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Extraordinary General Meeting
14 February 2007, 6 PM
Civic Suite, Lewisham Town Hall Catford SE6

Present:- Barbara Britton (Chair), Solomon Brown (Vice-Chair), John Paschoud (Trustee), Zia-UI Hassan, Carol Mew (Director), Giuseppe Ruggerio (Trustee), Cllr Paul Bentley (LBL), Senait Abraha (Administrator), Tony Urquhart (Member), Frida Wacholz (Member), George Wacholz (Member), David Jones (Member), Evelyn Brady (Member - Volunteer Care Centre)

Apology: Mrs Thorpe (Member), Peter Smith (Member - Speaking Up Group), Abdul Hayee (LDC Treasurer & Company Secretary), Clare Major (Member- Moving on Project).

The Chair welcomed and opened the meeting. Explained why it was necessary to hold this EGM.

Further to Lewisham Disability Coalition application for a charitable status made to the Charity Commission, a letter was received back from them, asking to change the wording of the Articles and Memorandum of Association LDC's Object(s). For this purpose an EGM invitation along with details of the changes required was sent to all the members to agree the changes.

The original Lewisham Disability Coalition Object(s), read as follows,

1. "To relieve the needs of disabled people by the provision of services which promote and support independent living and empowerment"
2. "To promote equality, independence, inclusion, self determination and integration of disabled people"

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The amended Object(s) as suggested by the Charity Commission read also as follows:-

1. " To relieve the needs of disabled people by the provision of services which may help disabled people lead independent lives and participate more fully in their community and society "
2. "To promote equality for the benefit of disabled people"

After the both Object(s) and Aims were read and explained, it was asked if everybody agreed to the changes. Mr Solomon Brown (vice-Chair) proposed and Mr John Paschoud Seconded, and all members who attended the meeting agreed, and the changes were adopted.

The meeting ended at 6:20pm.

I verify these are a true record

B. Britton (Chair)

14/2/07

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Memorandum of Association of Lewisham Disability Coalition

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

1. NAME

The company's name is Lewisham Disability Coalition (and in this document it is called the Charity) The area of benefit is to be the London Borough of Lewisham

2. THE CHARITY'S REGISTERED OFFICE

The Charity's registered office is to be situated in England

3. OBJECTS

The Charity's objects (the Objects) are

To relieve the needs of disabled people by the provision of services which may help disabled people lead independent lives and participate fully in their community and society

To promote equality for the benefit of disabled people

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4. 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) to work directly with disabled people in order to identify the needs and concerns associated with their equality, inclusion, integration and independence, and to use the information to educate key decision-makers and promote change within current and proposed programmes,
- (b) to bring together in conference, individuals, representatives of non governmental organizations, businesses, Government departments and statutory authorities,
- (c) to represent the views and interests of disabled people and their organisations to appropriate bodies
- (d) to hold, either independently or with others, exhibitions, meetings, lectures, classes, seminars, training courses and other activities that promote equality, independence, integration, self determination and inclusion,
- (e) to collect collate, disseminate and conduct research on all matters related to its objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere,
- (f) write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or otherwise,
- (g) to raise funds In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulation,
- (h) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- (i) 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,

- (j) 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,
- (k) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (l) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (m) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects,
- (n) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (o) to employ and remunerate such staff as are necessary for carrying out the work of the Charity
- (p) 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,
- (q) 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,
- (r) 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,
- (s) 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)(p) are

(a) any liability that by virtue of any rule of law would otherwise attach to a director (trustee) 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 willful 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

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

5(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

5(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

- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity,
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity

5(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 the payment or transaction is previously and expressly authorized in writing by the Charity Commission

5(5) In sub clauses (2)-(4) of this clause 5

(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 directors 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

6 The liability of the members is limited

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 £10) 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

8. DISSOLUTION

(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 the 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

(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

(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 Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission

ARTICLES OF ASSOCIATION OF LEWISHAM DISABILITY COALITION

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

1. INTERPRETATION

In these articles

"the Act" means the Companies Act 1985,

"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 Company Secretary,

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

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

"the Trustees" means the directors of the Charity The Company Directors are charity trustees as defined by Section 97 of the Charities Act 1993,

"disabled person" means an individual who self defines as such

"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

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

LEWISHAM DISABILITY COALITION

2. MEMBERS

- 2(1) The subscribers to the memorandum are the first members of the Charity
- (2) Lewisham Disability Coalition is an organization of and for disabled people
Membership is open to individuals, statutory bodies, non governmental organizations and businesses who
 - (a) apply to the Charity in the form required by the Trustees , and
 - (b) are approved by the Trustees
- (3) (a) The Trustees 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
 - (b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
 - (c) The Trustees must consider any written representations the applicant may make about the decision The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final
- (4) Membership is not transferable to anyone else
- (5) The Trustees must keep a register of names and addresses of the members

3. CLASSES OF MEMBERSHIP

3(1) There shall be three classes of membership

(a) Disabled individuals aged eighteen years or over, or representative disability organizations (which have disabled people in the majority within its membership and on its governing body) based within the area of benefit shall be known as Full Members

(b) Any other individual or organisation other than a Statutory Authority who share the aims and objectives of the charity shall be known as Affiliate Member

(c) Disabled Young People under the age of 18 years shall be junior members but with no voting rights or liabilities

(d) The Statutory Authorities whose administrative area covers the area of benefit

(2) The Trustees shall determine the rights and obligations attached to a class of membership, and shall record the rights and responsibilities in the register of members

4. TERMINATION OF MEMBERSHIP

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 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

5 GENERAL MEETINGS

- 5(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
- (4) The Trustees may call an extraordinary general meeting at any time

6. 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

(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

(3) 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

8. PROCEEDINGS AT GENERAL MEETINGS

- (1) No business shall be transacted at any general meeting unless a quorum is present
- (2) A quorum is three Full Members entitled to vote upon the business to be conducted at the meeting,
- (3) The authorised representative of an organization that is a Full Member 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

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 Full Members present and entitled to vote must choose one of their number to chair the meeting

11.

- (1) The Full 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 Full 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

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 Full 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
 - (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
 - (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

- (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 Full Member (or in the case of a Full 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 Full Members

15 VOTES OF MEMBERS

15(1) Subject to Articles 3 and 13 and the next paragraph, every Full Member, whether an individual or an organisation shall have one vote

(2) No Full 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

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

(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

18. TRUSTEES

(1) A Trustee must be a natural person aged 18 years or older and shall be appointed by the voting members at an annual general meeting

(2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 22

(3) Lewisham Disability Coalition is an organization of and for disabled people. The number of Trustees shall be not less than four but (unless otherwise determined by ordinary resolution) shall be subject to a maximum of fifteen, with a minimum of 70% of the Trustees being disabled people

(4) The first Trustees shall be those persons notified to Companies House as the first directors of the Charity

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

19. POWER OF TRUSTEES

(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

(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

20. RETIREMENT

(1) At each 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

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

(3) 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

21. THE APPOINTMENT OF TRUSTEES

- (1) The Charity may by ordinary resolution.
 - (a) appoint a person who is willing to act to be a Trustee, and
 - (b) determine the rotation in which any additional Trustees are to retire
- (2) 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 or re-elect a Trustee.
- (3) The Trustees may appoint a person who is willing to act to be a Trustee
- (4) 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
- (5) 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

22. DISQUALIFICATION AND REMOVAL OF TRUSTEES

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 director,
- (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,
- (4) 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
- (5) 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.

23 The Trustees must not be paid any remuneration unless it is authorised
By clause 5 of the Memorandum

24. PROCEEDINGS OF TRUSTEES

- (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
- (3) The Trustees shall meet at least four times in each year
- (4) The secretary must call a meeting of the Trustees if requested to do so by a Trustee
- (5) Questions arising at a meeting shall be decided by a majority of votes
- (6) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote
- (7) 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

- (8) The quorum shall be three Trustees
- (9) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote
- (10) 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.
- (11) The Trustees shall appoint a Trustee to chair their meetings, a Vice Chair, a Company Secretary, a Finance Director and any other office as may be required, and may at any time revoke any such appointment
- (12) 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
- (13) 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
- (14) The Chair or other officers shall not enter into any financial arrangement on behalf of the Charity unless prior approval has been given by the Trustees at a meeting of the Charity
- (15) 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
- (16) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees

25. DELEGATION

16(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

(3) The Trustees may revoke or alter a delegation

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

26.

(1) 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) or the interest of another organization

(2) Subject to paragraph 26(3), 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

(3) Paragraph 26(2) 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 26(2), the resolution would have been void, or if the Trustee has not complied with article 26(1)

27. SEAL

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 Company Secretary or by a second Trustee

28. MINUTES

The Trustees must keep minutes of all

- (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

29. ACCOUNTS

- (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

30. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- (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
- (2) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities
- (3) Any notice to be given to or by any person pursuant to the articles
 - (a) must be in writing, or
 - (b) must be given using electronic communications
- (4) The Charity may give any notice to a member either
 - (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

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- (1) 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
- (2) 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
- (3) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- (4) 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
- (5) 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

32. INDEMNITY

The Charity shall indemnify every trustee or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Trustee or in which the Trustee is acquitted or in connection with any application in which relief is granted to the Trustee by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity

33. RULES

- (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

Signatures, Names and Addresses of Subscribers

Brittan B BRITTON 24 FERRIER RD SE23 2HN
Z. H. P. P. P. ZIA PIRZADA 48 UNDERSHAW RD, BRAMLEY BR1 5EX
J. P. P. JOHN PASCHOLD 39 COLFE RD, LONDON SE23 2RS
L. T. U. LARRY TEBU 93 LEYBRIDGE COURT, ELTHAM RD, SE12 8TQ
S. B. SOLOMON BROWN 196 PERRY RISE, LONDON SE23 2RT
A. H. A. ABDUL HAYEE
P. B. PETER BERNIER 32 GELLATLY ROAD TELEGRAPH HILL
 NEW CROSS LONDON SE14 5TT

Dated.

10 | 4 | 06

Witness to the above Signatures:

C. M.

Name

CAROL MEN

Address

42 HOLEMBY RD
 LONDON
 SE4 2DA

Occupation

Manager

A witness must be someone who is not related to any of the signatories but who is acquainted with them. The witness must be over 18.