

COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF SUNNYSIDE HALL, RUSTHALL

1. MEMBERSHIP

- 1.1 The Charity may have any number of members. The subscribers to the Memorandum are the first members of the Charity.
- 1.2 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who:
- 1.2.1 applies to the Charity in the form required by the Trustees;
- 1.2.2 is a Trustee; and
- 1.2.3 consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative.
- 1.3 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 1.4 Membership is terminated if the member concerned:
- 1.4.1 gives written notice of resignation to the Charity;
- 1.4.2 dies or (in the case of an organisation) ceases to exist;
- 1.4.3 having been appointed as a Trustee of the Charity ceases to be a Trustee (except where his term of office expires at an AGM and he is re-elected at the same AGM).
- 1.5 Membership of the Charity is not transferable.

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative.
- 2.2 An AGM and an EGM called for the passing of a special or elective resolution shall be called by giving at least twenty-one clear days' notice. All other EGMs shall be called, giving at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- 2.2.1 in the case of an AGM, by all the members entitled to attend and vote at the meeting; and
- 2.2.2 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 ninety-five per cent of the total voting rights of all the members.
- 2.3 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 AGM, shall specify the meeting as such.
- 2.4 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least three (or one third of the members if greater).
- 2.5 If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned until the same day in the next week at the same time and place or such other day, time and place as the Trustees may determine, and, if at the adjourned meeting a quorum is not present or ceases to be present, then the member or members present shall be a quorum.
- 2.6 The Chairman of the meeting 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 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.
- 2.7 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.8 Except where otherwise provided by the Act, every issue is decided by a simple majority of the votes cast.
- 2.9 Except for the chairman of the meeting, who, in the case of an equality of votes, shall have a second or casting vote, every member present in person or through an authorised representative has one vote on each issue.
- 2.10 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose signatures may be written

on more than one document setting out or giving approval to the resolution and the resolution will be treated as passed on the date of the last signature).

- 2.11 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within eighteen months after the Charity's incorporation.
- 2.12 At an AGM the members:
 - 2.12.1 receive the accounts of the Charity for the previous financial year;
 - 2.12.2 receive the Trustees' report on the Charity's activities since the previous Trustees' report (if any);
 - 2.12.3 elect persons to be Trustees to fill any vacancies arising;
 - 2.12.4 appoint auditors for the Charity; and
 - 2.12.5 discuss and determine any issues of policy or deal with any other business put before them.
- 2.13 Any general meeting which is not an AGM is an EGM.
- 2.14 An EGM may be called at any time by the Trustees or by the Secretary at the direction of two or more of the Trustees and must be convened within twenty-one days following a written request from the members pursuant to the provisions of the Act.

3. THE TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.2 The Trustees shall consist of at least 3 and not more than 10 individuals as further detailed at Article 3.3, each of whom must be a member or must have agreed in writing, following an invitation by the other Trustees, to become a member.
- 3.3 The Board of Trustees when complete shall consist of the following:-
 - 3.3.1 Up to seven Trustees ("**the Elected Trustees**");
 - 3.3.2 The Vicar of Rusthall;
 - 3.3.3 2nd Royal Tunbridge Wells Scout Group shall be entitled to nominate one Trustee and to nominate any other person in the place of any such Trustee if such Trustee is removed, dies or otherwise vacates his office;

- 3.3.4 Holding Hands pre-school Nursery shall be entitled to nominate one Trustee and to nominate any other person in the place of any such Trustee if such Trustee is removed, dies or otherwise vacates his office.
- 3.4 The subscribers to the Memorandum are the first Trustees of the Charity.
- 3.5 No person shall be eligible for appointment or re-appointment as a Trustee unless:
- 3.5.1 he has declared whether or not he has received any conviction, caution, reprimand or warning at any time in the past (whether or not any such conviction is spent) in respect of any crime or offence under any jurisdiction of any country (and, if so, giving details); and
- 3.5.2 he has agreed to an application being made to the Criminal Records Bureau (or successor body) for a standard disclosure of his records and (if requested by the Trustees) to any other authority for disclosure of records relating to him.
- 3.6 If a Trustee receives at any time during his or her term of office any conviction, caution, reprimand or warning in respect of any crime or offence under any jurisdiction or any country, he or she shall without delay give written notice of that fact to the Secretary on behalf of the other Trustees and the other Trustees may agree to transmit it to any other officer of the Charity or otherwise as they may in their absolute discretion think fit.-
- 3.7 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees.
- 3.8 Subject to the following provisions of this Article, each Elected Trustee shall be elected at an AGM and shall hold office until the election of Trustees at the AGM in the third year after his election. The Elected Trustees shall be eligible for re-election for further three year terms.
- 3.9 At the first AGM all of the Elected Trustees shall retire from office. In the case of the first Elected Trustees, they shall draw lots (unless they otherwise agree among themselves) to determine who shall retire at the second, third and fourth AGMs to ensure that one third of their number or, if their number is not a multiple of three, the number nearest to one third shall retire from office at each of the second, third and fourth AGMs.
- 3.10 The Trustees appointed pursuant to Clauses 3.3.3 and 3.3.4 (**"the Nominated Trustees"**) shall hold office for a period of up to three years, following which the Nominated Trustees shall retire and be eligible for re-nomination for further three year terms.
- 3.11 A Trustee's term of office automatically terminates:
- 3.11.1 if he or she is disqualified under the Charities Act 1993 from acting as a charity trustee;

- 3.11.2 if he or she is or may be suffering from mental disorder and either:
- (a) 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 1960; or
 - (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs;
- 3.11.3 if he or she ceases to be a member or fails to become a member within thirty days of becoming a Trustee;
- 3.11.4 if he or she resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or
- 3.11.5 if he or she is removed by a resolution passed by the members pursuant to the provisions of the Act.
- 3.12 The Trustees may at any time co-opt any person to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.
- 3.13 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 3.14 The Trustees shall have the power to remove a Trustee:
- 3.14.1 who is absent from three consecutive meetings of the Trustees by a resolution passed by all the other Trustees; or
 - 3.14.2 if he or she is convicted, reprimanded, cautioned or warned (or if they become aware that he or she has been so convicted, reprimanded, cautioned or warned at any time in the past, and whether any such conviction is spent or otherwise) in respect of any crime or offence under the jurisdiction of any country.

4. PROCEEDINGS OF TRUSTEES

- 4.1 The Trustees must hold at least three meetings each year.
- 4.2 A quorum at a meeting of the Trustees is three Trustees. 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.

- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose signatures may be written on more than one document setting out or giving approval to the resolution and the resolution will be treated as passed on the date of the last signature).
- 4.6 Except for the chairman of the meeting, who, in the case of an equality of votes, shall have a second or casting vote, every Trustee has one vote on each issue.
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity:

- 5.1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act.
- 5.2 to appoint a Chairman, Treasurer and other honorary officers from among their number.
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees).
- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings.
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees.
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any).
- 5.7 to establish procedures to assist the resolution of disputes within the Charity.

- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting.

6. RECORDS & ACCOUNTS

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- 6.1.1 annual reports;
- 6.1.2 annual returns; and
- 6.1.3 annual statements of account.

- 6.2 The Trustees must keep proper records of:

- 6.2.1 all proceedings at general meetings;
- 6.2.2 all proceedings at meetings of the Trustees;
- 6.2.3 all reports of committees; and
- 6.2.4 all professional advice obtained.

- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.

- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months.

7. NOTICES

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Charity.

- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.

7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address.

7.3.2 two clear days after being sent by first class post to that address.

7.3.3 three clear days after being sent by second class or overseas post to that address.

7.3.4 on the date of publication of a newspaper containing the notice.

7.3.5 on being handed to the member [(or, in the case of a member organisation, its authorised representative)] personally or, if earlier,

7.3.6 as soon as the member acknowledges actual receipt.

7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

8. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

9. INTERPRETATION

9.1 In the Memorandum and in these Articles:

“The Act”

means the Companies Act 1985;

“AGM”

means an annual general meeting of the Charity;

“these Articles”

means these articles of association;

“authorised representative”

means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary;

“Chairman”

means the chairman of the Trustees;

“the Charity”

means the company governed by these Articles;

“charity trustee”

has the meaning prescribed by section 97(1) of the Charities Act 1993;

“clear day”

means twenty-four hours from midnight following the relevant event;

“the Commission”

means the Charity Commissioners for England and Wales;

“EGM”

means an extraordinary general meeting of the Charity;

“financial expert”

means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000;

“material benefit”

means a benefit which may not be financial but has a monetary value;

“member” and “membership”

refer to membership of the Charity;

“Memorandum”

means the Charity's Memorandum of Association;

“month”

means calendar month;

“the Objects”

means the Objects of the Charity as defined in clause 3 of the Memorandum;

“1 per cent shareholding”

means an interest in shares in a company which represents no more than 1 per cent of the issued shares of the relevant class;

“Secretary”

means the Secretary of the Charity;

“taxable trading”

means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects and the profits of which are liable to tax.

“Trustee”

means a director of the Charity;

“written” or “in writing”

refers to a legible document on paper including a fax message;

“year”


means calendar year.

9.2 Expressions defined in the Act have the same meaning.

9.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

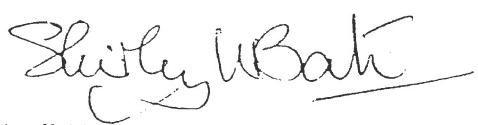
NAMES ADDRESSES AND SIGNATURES OF SUBSCRIBERS

Kevin Powley
14 Rustwick,
Rusthall
Tunbridge Wells
Kent TN4 8NR

Signature. 


Date: 3rd April 2003

Mrs Shirley Barter
146 St John's Road
Tunbridge Wells
Kent TN4 9UT

Signature. 

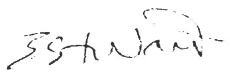
Date: April 2003

Mr John Weddell
12a Connaught Way
Tunbridge Wells
Kent TN4 9QJ

Signature. 


Date: 4 April 2003

Mrs Elizabeth Watt
15 Tristan Gardens
Rusthall
Tunbridge Wells
Kent TN4 8PD

Signature. 

Date: 4 April 2003

Cannon Bob Whyte
The Vicarage
Bretland Road
Rusthall
Tunbridge Wells
Kent TN4 8PB

Signature. 

Date: 6 April 2003

WITNESS TO THE ABOVE SIGNATURES:

Witness' name: John Christopher James

Witness' address: 3 TRISTAN GARDENS
RUSTHALL
TUNBRIDGE WELLS
KENT TN11 8PS

Witness' occupation: RECONCILIATION OFFICER

Witness' signature: [Signature]