

**INFORMATION PACK FOR
TRUST COUNCIL MEMBERS**



Memorandum and Articles of Association
The Companies Acts 1985 and 1989 Company
Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION
OF
THE CITY OF WINCHESTER TRUST LIMITED

1. The Company's name is 'THE CITY OF WINCHESTER TRUST LIMITED' (and in this document it is called "the Trust").
2. The Trust's registered office is situated in England.
3. The Trust's objects ("the Objects") are to promote and foster the amenities of the City of Winchester and its surrounding area by seeking to conserve the character of the City by preserving and protecting its buildings, spaces and things and by sponsoring and encouraging rebuilding and redevelopment in accordance with the best architectural standards and the character of the City and surrounding area and for such purposes to acquire, repair, rebuild or sponsor the acquisition, repair or rebuilding of any building, space or thing which is worthy of preservation as being of local, historic or architectural interest; to apply for preservation orders in respect of buildings, trees or otherwise.
4. In furtherance of the Objects but not otherwise the Trust may exercise the following powers:
 - (a) to collect, collate, circularise, and make available information of local interest, and for such purpose to publish or contribute to the publication of papers, books, reports, periodicals, and other publications and to promote, arrange and organise or assist in the promotion, arrangement or organisation of exhibitions, lectures and discussions or subjects connected with the objects of the Trust;
 - (b) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Trust;
 - (c) to raise funds and to invite and receive contributions:
provided that in raising funds the Trust shall conform to any relevant statutory regulations;

(d) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of freehold and leasehold property;

(e) subject to clause 5 below to employ such staff, who shall not be directors of the Trust (hereinafter referred to as "the Trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;

(f) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

(g) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

(h) to pay out of the funds of the Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust;

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

5. The income and property of the Trust 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 Trust, and no Trustee shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust: Provided that nothing in this document shall prevent any payment in good faith by the Trust:

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

(b) of interest on money lent by any member of the Trust 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;

(c) 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;

(d) of reasonable and proper rent for premises demised or let by any member of the Company or a Trustee;

(e) to any Trustee of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Trust's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Trust's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. If the Trust is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Trust by Clause 5 above, chosen by the members of the Trust at or before the time of dissolution and if that cannot be done then to some other charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Trust and of the property, credits and liabilities of the Trust; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by qualified accountants.



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

ARTICLES OF ASSOCIATION OF THE CITY OF WINCHESTER TRUST LIMITED

Interpretation

1. In these Articles:

“the Trust” 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 Trust;

“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 Trust;

“office” means the registered office of the Trust;

“the seal” means the common seal of the Trust;

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

“the Board of Trustees” means the directors of the Trust (and “Trustee” 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.

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. (a) The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 66 shall be members of the Trust. No person shall be admitted a member of the Trust unless his application for membership is approved by the Trustees.

(b) Unless the Trustees or the Trust in general meeting shall make other provision under Article 66, the Trustees may in their absolute discretion permit any member of the Trust to retire, provided that after such retirement the number of members is not less than two.

(c) Only a member of the Trust may be co-opted or elected as a Trustee.

General meetings

3. The Trust shall hold an annual general meeting each calendar 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 elapse between the date of one annual general meeting of the Trust and that of the next: Provided that so long as the Trust 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 Companies Acts, 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 any member of the Trust 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:

(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 in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

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 accountants.

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. **Quorum.** No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

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 to such time and place as the Trustees may determine.

9. The Chairman 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. 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.

12. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Companies Acts, a poll may be demanded:

(a) by the chairman; or

(b) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as demand by a member.

13. Unless a poll 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 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.

14. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

15. A poll 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 poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

17. A poll demanded on a question of adjournment or, in the absence of the Chairman of the Trustees, on the election of a chairman of a meeting shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

18. No notice need be given of a poll 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 poll is to be taken.

Votes of members

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

20. No member shall be entitled to vote at any general meeting unless moneys then payable by him to the Trust have been paid.

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 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.

22. A vote given or poll 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 poll unless notice of the determination was received by the Trust at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

23. Any organisation which is a member of the Trust may by resolution of its managing committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust, 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 Trust.

Proxy Votes

24. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a member organisation may vote on a show of hands. A member organisation may vote by its duly authorised representative as provided by the Companies Acts. A proxy need not be a member.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a member organisation under its common seal, if any, and, if none, then under the hand of some officer duly authorised on that behalf. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

".. |,
of
a member of City of Winchester Trust Limited hereby
appoint,
of,
and failing him,
of,
to vote for me and on my behalf at the Annual or Extraordinary, or Adjourned, as the case may be, General Meeting of the Trust to be held on the day of 20....., and at every adjournment thereof.
As witness my hand this day of 20...."

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

26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Trustees (The Board)

28. The Board of Trustees shall comprise not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

29. The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Companies Act 1985, who shall be deemed to have been appointed under the Articles. Future Trustees shall be appointed as provided subsequently in the Articles.

Power of Trustees

30. Subject to the provisions of the Companies Acts, the Memorandum and the Articles and to any direction given by special resolution, the business of the Trust shall be managed by the Trustees who may exercise all the powers of the Trust. 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.

31. 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:

- (a) to expend the funds of the Trust in such a manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Trust 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 objects of the Trust;

(b) to enter into contracts on behalf of the Trust.

Appointment and retirement of Trustees

32. Subsequent to the first annual general meeting when all the Trustees shall retire from office, 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 shall retire.

33. Subject to the provisions of the Companies Acts, 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 reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

34. If the Trust at the meeting at which a 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 reappointment of the Trustee is put to the meeting and lost.

35. No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting unless:

(a) he is recommended by the Trustees; or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Trust of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Trust's register of Trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

36. No person may be appointed as a Trustee:

(a) unless he has attained the age of 18 years; or

(b) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 43.

37. 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 (other than a Trustee retiring by rotation at the meeting) 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 Trust 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 Trust's register of Trustees.

38. Subject as aforesaid, the Trust 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 and may also determine the rotation in which any additional Trustees are to retire.

39. 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 provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate the office at the conclusion thereof.

40. Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of Trustees

41. A Trustee shall cease to hold office if:

(a) he 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);

(b) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

(c) he resigns his office by notice to the Trust (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);

(d) he 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; or

(e) his removal is demanded by two thirds of the Trustees in office at that time.

Trustees' expenses

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

Trustees' appointments

43. Subject to the provisions of the Companies Acts and to Clause 5 of the Memorandum, the Trustees may appoint one or more of their number to the unremunerated offices of Chairman and Honorary Treasurer or to any other unremunerated executive office under the Trust. 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 Chairman and a Trustee holding any other executive office shall not be subject to retirement by rotation.

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

Proceedings of Trustees

45. 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 of the meeting shall have a second or casting vote.

46. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number or two Trustees, whichever is the greater.

47. The Trustees may act notwithstanding any vacancies in their number, but, 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.

48. In the event of the Chairman of the Trust being absent, 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 Trustees from which the Chairman is absent. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is also not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be the chairman of the meeting.

49. The management of the business of the Trust is conducted through the meetings of the Trustees. The Trustees may appoint one or more sub-committees for the purposes of making any enquiry, or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken by such a sub-committee, provided that all acts and proceedings of any such sub-committee shall be reported to the Trustees. The chairman of each sub-committee shall be a Trustee. In the case of the Finance and Resources Committee the Trustees will normally delegate executive powers to allow the

sub-committee to fulfil its Terms of Reference. The chairman of this sub-committee will normally be the Chairman of Trustees.

50. All acts done by a meeting of Trustees, or of a committee 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.

51. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a 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.

52. Any bank account in which any part of the assets of the Trust is deposited shall be operated by the Trustees and shall indicate the name of the Trust. All cheques and orders for the payment of money from such account shall be signed by at least two Trustees or the Secretary and a Trustee.

Secretary

53. Subject to the provisions of the Companies Acts, the Secretary shall be appointed by the Trustees for such term, 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

54. Minutes shall be kept in books for the purpose:

- (a) of all appointments of officers made by the Trustees; and
- (b) of all proceedings at meetings of the Trust, its committees and sub-committees, including the names of those present at each such meeting.

The Seal

55. The seal shall 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 Secretary or by a second Trustee.

Accounts

56. Accounts shall be prepared in accordance with the provisions of Part VII of the Companies Act.

Annual Report

57. The Trustees shall comply with their obligations under the Charities Act 1992 (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

58. The Trustees shall comply with their obligations under the Charities Act 1992 (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

59. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.

60. The Trust may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Trust 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 Trust.

61. A member present in person at any meeting of the Trust shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

62. 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 48 hours after the envelope containing it was posted.

Indemnity

63. Subject to the provisions of the Companies Acts every Trustee or other officer or accountant of the Trust shall be indemnified out of the assets of the Trust 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 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 Trust.

Rules

64. (a) 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 Trust 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 Trust (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 Trust in relation to one another, and to the Trust's servants;

(iii) The setting aside of the whole or any part or parts of the Trust'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 the 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.

(b) The Trust in general meeting 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 Trust all such rules or bye laws, which shall be binding on all members of the Trust. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

[Revised July 2000]