

THE COMPANIES ACT 1985 AND 1989

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

MEMORANDUM OF ASSOCIATION

- of -

EMIH LIMITED

FRIDAY



Name

1. The name of the Company ("the Company") is EMIH LIMITED.

Registered Office

2. The Registered Office of the Company is situate in England.

3513218

Main Objects

- *3. The objects ("the Main Objects") for which the Company is established are to advance the education and cultural welfare of the inhabitants of Kingston Upon Hull ("the City") in particular and the community at large and to promote the conservation of marine organisms by establishing in the City an aquarium/museum and an international centre of excellence for education learning and research into and first hand experience of the marine environment.

Powers

4. In furtherance of the Main Objects (but not otherwise) the Company (subject to such consents as may be required by law and provided that the exercise of such powers does not cause the Company to engage in any permanent trading activity) shall have the following powers:-
 - 4.1 To erect, construct, demolish and thereafter alter and maintain buildings, works, ways, or any other facilities necessary for the promotion of the Main Objects and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - 4.2 To apply for and accept grants, to make appeals for money, to solicit subscriptions donations and other contributions to the funds of the Company and to accept any gifts of real or personal property including

* Amended by Special Resolution dated 22 February 2002

those grants or gifts subject to any trust and/or conditions compatible with the Main Objects of the Company and to undertake to deal with or invest the same in such manner as allowed by law having regard to such Trusts and/or conditions.

- 4.3 To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, or property of any kind.
- 4.4 To apply monies in insuring any buildings to their full value.
- 4.5 To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, mortgage, grant easements, licences and other rights in or over, and in any manner deal with or dispose of the undertakings and any or all of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- 4.6 To obtain, acquire and purchase permits, licences or trade marks and other intellectual property rights upon such terms and conditions as it may think fit.
- 4.7 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- 4.8 Subject to clause 6 below, to employ such staff, who shall not be directors of the Company (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Main Objects and to make all reasonable necessary provision for the payment of pensions and superannuation to staff and their dependants.
- 4.9 To hold, assist or promote conferences, exhibitions, meetings, lectures, classes, seminars, workshops and courses either alone or with others.
- 4.10 To make, publish, supply, sell or deal in books, periodicals, computer software and code, audio film and video recordings, and other publications in any medium or any other educational or training materials.

- 4.11 To assist, promote and encourage the development of the work of The University of Hull's Humber Observatory and other academic institutions engaged in maritime and related environmental research.
- 4.12 To develop or assist in the development of vocational research and training.
- 4.13 To collaborate with other institutions.
- 4.14 To provide, operate, maintain and promote facilities for the education and information of members of the public.
- 4.15 To establish or promote or concur in establishing or promoting any company, firm, co-operative or other organisation the promotion of which shall in any manner be calculated to advance directly or indirectly the Main Objects and to acquire and hold or dispose of shares, stock, securities or property issued by such organisation
- 4.16 To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on.
- 4.17 To borrow or raise money in any manner, and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the company, and in particular by the issue of debentures and loan stock secured on all or any of the company's property (both present and future); and to purchase, redeem or pay off such securities.
- 4.18 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, cheques and other negotiable instruments.
- 4.19 To invest and deal with the monies of the Company not immediately required for the purposes of the Main Objects in or upon such investments or securities and in such manner as may from time to time be determined by the Company which shall include investment in shares or other stock in subsidiaries as may be required for the promotion of the Main Objects.
- 4.20 Subject to Clause 6 to lend money, to give grants, to provide guarantees or otherwise render financial assistance by any means whatsoever to any company, enterprise or undertaking, statutory body, educational or research institution or any other person or persons or body of persons, either with or without taking security or remuneration for any money so lent or assistance rendered.

- 4.21 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Main Objects or similar charitable purposes and to exchange information and advice with them.
- 4.22 To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration the Company.
- 4.23 To buy and sell food and drink and consumable goods of all kinds and other merchandise.
- 4.24 To do all things necessary to allow public viewing and enjoyment of the Company property.
- 4.25 Whenever deemed appropriate to employ professional advisers to advise on any aspect of the Company's objects and powers.
- 4.26 To procure the preparation of true and audited accounts.
- 4.27 To pay premiums and excesses on a policy or policies of insurance to indemnify the trustees (or any of them) against any personal liability arising from acts or omissions other than an act or omission which the trustees or trustee concerned knows to be a breach of trust or breach of duty or are to which the trustees or trustee concerned was reckless whether it was or was not a breach of trust or a breach of duty.
- 4.28 To do all such other lawful things as are necessary for the achievement of the Main Objects.

Interest Rate

5. The rate of interest on money borrowed, except by way of loan, overdraft or mortgage from a Bank, Building Society, Local Authority or established Finance house shall not exceed 10 per cent per annum or 5 per cent above the base lending rate of the bank with which the company does business, whichever is the higher.

No Distribution to Members

6. The income and property of the Company shall be applied solely towards the promotion of the Main 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 Company and no trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company: Provided that nothing in this document shall prevent any payment in good faith by the Company:

- (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by

any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion.

- (2) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a trustee.
- (3) of interest on money lent by any member of the Company or trustee 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 trustees.
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company.
- (5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee.
- (6) to any trustee of reasonable out-of-pocket expenses.
- (7) of reasonable and proper consideration to any Trustee or party connected to a Trustee under any contract or agreement to purchase, take on, lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privilege, concessions, licenses or property of any kind PROVIDED THAT where required by law the prior consent of the Charity Commission is obtained or where the prior consent of the Charity Commission is not required by law such Trustee or such Trustee to whom the selling party is connected shall be absent from the part of any meeting at which there is deliberation and discussion as to whether or not the Company will enter into any such contract or agreement and at no time shall a majority of the Trustees be interested in any such contracts or agreements to which the Company is a party under this Clause 6 (7) at any one time.

- (8) of interest on money lent by any party connected to a Trustee at a reasonable and proper rate per annum PROVIDED such Trustee to whom the lending party is connected shall be absent from any part of any meeting at which there is deliberation and a decision made as to whether or not the Company will enter into any contract or agreement for such loan and that the provisions of section 38 of the Charities Act are complied with.

Limited Liability

7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while s/he or it is a member or within one year after s/he or it ceases to be a member for payment of the debts and liabilities of the Company contracted before s/he or it ceased to be a member, and of the costs, charges or expenses of winding up and for the adjustments of the rights of the contributories amongst themselves, such amount as may be required not exceeding one pound.

Winding Up

9. In the event of the winding up or dissolution of the Company, after the satisfaction of all its debts and liabilities, any assets remaining shall not be paid to or distributed amongst the members but shall be transferred in the furtherance of the Main Objects to some other charitable institution or institutions (which shall prohibit the distribution of its or their income and property amongst its or their members) having objects similar to or compatible with the Main Objects as may be determined by a General Meeting or, insofar as the assets are not transferred, shall be held for charitable purposes. This clause 9 may not be changed under any circumstances and Section 17 of the Companies Act 1985 shall not apply.

Alteration of Clauses

10. Clauses in the Memorandum of Association except for clause 1 above shall only be altered by a Special Resolution which is hereby defined as one passed by a majority of not less than three-fourths of the members voting in person at a General Meeting of which not less than twenty-one clear days notice has been given specifying the purpose for which the meeting has been called. No addition, alteration, or amendment shall be made to or in the provisions of the

Memorandum or Articles of Association for the time being in force, which would have the effect that the Company shall cease to be a company to which Section 30 of the Companies Act 1985 applies or shall cease to be a charity in law.

Interpretation

11. The clause headings are intended to assist reference to this document but not to affect its meaning.

We, the several persons whose names, addresses, signatures and descriptions are below subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

FIRST SUBSCRIBER

Name: **LEAH McCANN**
Address: Wilberforce Court
 High Street
 Kingston Upon Hull

SECOND SUBSCRIBER

Name: **ADRIAN JOHN WEST**
Address: Wilberforce Court
 High Street
 Kingston upon Hull

WITNESS TO THE ABOVE SIGNATURES

Name: **ANDREW JAMES BLACK**
Address: Wilberforce Court
 High Street
 Hull HU1 1YJ

ARTICLES OF ASSOCIATION

- of -

EMIH LIMITED

Date of Incorporation: 13th February, 1998

Registered Number: 3513218

THE COMPANIES ACTS 1985 AND 1989

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

ARTICLES OF ASSOCIATION

- of -

EMIH LIMITED

Interpretation

1. In these articles:

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|-------------------------------------|---|
| “the Charity” | means the Company intended to be regulated by these articles; |
| “the Act” | means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force; |
| “the articles” | means these Articles of Association of the Charity; |
| “associated with a Local Authority” | means a person who falls within the meaning of sub-section 69(5) of the Local Government and Housing Act 1989 |
| “clear days” | in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect; |
| “executed” | includes any mode of execution; |
| “the memorandum” | means the Memorandum of Association of the Charity; |

“a Local Authority”	means a Local Authority as defined by Section 67(3) of the Local Government and Housing Act 1989;
“office”	means the Registered Office of the Charity;
“the seal”	means the common seal of the Charity if it has one;
“secretary”	means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including the joint, assistant or deputy secretary;
“the trustees”	means the directors of the Charity, (and “trustees” has a corresponding meaning);
“the United Kingdom”	means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender;
“the University”	means the University of Hull or any successor organisation;
“the City Council”	means Kingston upon Hull City Council or its successor as local authority for the time being;

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

Members

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with these articles shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees but so that at no time shall one fifth or more of the members be persons associated with a Local Authority.
- (2) Unless the trustees or the Charity in general meeting shall make other provision under Article 58, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than six for so long as the City Council is a member.

- (3) A member shall immediately cease to be a member if after his acceptance as a member of the Charity he becomes a person associated with a Local Authority and as a result one fifth or more of the members are persons associated with a Local Authority.

General Meetings

3. The Charity shall hold an annual general meeting each year 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 fifteen months shall lapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or member of the Charity may call a general meeting.

Notice of General Meetings

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote.

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 annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors and shall be given personally or sent by post to each member at the address recorded in the Register of Members.

6. 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

7. (a) No business shall be transacted at any meeting unless a quorum is present. Two persons shall constitute a quorum or such greater number as the trustees shall agree from time to time by ordinary resolution.

(b) Notwithstanding anything else in these articles, if at any meeting the members present at the meeting associated with a Local Authority would be entitled to exercise more than 19 per cent of the votes which could be exercised at such meeting the members present at such meeting who are not associated with a local Authority shall each be entitled to the exercise of additional votes (in identical amounts) until the aggregate per cent of the votes such members (who are not associated with a Local Authority) are entitled to exercise amounts to not less than 81 per cent of the total votes which may be exercised.
8. 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 such time and place as the trustees may determine.
9. The Chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as Chairman of the meeting, but if neither the Chairman nor such other trustee (if any) be present within fifteen 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 and, if there is only one trustee present and willing to act, he shall be Chairman.
10. If no trustee is willing to act as Chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairman.
11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
12. The Chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen 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.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless a secret ballot is duly demanded before, or on the declaration of the result of the show of hands. Subject to the provisions of the Act, a secret

ballot may be demanded by at least two members having the right to vote at the meeting.

14. Unless a secret ballot is duly demanded a declaration by the Chairman 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 the 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 the favour of or against the resolution.
15. The demand for a secret ballot may be withdrawn, before the secret ballot is taken, but only with the consent of the Chairman. The withdrawal of a demand for a secret ballot shall not invalidate the result of a show of hands declared before the demand for the secret ballot was made.
16. A secret ballot shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the secret ballot. The result of secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a secret ballot, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
18. A vote demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A vote demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than thirty days after the vote is demanded. The demand for a vote shall not prevent continuance of a meeting for the transaction of any business other than the question on which the vote is demanded. If a vote 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.
19. No notice need be given of a vote not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the vote is to be taken.
 - 19(a) A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form and executed by or on behalf of one or more members.

Votes of Members

20. Subject to Article 17, every member shall have one vote.

21. No member shall be entitled to vote at any general meeting unless all monies then payable by him to the Charity have been paid.
22. 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 tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
23. A vote given or secret ballot demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a secret ballot unless notice of the determination was received by the Charity before the commencement of meeting or adjourned meeting at which the vote is given or the secret ballot demanded or (in the case of a secret ballot taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the secret ballot.
24. Any organisation which is a member of the Charity may authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

Trustees

25. The number of trustees shall be not less than six but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. Persons associated with a Local Authority shall comprise less than one-fifth of the trustees.
26. The first trustees shall be those persons named in the statement delivered pursuant to Section 10 (2) of the Act, who shall be deemed to have been appointed under the Articles and shall hold office until the first annual general meeting of the Charity. Future trustees shall be appointed as provided subsequently in the Articles.
27. (a) If at any time the number of trustees falls to a number which means that persons associated with a Local Authority account for 20 per cent or more of the trustees, the trustees shall immediately exercise their powers of co-option and/or arrange for all vacancies to be filled until the proportion is reduced below 20 per cent. While the proportion is 20 per cent or more, the Charity shall not exercise any of its powers to borrow or lend money, incur capital expenditure or make or receive grants.

(b) Notwithstanding anything else in these articles, if at any meeting the trustees present at the meeting associated with a Local Authority would

be entitled to exercise more than 19 per cent of the votes which could be exercised at such meeting the trustees present at such meeting who are not associated with a local Authority shall each be entitled to the exercise of additional votes (in identical amounts) until the aggregate per cent of the votes such trustees (who are not associated with a Local Authority) are entitled to exercise amounts to not less than 81 per cent of the total votes which may be exercised.

28. (a) The City Council shall while it is a member of the Charity be entitled to nominate one officer for the time being of the City Council to attend as an observer at any meeting of the trustees
- (b) The University shall while it is a member of the Charity be entitled to nominate an official of the University to attend as an observer at any meeting of the trustees

Powers of Trustees

29. Subject to the provisions of the Act, the memorandum and articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which 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 trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees. Where a trustee in any way either directly or indirectly is interested in a contract arrangement or transaction or a proposed contract arrangement or transaction they shall declare the nature of such interest at a meeting of trustees in accordance with section 199 of the Act. Such a trustee shall not vote on any such matter under discussion but may remain during the discussion of such matter and shall be counted as part of the quorum present at such meeting
30. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
 - (1) to expend the funds of the Charity in such a manner as they shall consider most beneficial for the achievement of the Main Objects and to invest in the name of Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Main Objects of the Charity;
 - (2) to enter into contracts on behalf of the Charity.

Appointment and Retirement of Trustees

31. No person may be appointed as trustee:
- (1) unless he has attained the age of eighteen years; or
 - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 36.
32. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.
33. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.
34. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee. A trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed at such an annual general meeting, he shall vacate office at the conclusion thereof.
35. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and Removal of Trustees

36. 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 1993 (or any statutory re-enactment or modification of that provision);
 - (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 Charity (but only if at least six trustees will remain in office when the notice of resignation is to take effect); or

- (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.
- (5) becomes a person associated with a local authority and thereby one fifth or more of the trustees are persons associated with a Local Authority.

Trustees' Expenses

37. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings with trustees or committees of trustees or general meetings otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees Appointments

38. Subject to the provisions of the Act and clause 6 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
39. Except to the extent permitted by clause 6 of the memorandum, no trustees shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as trustee in any other contract to which the Charity is a party.

Proceedings of Trustees

40. Subject to the provisions of the Articles, the trustees may regulate their proceedings as they think fit. 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. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall not have a second or casting vote.
41. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than three of their number.
42. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the minimum under Article 25 of these Articles, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

43. The trustees may appoint one of their number to be the Chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of the trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be Chairman of the meeting.
44. All acts done by a meeting of trustees, shall, notwithstanding that it be afterwards discovered 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 duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
45. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees, shall be as valid and effective as if it had been passed at a meeting 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.
46. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by least two trustees.

Secretary

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

Minutes

48. The trustees shall keep minutes in books kept for the purpose:
 - (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the Charity and of the trustees including the names of the trustees present at each such meeting.

The Seal

49. The seal shall only be used by the authority of the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Accounts

50. Accounts shall be prepared in accordance with the provisions of part VII of the Act.

Annual Report

51. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

52. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

53. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that the notice calling a meeting of the trustees need not be in writing.
54. The Charity may give any notice to a member either personally or by sending it by post in a pre-paid 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 Charity.
55. 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.
56. 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 to be given at the expiration of forty eight hours after the envelope containing it was posted.

Indemnity and Insurance

57. (1) 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 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 from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

- (2) The Trustees shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time trustees, officers or employees of the Charity, or of any other company which is its holding company or in which the Charity or such holding company or any of the predecessors of the Charity or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Charity, or of any subsidiary undertaking of the Charity or of any such other company, or who are or were at any time trustees of any pension fund in which employees of the Charity or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Charity or any such other company, subsidiary undertaking or pension fund. For the purposes of this Article "holding company" and "subsidiary undertaking" shall have the same meanings as in the Act.

Rules

58. (1) The trustees may from time to time make such rules or bye laws as they may deem 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:
- (i) 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;
 - (ii) the conduct of members of the Charity in relation to one another, and to the Charity's employees;
 - (iii) 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;

- (iv) the procedure at general meetings and meetings of the trustees and committees of trustees in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Charity in general meetings shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient 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 bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

FIRST SUBSCRIBER

Name: **LEAH McCANN**
Address: Wilberforce Court
High Street
Kingston Upon Hull

SECOND SUBSCRIBER

Name: **ADRIAN JOHN WEST**
Address: Wilberforce Court
High Street
Kingston upon Hull

WITNESS TO THE ABOVE SIGNATURES

Name: **ANDREW JAMES BLACK**
Address: Wilberforce Court
High Street
Hull HU1 1YJ