

COMPANY NUMBER:

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE
(AND NOT HAVING A SHARE CAPITAL)

ARTICLES OF ASSOCIATION
OF
SEVERN RIVERS TRUST

Incorporated on []

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COMPANY LIMITED BY GUARANTEE

(AND NOT HAVING A SHARE CAPITAL)

ARTICLES OF ASSOCIATION

OF

SEVERN RIVERS TRUST

INTERPRETATION

1. In these Articles and the Memorandum: -

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

“AGM” means an annual general meeting of the Company.

“Articles” mean these Articles of Association of the Company.

“Board” means the board of Trustees of the Company, pursuant to the provisions of Article 27.

“Chairman” means the individual elected pursuant to Article 27 to be chairman of the Board.

“Charity Commission” means the Charity Commission for England and Wales or any successor body thereto.

“Company” means the above-named company.

“Clear days” mean, in relation to the period of notice, the period excluding the day when the notice is given, and the day for which it is given or on which it is to take effect.

“EGM” means an extraordinary general meeting of the Company.

“General Meeting” means an AGM or an EGM.

“Members” mean all the individuals admitted to membership of the Company and entitled to vote at General Meetings.

“Memorandum” means the Memorandum of Association of the Company.

“Seal” means the common seal of the Company if it has one.

“Secretary” means the company secretary of the Company or any such other person appointed to perform the duties of the company secretary of the Company.

“Trustee” means a director of the Company for the purposes of the Act or member of the Board.

“United Kingdom” means Great Britain and Northern Ireland.

Words importing the singular number only shall include the plural number and vice versa. Words importing the one gender shall include all genders and words importing persons shall include corporations.

Subject to the preceding provisions of this Article and unless the context requires otherwise, words or expressions defined in the Act (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Company) shall bear the same meaning in the Articles.

MEMBERSHIP OF THE COMPANY

2. The maximum number of Members with which the Company proposes to be registered is twenty.
3. (1) The Subscribers to the Memorandum and such other persons as are appointed as Trustees of the Company in accordance with the Articles are the Members of the Company.
(2) Every person who wishes to be admitted as a Member shall deliver to the Company a signed application in such form as the Trustees require.
4. The Board may from time to time establish one or more categories of honorary or affiliate membership as supporters or any other designation provided that the rights of such other categories of membership do not extend to voting at General Meetings. Such categories of membership may be under whatever title or nomenclature the resolution may specify and may bestow upon the persons concerned such rights, privileges, duties and obligations (except the right to vote at General Meetings) as may be specified in the resolution. For the avoidance of doubt, a supporter or other affiliate member shall not be a Member for the purposes of the Act or the Articles (unless appointed as a Trustee of the Company).
5. The Board may at its discretion levy subscriptions on all or any categories of membership at such rates as it shall determine and may levy subscriptions at different rates for different members of the category.
6. Membership of a Member shall not be transferable and a Member shall cease to be a Member if he:

- (1) Dies.
- (2) If by notice in writing to the Secretary the Member resigns.
- (3) If the Member concerned is removed from membership by a resolution of the Board on the grounds that, in their opinion, the Member's continued membership is harmful to the Company. A resolution to remove a Member from membership may only be passed if: -
 - (a) The Member has been given at least 21 days' notice in writing of the meeting of Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and
 - (b) The matter is considered in the light of any written representations that the Member submits within 14 clear days after receiving notice.
- (4) If the Member concerned ceases to be a Trustee (except where his term of office expires at an AGM and he is re-elected at the same AGM).

PATRON or PRESIDENT

- 7. The Board may at its discretion appoint any person to be a Patron and/or President of the Company (and remove any Patron and/or President) on such terms as they shall think fit.
- 8. A Patron and/or President shall have the right to attend and speak (but not vote) at any General Meeting of the Company and to be given notice of General Meetings as if a Member and shall also have the right to receive accounts of the Company when available to Members.

GENERAL MEETINGS

- 9. The first AGM of the Company shall be held at such time not being more than 18 months after the incorporation of the Company and at such place as the Board shall determine.
- 10. Subject to Article 9, the Company shall in each year hold an AGM 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 15 months shall elapse between the date of one AGM of the Company and that of the next. AGMs shall be held at such times and places as the Board shall determine.
- 11. All General Meetings other than AGMs shall be called EGMs. The Board or any Trustee may call General Meetings.

NOTICE OF GENERAL MEETINGS

12. An AGM or an EGM called for the passing of a special or elective resolution shall be called by giving not less than 21 clear days' notice. All other EGMs shall be called by giving not less than 14 clear days' notice. A General Meeting may be called by shorter notice if it is so agreed: -
 - (1) In the case of an AGM by all the Members entitled to attend and vote at the meeting; and
 - (2) In the case of an EGM by a majority of the Members entitled to attend and vote holding not less than 95 per cent of the total voting rights of all the Members.
13. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such. The notice shall be given to all Members, Trustees, any Patron or President and the Auditors.

PROCEEDINGS AT GENERAL MEETINGS

14. No business shall be transacted at any General Meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted shall constitute a quorum.
15. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board shall determine.
16. The Chairman or in his absence some other Trustee nominated by the Board shall preside as Chairman of the meeting, but if neither the Chairman nor such Trustee be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman.
17. The Chairman may, with the consent of the 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 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
18. A resolution put to the vote of 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded by: -
 - (1) The Chairman.
 - (2) Any other Member present in person or by proxy.

19. Unless a poll is duly demanded a declaration by the Chairman (or by the chairman of the meeting if the Chairman is not present) that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the 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.
20. The demand for a poll may be withdrawn before a poll is taken, but only with the consent of the Chairman (or the chairman of the meeting if the Chairman is not present). The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand was made.
21. A poll shall be taken as the Chairman (or the chairman of the meeting if the Chairman is not present) directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
22. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs (or the chairman of the meeting if the Chairman is not present). The demand for a poll shall not prevent continuance of the meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
24. Subject to the provisions of the Act, a resolution signed by all the Members for the time being entitled to receive notice of and to attend and vote at any General Meetings shall be as valid and effective as if the same had been passed at a meeting of the Company convened and held.

VOTES OF MEMBERS AT GENERAL MEETINGS

25. Subject to Article 23, every Member shall have one vote.
26. No Member may vote on any matter at a General Meeting in which he is personally interested (other than the acceptance of a guarantee or other liability). Any Member who has a personal interest shall: -
 - (1) Declare it as soon as practicable.
 - (2) Withdraw from the meeting for the duration of the matter in which he has the personal interest unless invited to stay to provide information.

(3) Not be counted in the quorum for that part of the meeting.

27. Any Registered Member entitled to attend and vote at any General Meeting of the Company shall be entitled to appoint another person (whether a Registered Member or not) as his proxy to attend and vote on a show of hands or poll instead of him.

28. The instrument appointing a proxy shall be in writing signed by the appointer or his attorney duly authorised in writing and shall be in the following form or as near to it as circumstances admit, or in any other form which is usual or which the Board may approve.

[NAME OF TRUST]

I [Registered Member's name and address] being a Registered Member of the above-named company hereby appoint as my/our proxy to vote on my/our behalf at the [Annual/Extraordinary/Adjourned] General Meeting of the above-named company to be held on the [] day of [] [] and any adjournment thereof.

[name and address of proxy holder]

or failing him/her,

[name and address of substitute]

Signed [name] this [] day of [] []

29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

30. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. No objection shall be raised to the qualification of the voter except at the meeting or adjourned meeting at which the vote is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

32. A vote given or poll demanded in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in

writing of the revocation of the proxy or of the authority under which the proxy was executed shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

THE BOARD

33. (1) The Trustees for the time being shall constitute the Board.
- (2) The first Trustees shall be those persons notified to Companies House as the first Trustees of the Company.
- (3) The Board when complete shall consist of not less than three and not more than twenty Trustees.
- (4) The Board shall elect one of the Trustees to be the Chairman.
- (5) A Trustee shall not be permitted to appoint an alternate trustee or anyone to act on his own behalf at meetings of the Board.

POWERS OF THE BOARD

34. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by any Special Resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and are not by statute or by these presents required to be exercised by the Company in General Meeting. No alteration to the Memorandum or the Articles and no such direction shall invalidate any prior act of the Board that would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
35. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they may determine.
36. The Board shall have the power from time to time to make such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and the affairs thereof and as to any of the matters or things within the power or under the control of the Board provided that the same shall not be inconsistent with the Articles.
37. The Board and the Company in General Meeting shall have the power to repeal or alter or add to any regulations.

APPOINTMENT AND RETIREMENT OF TRUSTEES

38. At the first AGM all the Trustees must retire from office. At each subsequent AGM one-fifth or, if their number is not a multiple of five then the nearest to one-fifth, must retire by rotation.
39. The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. As between those Trustees who became or were appointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
40. No person shall be appointed or re-appointed a Trustee: -
 - (1) Unless he has attained the age of 18 years.
 - (2) In circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 39.
 - (3) Unless either
 - (a) He is recommended by the Board; or
 - (b) Not less than 14 or not more than 35 clear days before the date appointed for the meeting, a notice signed by a Member has been given to the Company of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed, be required to be filed at Companies House by the Company, together with a notice signed by that person of his willingness to be appointed or re-appointed.
41. All Members who are entitled to receive notice of a General Meeting must be given between seven and 28 clear days' notice (inclusive) of any resolution to be put to the meeting to appoint or re-appoint any person as a Trustee other than a Trustee who is to retire by rotation.
42. Subject as aforesaid, the Company may from time to time in General Meeting increase or decrease the number of Trustees and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.
43. The Board may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following AGM and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting.

44. A Trustee who retires at an AGM is eligible for re-appointment and, if willing to act, may be re-appointed. A Trustee who retires and is not re-appointed at such AGM shall vacate office at the conclusion of that meeting.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

45. A Trustee shall cease to hold office if he: -

- (1) Ceases to be a Trustee by virtue of any provision in the Act, or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act (or any statutory re-enactment or modification of that provision) or is otherwise prohibited by law from being a Trustee.
- (2) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs.
- (3) Resigns his office by notice to the Company (but only if at least three Trustees will remain in office when the notice is to take effect).
- (4) Ceases to be a Member.
- (5) Is absent without permission of the Board from all their meetings held within a period of one year and the Board resolves that his office be vacated.

PROCEEDINGS OF THE BOARD

46. Subject to the provisions of the Articles, the Board may meet together for the dispatch of business, adjourn and otherwise regulate their proceedings as they think fit. Any Trustee may and the Secretary at the request of any Trustee shall call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of equality, the Chairman shall have a second or casting vote.

47. The quorum for transacting the business of the Board may be fixed by the Board but shall not be less than two at the time the decision is made. A Trustee shall not be counted in the quorum present in relation to a resolution on which he is not entitled to vote.

48. The Board may act notwithstanding any vacancies but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustee(s) may act only for the purpose of filling vacancies or of calling a General Meeting.

49. The Chairman shall act as the chairman of the meeting of the Board. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Board at which he is present. If the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present shall appoint another Trustee to be chairman of the meeting. Where the Chairman is ineligible to vote on any matter, the Trustees shall appoint one of their number who is eligible to vote thereon to be the chairman for such matter.

50. The Board may delegate any of its powers or the implementation of any of its resolutions to any committee provided that: -

(1) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number).

(2) The composition of any such committee shall be entirely at the discretion of the Board and may comprise such of their number (if any) as the resolution may specify.

(3) The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary.

(4) All delegations under this Article shall be revocable at any time.

(5) The Board may make such regulations and impose such terms and conditions and give such mandates to any such committee as it may from time to time think fit.

(6) For the avoidance of doubt, the Board may delegate all financial matters to any committee and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time.

(7) The provisions of Section 317 of the Act as to disclosure of interests of Trustees shall apply to any person serving on any committee of the Trustees in the same way as they apply to a Trustee.

51. All acts done by a meeting of the Board, or a committee shall, notwithstanding that it be afterwards discovered that there was defect in the appointment of any Trustee or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every person had been duly appointed and was qualified and had continued to be a Trustee or a member of the committee (as the case may be) and had been entitled to vote.

52. A resolution in writing, signed by all the Trustees for the time being or any committee shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) such committee duly convened and held.

53. Trustees and members of committees may participate in or hold a meeting of the Board or any committee (as the case may be) by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or committee (as the case may be) duly convened and held with such persons physically present.

54. Save as otherwise provided by the Articles, a Trustee shall: -

(1) When requested by the remaining Trustees present immediately withdraw from any discussion concerning a matter in which he has, directly or indirectly, an interest or duty which conflicts or may conflict with the interests of the Company.

(2) Not vote at a meeting of Trustees or a committee of Trustees on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which conflicts or may conflict with the interests of the Company, unless (not having been requested to withdraw from the meeting) his interest or duty arises only because: -

(a) The resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or (if any) its subsidiaries.

(b) The resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation by the Company or (if any) its subsidiaries for which the Trustee has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.

(c) His interest arises by virtue of being a trustee (or, in the case of a company limited by guarantee, a director) of another organisation having charitable objects.

TRUSTEES' INTERESTS

55. A Trustee who is in any way, whether directly or indirectly, interested in a transaction or arrangement with the Company shall, at a meeting of Trustees (or of a committee of Trustees), declare in accordance with the Act the nature and extent of his interest. For the purposes hereof: -

(1) A general notice given to the Company that the Trustee is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Trustee has an interest in any such transaction of the nature and extent so specified.

(2) An interest of which a Trustee has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

(3) An interest of a person who is connected with a Trustee shall be treated as an interest of the Trustee.

(4) Disclosure to those Trustees who participate in the decision on the transaction or arrangement shall, provided it is duly recorded in the minutes recording the transaction or arrangement, be deemed a disclosure to all Trustees.

56. Subject to the provisions of the Act and provided he has disclosed to the Trustees the nature and extent of any interest of his in (and the Trustee is not precluded by Clause 5 of the Memorandum from benefiting from) the transaction or arrangement a Trustee notwithstanding his office: -

(1) May be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested.

(2) May act by himself or as a partner in a professional capacity for the Company (otherwise than as auditor) and he and/or his partner shall be entitled to remuneration for professional service as if he were not a Trustee PROVIDED that at no time shall a majority of the Trustees benefit under this Article and that a Trustee shall withdraw from any meeting at which his appointment or remuneration is under discussion.

(3) Shall not by reason of his office, be accountable to the Company for any benefit which he derives from any such transaction or arrangement or services and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit.

Except to the extent permitted by clause 5 of the Memorandum, no Trustee shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Trustee in any contract to which the Company is a party.

ADVISORY COUNCIL

57. The Board may establish an Advisory Council and shall determine, by resolution or resolutions made from time to time, the composition and terms of reference of and the procedures applicable to the conduct of business by the Advisory Council.

OFFICERS

58. Subject to the provisions of the Act and to clause 5 of the Memorandum, the Board: -

(1) Shall appoint or engage the Secretary and may appoint an assistant or deputy Secretary.

(2) May appoint or engage a Chief Executive Officer (whether known by that name or as Director or a like title), a Treasurer and such other officers or servants as they shall see fit.

(3) May appoint one or more of the Trustees to any unremunerated executive office under the Company and any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Board determines and the Board may dismiss any officer so appointed.

59. Any appointment of a Trustee to an (unremunerated) executive office shall automatically terminate if he ceases to be a Trustee.

MINUTES

60. The Board shall keep minutes in books kept for the purpose: -
 - (1) Of all appointments of officers made by the Board.
 - (2) Of all proceedings at meetings of the Company and of the Board and of committees and sub-committees of the Board including the names of those present at each such meeting.

THE SEAL

61. The seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. 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 any two Trustees or a Trustee and the Secretary.

BANK ACCOUNTS

62. Any bank account in which any part of the assets of the Company is deposited shall indicate the name of the Company.

ACCOUNTS

63. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Company and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Board think fit.
64. Subject to the requirements of the Act, the Company may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by Members at all reasonable times during usual business hours.
65. The Board shall lay before the AGM of the Company in each year an income and expenditure account for the period since the preceding account (or in the case of the first account since incorporation of the Company) together with a balance sheet made up as at the same date. Such accounts and balance sheet shall be accompanied by a report of the Board as to the state of affairs of the Company and a report of the Auditors (or Accountants) and shall comply with the provisions of the Act. Copies of such accounts, balance sheet and reports and of any other documents required by law to be annexed or attached to them shall, not less than 21 clear days before the date of the meeting before which the same are laid, be sent to all persons entitled to receive notices of General Meetings of the Company.

AUDIT

66. Auditors shall be appointed and their duties regulated in accordance with the Act.

ANNUAL REPORT AND ANNUAL RETURN

67. The Board shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification thereof) with regard to the preparation of an annual report and an annual return and their transmission to the Commissioners.

NOTICES

68. 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 Board need not be in writing.
69. The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.
70. A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
71. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed as given 48 hours after the envelope containing it was posted.
72. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive notice shall not invalidate the proceedings of that meeting.

INDEMNITY

73. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
74. The Board shall have the power to resolve pursuant to clause 4 (P) of the Memorandum to effect indemnity insurance notwithstanding their interest in such policy.

WINDING-UP

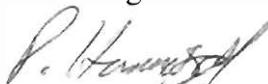
75. The provisions of clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

Names and Addresses and Signatures of Subscribers

Anthony R.W. Bostock Lydbrook Cottage, 4 Dunthrop Road, Heythrop, Chipping Norton, Oxfordshire, OX7 5TL.	
Timothy R. Hainsworth Old Links Rectory, Links Green, Hinstock, Market Drayton, Shropshire, TF9 2NH.	
Jill E. Walker Lydbrook Cottage, 4 Dunthrop Road, Heythrop, Chipping Norton, Oxfordshire, OX7 5TL.	

Dated: 27/06/08.

Witness to the signatures of the subscribers above:



Name: DARREN HANNAFORD

Address:

16 SANDRINGHAM ROAD
WORDLEY
DY8 5HN

Occupation:

DESIGN ENGINEER.