time to time be in force, and provided also that each member organisation shall have only one vote on any question to be decided at a general meeting of the Charity.
- 2.3** Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon afterwards as is practicable. The Directors may only refuse an application for membership if, *acting reasonably and properly*, they consider it to be in the best interests of the Charity to refuse the application. The Directors must inform the applicant, in writing, of the reasons for the refusal within 21 days of the decision and they must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant, in writing, and shall be final.
- 2.4** Membership shall not be transferable to anyone else.
- 2.5** The Charity shall keep a register of members containing the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the register on becoming a member.
- 2.6** Whilst providing its services, activities and facilities to members and beneficiaries the Charity shall ensure that there shall be no discrimination against any person on the basis of marital status, sexual orientation, age, disability, unemployment, financial status, ethnicity, colour, creed or political belief: *although, services, activities and facilities shall not be available to anyone who acts in ways that are abusive or offensive whilst they are on the Charity's premises or taking part in the Charity's activities.*

Classes of Membership

- 3.** The Board of Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members. Subsequent to a new class of membership being established, this must be communicated, on the appropriate form, to Companies House.

Termination of Membership

- 4.** Membership is terminated if:
- (1) the member dies or, if it is an organisation, it ceases to exist;
 - (2) the member resigns by written notice to the Charity;
 - (3) any sum due from the member to the Charity is not paid in full within 2 months of its falling due;
 - (4) the member is removed from membership by a resolution of the Directors that is in the best interests of the Charity to terminate the membership of any individual or member

organisation. A resolution to remove a member from membership may only be passed if the member has been given at least 21 clear days notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed, *and provided also that*, the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Board of Directors, accompanied by a friend, before the final decision is made.

General Meetings

5. The Charity shall hold its first annual general meeting within 18 months after the date of its incorporation.
- 5.1 An annual general meeting must be held in each subsequent year and not more than 15 months may elapse between successive annual general meetings.
- 5.2 The business at an annual general meeting *shall include*:
- (1) the receipt of the report of the Board of Directors of the Charity;
 - (2) the presentation and consideration of the accounts of the Charity and the auditor's report (if applicable);
 - (3) the appointment and fixing of the auditors (if any);
 - (4) the election of the Board of Directors.
- 5.3 All general meetings other than annual general meetings shall be called "extraordinary general meetings".
- 5.4 The Board of Directors may, whenever they think fit, convene an extraordinary general meeting of the Charity at any time, or ten per cent of the membership entitled to vote, may convene an extraordinary general meeting as provided for by section 368 of the Act.

Notice of General Meetings

6. The minimum periods of notice required to hold a general meeting of the Charity are that an annual general meeting and a meeting called for the passing of a special resolution shall be called by giving at least 21 clear days' notice. *A meeting calling for an ordinary resolution with special notice (for the removal of a Director or auditor) shall also require 21 clear days' notice* (c.f. section 379 of the Act); any other general meeting shall be called by giving at least 14 clear days' notice;
- 6.1 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 per cent of the total voting rights.

- 6.2** 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.
- 6.3** The notice must be given to all members, Directors and auditors (if any).
- 6.4** The proceedings at a general 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

- 7.** Every individual member aged 18 years and over and every organisation which is a member shall have one vote on any question to be decided at a general meeting of the Charity.
- 7.1** No member (be they an individual or organisation) shall be entitled to vote at any general meeting unless all moneys owed by them to the Charity have been paid out.
- 7.2** 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.
- 7.3** Decisions at general meetings shall be made by passing resolutions:
- (1) a special resolution shall be required to amend the Memorandum and Articles of the Charity and to dissolve the Charity. A special resolution is hereby defined as one requiring not less than three-fourths of the votes cast;
 - (2) all other decisions shall be made by ordinary resolution requiring a simple majority.
- 7.4** No business shall be transacted at any general meeting unless a quorum is present. 3 persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total membership at the time, whichever is greater, shall constitute a quorum.
- 7.5** If a quorum is not present within half an hour from the time appointed for a meeting, or during a meeting a quorum ceases to be present, the meeting shall stand adjourned and the Directors shall reconvene the meeting and must give such notice as is practicable of the reconvened meeting, stating the date, time and place. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the members present shall be a quorum.
- 7.6** The commodore (if any) of the Board of Directors or in his or her absence some other Director nominated by the Board of Directors, shall preside as commodore of a general meeting, but if neither the commodore nor such other Director (if any) be present and willing to act within 15 minutes after the time appointed for holding the meeting, the Directors present shall elect one of their number to be commodore and, if there is only one Director present and willing to act, he or she shall be commodore.
- 7.7** If no Director is willing to act as commodore, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be commodore.

- 7.8** The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 7.9** The person who is acting as commodore of the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 7.10** 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.
- 7.11** If a meeting is adjourned by a resolution of the members for more than 14 days, at least 7 clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 7.12** A resolution put to the vote of a meeting shall be decided on a show of hands (or the giving of appropriate signals) unless before, or on the declaration of the result of, the show of hands (or the giving of appropriate signals) a poll (written ballot) is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (1) by the commodore; or
 - (2) by not less than 2 members having the right to vote at the meeting; or
 - (3) 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.
- A poll may not be demanded on any question concerning the selection of a commodore for a meeting or on any question of adjournment.
- 7.13** Unless a poll is duly demanded, a declaration by the commodore, that a resolution has been carried or lost, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof, of the number or proportion of the votes recorded in favour of or against the resolution.
- 7.14** The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the commodore. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands (or the giving of appropriate signals) declared before the demand for the poll was made.
- 7.15** A poll shall be taken as the commodore directs, provided that each member shall have only one vote, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 7.16** In the case of an equality of votes, whether on a show of hands (or the giving of appropriate signals) or on a poll, the commodore shall be entitled to a casting vote in addition to any other vote he or she may have.
- 7.17** There shall be no postal or proxy voting.

The Board of Directors

- 8.** The business of the Charity shall be managed by the Board of Directors who shall be accountable to the members.

- 8.1 The initial Directors of the Charity shall be appointed by the subscribers to the Memorandum and shall serve until the first annual general meeting. At the first annual general meeting all of the Directors shall retire but may offer themselves for re-election.
- 8.2 The Board of Directors shall be elected annually by the members at the annual general meeting of the Charity and retiring members shall be eligible for re-election without further nomination.
- 8.3 The election of Directors shall be conducted in accord with such procedures as may be decided by the Board of Directors from time to time.
- 8.4 The number of Directors shall not be less than 3 (unless otherwise determined by ordinary resolution) and shall not be subject to any maximum.
- 8.5 All Directors must be aged 18 years or over.
- 8.6 No one shall be appointed a Director if he or she would be disqualified from acting under the provisions of Article 11.
- 8.7 All the Directors shall be members of the Charity or the duly appointed representatives of organisations which are members.
- 8.8 The Directors may also and at any time co-opt any person to the Board of Directors provided that *not more than one third of the members of the Board of Directors shall be co-opted members*. All persons so co-opted shall retire at the annual general meeting following their co-option but shall be eligible to be re-appointed thereafter.
- 8.9 The Board of Directors may, by and from their number and from time to time, elect such honorary officers as they see fit.

Proceedings of the Board of Directors

9. Members of the Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit, and questions arising at any meeting shall be decided by a majority of votes.
- 9.1 In the case of an equality of votes the commodore shall have a second or casting vote.
- 9.2 A Directors may, and the secretary shall, on the instruction of the Board of Directors, summon a meeting of the Board of Directors at any reasonable time.
- 9.3 The quorum necessary for the transaction of business of the Board of Directors shall be 2 or the number nearest to one third of the total number of Directors, whichever is greater, or such larger number as may be determined from time to time by the Directors.
- 9.4 If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 8.4, it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a general meeting of the Charity, but for no other purpose.
- 9.5 The commodore (if any) or in his or her absence some other Director nominated by the Board of Directors, shall preside as commodore of the meeting, but if neither the commodore nor

such other Director (if any) be present within 15 minutes after the time appointed for holding the meeting, the Board of Directors shall elect one of their number to be commodore.

- 9.6** The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Charity, of the Board of Directors and any sub-committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Charity during the Charity's normal working hours and by any other person authorised by the Charity in any general meeting.

Powers of the Board of Directors

- 10.** The Directors 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.
- 10.1** No alteration of the Memorandum or these Articles or any special resolution shall have any retrospective effect to invalidate any prior act of the Directors.
- 10.2** Any meeting of the Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.
- 10.3** All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Charity shall be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) in such manner as the Directors shall from time to time by resolution determine.
- 10.4** Without prior prejudice to its general powers, the Board of Directors may exercise all the powers of the Charity to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures or other securities whether outright or as security for any debt, liability or obligation of the Charity.
- 10.5** The Board of Directors may appoint one or more sub-committees consisting of two or more members of the Board of Directors for the purpose of making any inquiry or supervising or performing any function or duty which, in the opinion of the Board of Directors, would be more conveniently undertaken or carried out by a sub-committee: provided that any sub-committee so formed shall conform to any regulations that may be imposed upon it by the Board of Directors and all acts and proceedings of any sub-committee shall be fully and promptly reported to the Board of Directors.
- 10.6** The Board of Directors, shall appoint 2 named Directors to sign on behalf of the Charity any document that is required to be executed as a deed and also to sign instruments of expenditure above a certain limit as set from time to time by the Board of Directors.

Disqualification and Removal of Directors

- 11.** The office of a Director shall be immediately vacated if he or she:
- (1) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director; or
 - (2) is disqualified from acting as a Director 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 or is the representative of an organisation which ceases to be a member;
- (4) resigns as a Director by notice to the Charity (but only if at least 3 Directors will remain in office when notice of the resignation takes effect); or
- (5) is absent without permission of the Board of Directors from all their meetings held within a period of 6 consecutive months and the Directors resolve that his or her office be vacated; or
- (6) is removed from office by ordinary resolution of the Charity in general meeting in accordance with Section 303 of the Act.

Directors' Remuneration

12. The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

Secretary

13. Subject to the provisions of the Act, the secretary shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

14. The Board of Directors shall keep minutes in books kept for the purpose:
 - (1) of all appointments of officers made by the Directors; and
 - (2) of all proceedings at meetings of the Charity and of the Board of Directors and of committees of the Board of Directors including the names of the Directors present at every meeting.

The Seal

15. The seal shall only be used by the authority of the Board of Directors or of a committee of Directors authorised by the Board of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

Accounts

16. The Directors shall cause proper books of account to be kept with respect to:
 - (1) all sums of money received and expended by the Charity and matters in respect of which the receipt and expenditure takes place;
 - (2) all sales and purchases of goods and/or services by the Charity; and
 - (3) the assets and liabilities of the Charity.

Proper books shall be deemed to be kept if they give a true and fair record of the state of the Charity's affairs and explain its transactions.

- 16.1** The books of account shall be kept at the registered office of the Charity or at such other places as the Directors think fit, and shall always be open to the inspection of all members of the Charity upon approval of the Directors during normal working hours and by such other persons authorised by the Charity in a general meeting.
- 16.2** The Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Charity in general meeting such income and expenditure accounts, balance sheets and reports as are required by statute.
- 16.3** Audit:
- (1) in accordance with the law for the time being in force, the Charity may - if it is eligible to do so – apply the small company audit exemptions. Otherwise, once at least in every year, the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors; and
 - (2) auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Returns

- 17.** The Board of Directors shall comply with their statutory obligations with regard to preparing and sending returns to the Charity Commission and Companies House.

Notices

- 18.** Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
- 18.1** The Charity may give any notice to a member either personally, by e-mail or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him or her, shall be entitled to have notices given to him or her at that address, but otherwise, no such member shall be entitled to receive any notice from the Charity.
- 18.2** A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 18.3** Where notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting the notice. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

- 19.** Subject to the provisions of the Act, every Director or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or

her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

20. The Board of Directors 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.

20.1 The bye laws may regulate the following matters but are not restricted to them:

- (1) 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;
- (2) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- (3) 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;
- (4) the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the Act or by these Articles;
- (5) generally all such matters as are commonly the subject matter of company rules.

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

Dissolution

21. Clause 8 of the Memorandum relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.

Amendment to Articles

22. The provisions of these Articles may only be amended by special resolution and no amendment may be made to Article 21 and *this* Article 22 without the prior consent, in writing, of the Charity Commission.

We, the persons whose names and addresses are written below, wish to be formed into a company under these Articles of Association.

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation: