

**The Companies Act 1985**

**Company Limited By Guarantee And Not Having A Share Capital**

**ARTICLES OF ASSOCIATION**

**of**

**CADASIL Research & Support Trust**

**Incorporated on the 25<sup>th</sup> August 2004**

**Preliminary**

1. The Regulations contained in Table C in the Schedule to the Companies (Table A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Charity and these Articles alone shall constitute the regulations of the Charity.

**Interpretation**

2. In the memorandum of association of the Charity and in these Articles:-
  - 2.1. the following words and expressions have the following meanings unless inconsistent with the context:-

“the Charities Act”	means the Charities Act 1993;
“the Companies Act”	means the Companies Act 1985;
“the Articles”	means the Articles of the Charity;
“Clear Days”	in relation to the period of a notice means that 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;
“Commissioners”	means the Charity Commissioners for England and Wales;

“ Connected Person”	means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a director, any firm (including a limited liability partnership) of which a director is a member or employee, and any company of which a director is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;
“directors”	means the directors from time to time of the Charity all of whom in addition to their duties as directors under the Companies Act and appropriate law shall discharge the obligations of trustees under the Charities Act and any other appropriate law and the word ‘director’ shall be construed accordingly;
“Executed”	includes any mode of execution;
“Office”	means the registered office of the Charity;
“the Seal”	means the common seal of the Charity;
“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;
“Taxable Trading”	means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the objects of the Charity, the profits of which are subject to corporation tax;
“the United Kingdom”	means Great Britain and Northern Ireland;

- 2.2. unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Companies Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity;
- 2.3. references to persons shall, unless the context otherwise provides, include corporations and references to masculine, feminine and neuter shall encompass a reference to any of them and references to the singular shall include the plural and vice versa;
- 2.4. references to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

## Members

3. The subscribers to the Memorandum of Association of the Charity and such other persons as are admitted to membership in accordance with the Articles shall be members of the Charity. No person shall be admitted a member of the Charity unless he is interested in promoting the objects of the Charity, has been appointed as a director of the Charity and is approved by the directors. Every person who wishes to become a member shall deliver to the Charity an application for membership in such form as the directors require executed by him.
4. A member may at any time withdraw from the Charity by giving at least 7 Clear Days' notice to the Charity. Membership shall not be transferable and shall cease forthwith on the occurrence of any of the following events:-
  - 4.1. the death of the member;
  - 4.2. the member ceasing to reside in the United Kingdom;
  - 4.3. the member ceasing to be a director of the Charity.
5. The directors may also at their discretion terminate the membership of any member on the ground that the member's continued membership is harmful to the Charity but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the directors or a committee of the directors.
6. The Charity is established for the purposes expressed in the Memorandum of Association.
7. It shall be lawful for the directors to provide for the admission of such persons as they may think fit to be friends or associates of the Charity and for the rights duties and liabilities (if any) of such friends or associates but so that such persons shall not by virtue of being friends or associates as aforesaid be members of the Charity and their rights (if any) shall not include a right to speak or vote at general meetings of the Charity. The Secretary shall keep an accurate register of such friends or associates of the Charity.

### **General meetings**

8. The Charity shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one 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 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting in each year shall be held at such time and place as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
9. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 7 weeks after receipt of the

requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Charity may call a general meeting.

## **Notice of general meetings**

10. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed:
  - 10.1. in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
  - 10.2. in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent 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 directors and auditors.

11. 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 or any other technical defect in the giving of notice of which the directors are unaware at the time shall not invalidate the proceedings at that meeting.

## **Proceedings at general meetings**

12. No business shall be transacted at any meeting unless a quorum is present. Two persons or one third (whichever is the greater) of those entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum.
13. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other time as the directors may determine and at such adjourned meeting the quorum shall be the members present.
14. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
15. If no director is willing to act as chairman, or if no director is present within 15 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.

16. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
17. 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 the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
18. A resolution put to the vote of a meeting shall be decided 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 Act, a poll may be demanded:
  - 18.1. by the chairman; or
  - 18.2. by at least two members having the right to vote at the meeting; or
  - 18.3. 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 a demand by the member.
19. 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.
20. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
21. 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. 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.
23. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on



of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on 20 and at any adjournment thereof.

Signed on 20 .

30. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

CADASIL Research & Support Trust  
I/We of

being a member/members of the above-named Charity, hereby appoint

of or failing him

of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Charity, to be held on 20 , and at an adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 +for +against

Resolution No 2 +for +against

+ strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 20 .

31. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:

31.1. be deposited at the Office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

31.2. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

31.3. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

32. A vote given or poll demanded by proxy 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 Charity at the Office or at such other place at which the instrument of proxy was duly deposited 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. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

### **Number of directors**

33. Unless otherwise determined by ordinary resolution, the number of directors shall not be less than three nor more than ten.

34. The first directors 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. Future directors shall be appointed as provided subsequently in the Articles.

### **Powers of directors**

35. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the directors who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

36. The directors from time to time may act notwithstanding any vacancy in their body; provided always that in the event that the number of directors shall at any time be or be reduced in number to less than the number fixed as the quorum it shall be lawful for the directors to act for the purpose of admitting persons to membership of the Charity, filling up vacancies in their body or of summoning a General Meeting but not for any other purpose.

37. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

### **Delegation of directors' powers**

38. The directors may delegate any of their powers to any committee consisting of one or more directors and such other persons as the directors think fit Provided always that at least two members of such committees shall be directors. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered Provided always that it shall in any event be a requirement that all acts and proceedings of the committees to which any powers are delegated shall be reported to the directors as soon as possible. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

### **Appointment and retirement of directors**

39. At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors 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 director who is subject to retirement by rotation, he shall retire.
40. Subject to the provisions of the Companies Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
41. If the Charity, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the director is put to the meeting and lost.
42. No person other than a director retiring by rotation shall be appointed or re-appointed a director at any general meeting unless:
- 42.1. he is recommended by the directors; or
- 42.2. not less than 14 nor more than 35 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 Charity of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of directors together with notice executed by that person of his willingness to be appointed or re-appointed.
43. No persons may be appointed as a director:-

- 43.1. unless he has attained the age of 18 years; or
- 43.2. in circumstances such that, had he already been a director, he would have been disqualified from acting under the provisions of Article .
44. Not less than 7 nor more than 28 Clear Days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or re-appointment as a director 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 re-appointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of directors.
45. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire. Each member shall be entitled but not obliged to vote for as many nominees as there are vacancies to be filled and no more. The nominees up to the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more nominees receiving an equal number of votes, the chairman shall have a second or casting vote.
46. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate his office at the conclusion thereof.
47. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
48. The Charity may from time to time by ordinary resolution increase or reduce the number of directors and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
49. The Charity may by ordinary resolution, of which special notice has been given in accordance with section 303 of the Companies Act, remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Charity and such director. The Charity may by ordinary resolution appoint another qualified person in his stead; but any person so appointed

shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.

### **Disqualification and removal of directors**

50. The office of a director shall be vacated if:
- 50.1. he ceases to be a director by virtue of any provision of the Companies Act or is disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act or he otherwise becomes prohibited by law from being a director; or
  - 50.2. he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 50.3. he is, or may be, suffering from mental disorder and either:
    - 50.3.1. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
    - 50.3.2. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - 50.4. he resigns his office by notice to the Charity (but only if at least two directors will remain in office); or
  - 50.5. he shall have been absent without permission of the directors from at least three consecutive meetings of directors and the directors resolve that his office be vacated.

### **Remuneration of directors**

51. The provisions of the Memorandum of Association as to the remuneration of directors shall apply.
52. The directors may be paid all reasonable out of pocket expenses properly incurred by them in connection with the discharge of their duties.

### **Proceedings of directors**

53. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A meeting of the directors shall be held at least four times in each year. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director 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 have a second or casting vote.

54. Subject to Article , the quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two or one third of all the current directors, whichever is greater.
55. John Shields shall be the chairman of the board of directors until he ceases to be a director or resigns from the office of chairman and thereafter the directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
56. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director 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 director and had been entitled to vote. A procedural defect of which the directors are unaware at the time does not invalidate decisions taken at a meeting.
57. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors. Digital signatures and faxed signatures will suffice for the purpose of this Article.
58. All or any of the members of the board of directors or any committee of the board may participate in a meeting of the board or that committee by means of conference telephones or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
59. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Charity unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
  - 59.1. the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Charity or any of its subsidiaries;

- 59.2. the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Charity or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- 59.3. his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Charity or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Charity or any of its subsidiaries for subscription, purchase or exchange;
- 59.4. the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Companies Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Charity), connected with a director shall be treated as an interest of the director.

60. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
61. The Charity may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
62. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

### **Secretary**

63. Subject to the provisions of the Companies Act, the Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

### **Minutes**

64. The directors shall cause minutes to be made in books kept for the purpose:
  - 64.1. of all appointments of officers made by the directors; and
  - 64.2. of all proceedings at meetings of the Charity, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

## **The seal**

65. The Charity may have a common seal, and if it adopts one the Seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by two directors.

## **President, vice-presidents and patrons**

66. The directors may appoint any person to be the president and any person or persons to be vice-presidents or patrons of the Charity for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointments be directors or members of the Charity.

## **Accounts**

67. Accounting records relating to the Charity must be made available for inspection by any director at any time during normal office hours. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Charity except as conferred by statute or authorised by the directors or by ordinary resolution of the Charity. A copy of the Charity's latest available statement of account must be supplied on request to any director or member. A copy must also be supplied within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

## **Annual Reports, Statements of Account and Returns**

68. The directors shall comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commissioners of annual returns, annual reports and annual statements.

## **Notices**

69. 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 directors need not be in writing.
70. The Charity 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 Charity 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. Where the member has given to the Charity a fax number or e-mail address to which notices may be sent electronically, the Charity may give a valid notice by means of fax or e-mail.

71. A member present, either in person or by proxy, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
72. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or e-mail address. A notice shall be deemed to be given on being handed to the member personally or at the expiration of 48 hours after the envelope containing it was posted or (as the case may be) transmitted by fax or e-mail.

### **Winding up**

73. On the winding-up and dissolution of the Charity the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

### **Indemnity**

74. Subject to the provisions of the Companies Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director 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 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 Charity.

### **Liability**

75. Subject to the provisions of the Companies Act, the Charity may from time to time approve the purchase and maintenance of insurance by the Charity for the benefit of any person who is or was at any time a director or other officer of the Charity against any liability. A director shall be entitled to vote and be counted in a quorum in respect of any resolution concerning the purchase or maintenance of insurance in his or her favour in respect of any liability.

### **Rules or Byelaws**

76. Without prejudice to the general powers conferred upon the directors by these Articles, the directors may, from time to time, make, impose, vary or repeal such rules, regulations or byelaws 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 and conditions of membership and in particular, but without prejudice to the generality of the foregoing, they may, by such rules, regulations or byelaws, regulate:-

- 76.1. the admission and classification of members of the Charity 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;

- 76.2. the conduct of the members of the Charity in relation to one another and to the Charity's servants;
- 76.3. the setting aside of the whole or part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- 76.4. the procedure at general meetings and meetings of the directors and committees of the directors insofar as such procedures are not regulated by these Articles;
- 76.5. and generally, all such matters as are commonly the subject matter of company rules, regulations or byelaws.

Provided always that no rule, regulation or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Charity.

**Names, addresses, and descriptions of subscribers**

Name John Shields

J Shields  
Signature

Address The Barns  
Thropton Demesne  
Thropton  
Morpeth  
Northumberland  
NE65 7LT

13<sup>th</sup> August 2004  
Date

Occupation Retired

Signed by witness Elizabeth H MacRobert

Name Elizabeth Hannah MacRobert

Address Sandgate House

102 Quayside

Newcastle upon Tyne

NE1 3DX

Occupation Solicitor

Name William John Lynch Maydon

W J L Maydon  
Signature

Address Standing Stone Cottage  
Ravensworth  
Richmond  
North Yorkshire  
DL11 7ES

13<sup>th</sup> August 2004  
Date

Occupation Stockbroker

Signed by witness Elizabeth H MacRobert

Name Elizabeth Hannah MacRobert

Address Sandgate House  
102 Quayside  
Newcastle upon Tyne  
NE1 3DX

Occupation Solicitor

Name James Colin Doig J C Doig  
Signature

Address 19 The Grove 13<sup>th</sup> August 2004  
Gosforth Date  
Newcastle upon Tyne  
NE3 1NE

Occupation Medical Practitioner

Signed by witness Elizabeth H MacRobert

Name Elizabeth Hannah MacRobert

Address Sandgate House  
102 Quayside  
Newcastle upon Tyne  
NE1 3DX

Occupation Solicitor

Name Ian Glendinning Ian Glendinning  
Signature

Address 1 Dueshill Farm Cottages 13<sup>th</sup> August 2004  
Holystone Date  
Morpeth  
Northumberland  
NE65 7AL

Occupation Police Officer

Signed by witness Elizabeth H MacRobert  
Name Elizabeth Hannah MacRobert  
Address Sandgate House  
102 Quayside  
Newcastle upon Tyne  
NE1 3DX  
Occupation Solicitor