## MEMORANDUM AND ARTICLES OF ASSOCIATION FOR

### A CHARITABLE COMPANY

Memorandum of Association of The Community of Interbeing UK

- 1. Name: The Company's name is The Community of Interbeing UK, which throughout this document is called "The Charity".
- Registered Office The Charity's registered office will be in England or Wales.
- Objects 3.

The Charity's objects are as follows;

- (i) To advance, support and encourage the study and practice of Buddhism and mindful living in accordance with the teachings of meditation master Thich Nhat Hanh, in the United Kingdom and overseas, in keeping with the five Buddhist Mindfulness Trainings and the Fourteen Mindfulness Trainings of the Order of Interbeing (Tiep Hien);
- (ii) To assist and encourage the formation and activities of regional and local groups having this common purpose.

Powers

- 4. In order to achieve the Objects set out at Clause 3 above, but not for any other purposes, the Charity may do the following:
  - (a) arrange and provide for or join in arranging or providing for the holding of exhibitions, meetings, lectures, classes and other training events together with other services to promote the Objects;
  - (b)write or cause to be written, and print, publish, issue and circulate, whether in the form of the printed written word, on tape or computer or in any other appropriate format, free of charge or for payment any reports or periodicals, books, pamphlets or leaflets, or other documents;
  - (c) to establish, equip and maintain a library to collect compile print publish and disseminate information
  - (d)establish, equip and manage Buddhist centres, or centres for the practice of mindfulness and to provide for the support of such centres.
  - (g)to borrow and raise money to further the objects of the Charity in such a way and on such security as the Charity may think fit;
  - (h)to raise funds and to invite and receive contributions to further the objects of the Charity, provided that the Charity shall not undertake any substantial permanent

trading activity and shall conform to any relevant statutory regulations.

- (i) to invest whatever money the Charity does not require immediately to further its objects in or upon whatever investments, securities and property the Trustees consider appropriate, subject nevertheless to any conditions and consents required or imposed by the law;
- (j) to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any building or erections which the Charity may think necessary for the promotion of its objects;
- (k)to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity with a view to the furtherance of its object;
- (1) subject to clause 4 of this document to employ and pay such staff and other persons as are necessary for the furtherance of the objects of the Charity;
- (n)to establish or support any charitable trusts, associations or institutions and give financial help to any charitable organisation or organisations to promote the Objects;
- (o)to subscribe to, become a member or, or amalgamate or co-operate with any other charitable organisation, institution, Charity or association which has similar objects to those of the Charity;
- (p) to do all such other things as are lawful and as should further the Objects of the Charity.
- 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. Save as provided below, no Trustee shall be appointed to any office of 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;
  - (a) of reasonable and proper payment for any service rendered to the Charity by any member, officer or servant of the Charity who is not a member of the The Trustees;
  - (b) of interest on money lent by any member or Trustee of the Charity 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 The Trustees;
  - (c) of fees, payment or the benefit in money or money's worth to any Charity of which a member of the The Trustees may also be a member holding not more than 1/100th part of the issued capital of that Charity;
  - (d)of reasonable and proper rent for premises demised or let by any member of the Charity or its The Trustees;
  - (e) to Trustees of reasonable out-of-pocket expenses.

- 6. The liability of the members is limited.
- 7. Every member of the Charity agrees to contribute whatever is required, not exceeding £10, to the Charity's assets if the Charity is wound up either while that person is a member; or within one year after that person has ceased to be a member for payment of the Charity's debts and liabilities which the Charity contracted to pay before the person ceased to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights the contributories agree among themselves.
- 8. the Charity is wound up or dissolved and after all its debts and liabilities have been paid there remains any property it 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 set out in clause 3 above, the constitutions of which Charity or charities prevent the distribution of the income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, 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 project.

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

Signatures, Names and Addresses of Subscribers

| Signature | Name |
|-----------|------|
| Address   |      |
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| Signature | Name |
| Address   |      |
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| 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 The Community of Interbeing UK

NB Paragragh 49 was amended 24. March 2007. Amended wording incorporated below.

# 1. **Interpretation** In these articles :

- "the Act" means the Companies Act 1985 and 1989 including any statutory modification or re-enactment of that Act for the time being in force;
- " the Charity" means The Community of Interbeing UK, which is the company intended to be regulated by these articles;

"the Articles" means these Articles of Association of the Charity;

"Facilitator" means a person appointed to be a facilitator in accordance with Article 29

"the Trustees" means the members of the Committee of Trustees who are also the Board of Directors of the Company (and "Trustee" has a corresponding meaning );

"executed" includes any method of execution, including signing and sealing;

"the Memorandum" means the Memorandum of Association of the Charity;

"office" means the registered office of the Charity;

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

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

any words importing the masculine gender only shall include the feminine gender;

any reference to any act, statutory instrument or other piece of legislation shall include any modification or re enactment of that statute;

## Members

- 2. The members of the Charity shall be the subscribers to the Memorandum and Articles of Association and such other persons as support the objects of the Charity and whose application for membership is accepted by the Trustees, as required by Article 3.. In the event that an application is refused by the Trustees, the person applying for membership shall be entitled to make representation to the Trustees, accompanied by a friend before a final decision is made.
- 3. Unless the members of the Trustees or the Charity in General Meeting use their powers in Article 58 to make an alternative rule, the Trustees has absolute discretion to allow any member of the Charity to resign, provided that the number of members is not reduced to 3 or less by a member resigning.
  - A member shall cease to be a member if he or she carries out such actions or activities as contravenes the aims and objectives of the organisation or brings the Charity into disrepute, in the opinion of the Trustees.

In the event of the Trustees considering the expulsion of a member, he or she shall be informed and invited to make representations to the Trustees, accompanied by a friend before a final decision is made.

# **General Meetings**

- 4. The Charity shall hold an Annual General Meeting each year in addition to any other meetings in that year and the notices calling an Annual General Meeting shall state that the meeting to which they relate is an Annual General Meeting. Not more than fifteen months shall pass between any two Annual General Meetings of the Charity. So long as the Charity holds its first Annual General Meeting within eighteen months of incorporation as a Charity limited by guarantee it need not hold an Annual General Meeting in the first year of its incorporation or in the following year. The Trustees shall decide when and where an Annual General Meeting shall take place.
- 5. All General Meetings called for the purpose of discussing business matters of the Charity and which are not Annual General Meetings shall be called Extraordinary General Meetings. The s may call general meetings. In addition, if 75% of the members of the Charity request that a general meeting is called, the Trustees shall take immediate steps to convene a General Meeting for a date not later than eight weeks after they have received the request. If there are not within the United Kingdom sufficient Trustees to call a General Meeting, any Trustee or any member of the Charity may call a General Meeting.

## Notice of General Meetings

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- 6. Twenty-one clear days notice will be given of any meeting, whether an Annual General Meeting or a General Meeting, called with the intention of passing a special resolution appointing a person as a Trustee. Fourteen clear days' notice will be given of all other general meetings but a general meeting may be called by shorter notice if it is so agreed :
  - (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
  - (b) in the case of any other meeting by a majority of those members entitled to attend and vote,
  - The notice shall be in writing and shall state the date, time and place of the meeting and the general nature of the business to be transacted. Where the meeting is an Annual General Meeting, the notice shall state that it is the Charity's Annual General Meeting.
  - It is open to the Trustees to invite such additional persons as it wishes to attend meetings, but no person or organisation that is not a member of the Charity shall be entitled to vote
- 8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **Proceedings at General Meetings**

- 9. The following business shall be dealt with at each Annual General Meeting of the Charity;
  - (a) <u>the consideration of the accounts and balance sheets;</u>

- (b) the reports of the Trustees and auditors;
  - (c) the appointment of and the fixing of the payment of the auditors;
  - (d) the election of Trustees.
- (e) <u>appointment of Honorary Officers;</u>
- 10. No business shall be transacted at either an Annual General Meeting or a General Meeting unless a quorum is present . A quorum means 10 people or one tenth of the members, whichever is the lesser, who are entitled to attend and consider the business to be transacted at a meeting. If a quorum is not present within half an hour from the time at which the meeting is due to start or if during a meeting a quorum ceases to be present, the meeting shall; if called at the request of members, be dissolved; or if called by any other means be adjourned to the same day in the next week at the same time and place or to whatever date, time and place the Trustees decides. In the event that an adjourned meeting is not quorate, the officers or the Trustees present shall make such decision as needs to be made and their decision will be ratified by the next Trustees meeting.

# **Chair of Meetings**

- 11. <u>One or both of the two Facilitators</u> appointed by the Trustees under Article 44, shall preside as Chair of every General Meeting of the Charity. If there are no Facilitators or the Facilitators are not willing to act or if at least one of the Facilitators is not present within fifteen minutes after the time at which the meeting is due to start, the Trustees present shall elect one of their number to be Chair. If there is only one Trustee present and willing to act she or he shall be Chair. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time at which the meeting was due to start, the members present and entitled to vote shall choose one of their number to be chair of the meeting.
- 12. The Chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if requested to do so by the meeting), adjourn the meeting to whatever time and place, they consider appropriate, provided that where a meeting is adjourned for 14 days or more, all persons entitled to attend the adjourned meeting shall receive at least seven days notice of the adjourned meeting.

## **Voting Provisions**

- 13. A resolution which is put to the vote of either an Annual General Meeting or an Extraordinary General Meeting shall be decided by a show of hands, unless before, or on the declaration of the result of, the show of members' hands, a poll is demanded in the way set out below. Subject to the provisions of the Act, a poll may be demanded by:
  - (a) the Chair of the meeting; or

(b)at least three members having the right to vote at the meeting and being present, or

(c) one tenth of the members entitled to vote at the meeting and present in person.

14. Unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has on the show of hands 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.

- 15. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chair of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of voting cards declared before the demand for the poll was made.
- 16. A poll shall be taken as the Chair of the meeting directs. The Chair may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 17. Where the votes are equal in favour of and against the resolution, whether on a show of hands or on a poll, the Chair shall be entitled to a second vote in addition to any other vote she or he might have.
- 18. A poll demanded on the election of a Chair or on a question of an adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately; or when and where the Chair directs, not being 30 days after the poll is demanded.
- 19. The demand for a poll shall not prevent that part of the meeting to which the poll does not relate continuing. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 20. Every member shall have one vote except that the Facilitators or the Chair may have a second vote in the circumstances set out in Article 17.
- 21. No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meeting at which the vote objected to is to be made, and every vote not disallowed at the meeting shall be valid. Any objection made at the meeting shall be referred to the Chair, whose decision shall be final\_and conclusive.

## The Committee of Trustees

- 22. The Committee of Trustees shall consist of a minimum of 3 Trustees, but (unless otherwise determined by a general meeting) shall not be subject to any maximum
- 23. The first Trustees shall be those persons named in the statement pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future Trustees shall be appointed as provided subsequently in the Articles.
- 24. No person shall be a Trustee of the Charity unless he is also a member of the Charity. Only Members who have formally taken the Five Wonderful Precepts of the Order of Interbeing shall be eligible to be appointed as a Trustee.
- 25. Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Charity or any sub committee or General Meetings of the Charity or in connection with the business of the Charity. Such payments are subject to the discretion of the Trustees and the Trustees decision on whether to make such payments is final.

### **Powers and Duties of the Trustees**

- 26. The Trustees shall manage the Charity, subject to: the provisions of the Act; the Memorandum of Association; the Articles of Association, and any directions given by the members of the Charity passing a special resolution at a General Meeting
- 27. No alterations to the Memorandum and Articles of Association and no direction given by the members passing a special resolution above shall make any act done by the members of the Trustees before the alteration was made or the direction given, invalid.
- 28. If these Articles of Association give the Trustees special powers, those special powers shall not override the powers given to the Trustees in these Articles. A meeting of the Trustees at which a quorum is present may exercise all the powers held by the Trustees. <u>A quorum shall constitute four members of the Trustees.</u>
- 29. In addition to all powers expressly given to the Trustees by these Articles of Association and without reducing their general powers under these Articles the Trustees shall have the following powers:
  - (a) to pay all expenses incurred in promoting and registering the Charity;
  - (b)to spend the funds of the Charity in such a way as they consider most beneficial provided that all expenditure is for the purpose of achieving the Charity's objects;
  - (c) to borrow money, and to mortgage or charge its undertaking and property, or any part of it, whether outright or as security for any debt, liability or obligation of the Charity
  - (d)to invest in the name of the Charity whatever part of the Charity's funds they consider appropriate and to direct the sale or transfer of any of the Charity's investments and to spend the proceeds of any sale of the Charity's investments to promote the objects of the Charity;
  - (e) to enter into contracts on behalf of the Charity and any such contract shall be signed by at least two members of the Trustees.
  - (f) to elect an Honorary Patron, an Honorary President, Co-Facilitators, a Treasurer and a Secretary of the Charity, and may delegate to such persons such powers and authority and such duties as the Trustees shall think fit.

### **Appointment And Retirement Of Trustees**

- 30 The initial Trustees of the Charity shall be appointed in accordance with Article 23.
- 31.. At the first Annual General Meeting all the Trustees shall retire from office and at every subsequent Annual General Meeting one third of the Trustees who are subject to retirement by rotation, or if their number is not three or a multiple of three the number nearest to one third, shall retire from office but if there is only one Trustee who is subject to retirement by rotation he or she shall retire;
- 32. Subject to the provisions of the Act, the Trustees, to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;

- 33. If the Charity at the meeting at which the Trustee retires by rotation does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the appointment of the Trustee is put to the meeting and lost;
- 34. If a Trustee retires or ceases to be a Trustee for any of the reasons set out in Article 36 the members of the Charity may elect another person to fill the vacated position on the Trustees.
- 35. No person shall be appointed as a Trustee of the Charity unless he is either: nominated by the Trustees; or a voting member of the Charity has left at the registered office of the Charity, not less than three nor more than twenty-one days before the date appointed for the meeting, a notice in writing signed by the voting member of his intention to propose such person for election, and a notice in writing signed by that person of his willingness to act
- 36 Not less than seven nor more than twenty-eight clear days before the date of a general meeting is to be held notice shall be given to everyone entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is nominated for appointment as a Trustee; or The notice shall give the particulars of that person which is required to be included in the Charity's register of Trustees
- 37. The Trustees shall have the power to appoint any person to be an additional member of the Trustees at any time to fill a vacancy. Any member of the Trustees so appointed under this article 37 shall hold office only until the next following Annual General Meeting. She or he shall be eligible for election by the members at that Annual General Meeting.

### **Disqualification and Removal of Trustees**

- 38. A Trustee shall cease to hold office if she or he:
  - (a) ceases to be Trustee because of any provision in the Act, or is disqualified from acing as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
  - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs.
  - (c) resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect0; or
  - (d) is absent without the permission of the Trustees for three consecutive Trustees meetings and the Trustees resolve that his or her office be vacated;
  - (e) acts in such a way as to bring the Charity into disrepute or in a way which in the opinion of the Trustees is against the best interests of the Charity;
  - In the event that a Trustee shall be asked to resign, such decision shall be made by unanimous decision of the remaining members of the Trustees. The Trustees shall delegate one of its officers to communicate its decision in writing to the said Trustee.

### 42 **Trustees' Interests**

39. Subject to the provisions of the Act and to clause 5 of the Memorandum, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration, or be interested except as a Trustee in any other contract to which the Charity is a party.

### **Proceedings of Trustees**

- 40. Subject to the provisions of these Articles, the Trustees may conduct its activities as it considers appropriate. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom.
- 41. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 42. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than three.
- 43. The Trustees may act even if there are vacancies on the Trustees. If the number of Trustees members is less than three, the continuing Trustees may act only for the purpose of filling vacancies or of calling a general meeting.
- 44. The Trustees may appoint one or two Trustees to be Facilitators to chair their meetings, and may at any time remove them from that office. Unless unable or unwilling to do so, the Facilitators shall ensure that one of them shall preside at every meeting of the Trustees.
  - If there is no Facilitator present, or none is not present within five minutes after the time at which the meeting was due to start the Trustees present may appoint one of their number to chair the meeting.
- 45. The Trustees may appoint sub committees, consisting of two or more Trustees to perform or supervise any function of the Charity. All acts and proceedings of any sub-committees shall be fully and promptly reported to the Trustees and shall be subject to any rules and regulations made by the Trustees.
- 46. A sub committee shall have power to spend such money on behalf of the Charity as the Trustees shall decide from time to time.
- 47 All acts done by a meeting of Trustees or a committee of Trustees, shall even though it is discovered after the meeting that there was a defect in the appointment of any Trustee 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 such person had been correctly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 48 A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of sub committee meeting shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a sub committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

### **Bank Accounts**

- 49. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall clearly state the name of the Charity.
  - All cheques and orders for the payment of money from any bank account of the Charity shall be signed by at least two Trustees, or one Trustee <u>and</u> one named Officer of the Charity.
  - This provision shall apply to sums over £200 (two hundred pounds), but for sums of £200 or less, any cheques and orders for payment from any bank account of the Charity may be signed by two persons who are Trustees <u>or</u> named Officers of the Charity.

### Secretary and other office holders

50. The Secretary shall be appointed at whatever remuneration (if the secretary is not a Trustee) and upon whatever other conditions the Trustees considers appropriate.

### 51. Minutes

The Trustees shall keep minutes in minutes books kept for the purpose; of all appointments of officers made by the Trustees; and of all proceedings at meetings of the Charity and of the Trustees and of committees of Trustees, including the names of Trustees present at each such meeting.

#### The Seal

52. The Trustees shall make sure that the Charity seal, if the Charity owns such a seal, is kept in a safe place. The seal shall only be used by the authority of the Trustees, who may decide who shall sign any document to which the seal is affixed and unless they decide otherwise it shall be signed by a Trustee and either the Secretary or a second Trustee.

### Accounts

- 53. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.
  - The accounting records shall be kept at the registered office of the Charity or, subject to Sections 12(6) and (7) of the Companies Act 1976, at such other place or places as the Trustees thinks appropriate. The accounting records shall always be open to the inspection of the members of the Charity.

### **Annual Report**

54. The Trustees shall comply with their obligations under the Charities Act 1992 with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

### **Annual Return**

55. The Trustees shall comply with their obligations under the Charities Act 1992 with regard to the preparation of an Annual Return and its transmission to the Charity Commissioners.

## Notices

- 59. Any notice to be given to or by any person pursuant to these Articles shall be in writing, except that a notice calling a meeting of the Trustees need not be in writing.
- 60. The Charity may give notice to any member either personally 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 has given the Charity an address within the united kingdom shall be entitled to have notices given to him at that address, but is not entitled to have notices will be sent to any address outside the United Kingdom. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence e that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
- 61. 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.

### 62 Indemnity

Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour in which he is acquitted or in connection with any application in which relief granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

#### Rules

- 63. The Trustees may make such rules or bye laws as they consider necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate :
  - (a) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated 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 servants;
  - c) the setting aside of the whole or any part or parts of the Charity's premises at particular time or times or for any particular purpose or purposes;
  - (d)the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;
  - (e) generally, all such matters as are commonly the subject matter of Charity rules.
- 64. The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt whatever methods they consider appropriate to bring to

the notice of 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 byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

### Signatures, Names and Addresses of Subscribers

John Richard Newson 32 Alder Road, Birmingham B12 8BS Ann Shirley Irving The Old Stables, 44 Main St, Sudborough, Northants NN14 3BX Mary Allison Fraser 27 Trevor Road, West Bridgford, Notttingham Clive William Martin 105 Heeley Road, Birmingham B29 6EJ Jonathan Fine 203 Coldham's Lane, Cambrideg CB1 3HY Jane Coatesworth 1 Dingle Dell, Sawston Road, Stapleford, Cambridge CB2 5DY

Dated: 23<sup>rd</sup> Nov. 2002 Witness to the above Signatures:.....

Name: Ramsay O Amin

Address: 18 Andrew Reed House, Linstead Way, London SW18 5QD Occupation; Translator