

**01658859**

**THE COMPANIES ACTS 1985 to 2006**

**A PRIVATE COMPANY LIMITED BY GUARANTEE**

## **MEMORANDUM AND ARTICLES**

**OF ASSOCIATION of**

# **THE SURREY CARE TRUST**

**(company number 01658859)**

**Incorporated on 17 August 1982**

**Registered charity number 285543**

**THE COMPANIES ACTS 1985 to 2006**

**A PRIVATE COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION of**

**THE SURREY CARE TRUST**

(As amended up to and including by the special resolution passed on 10 October 2007)

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1. The name of the Company is: THE SURREY CARE TRUST.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:
  - 3.1 (a) the relief of social deprivation among persons displaying the consequences of any of the factors set out in clause 3.2(i) to (viii) below, and the families of such persons (being in necessitous circumstances) in such ways as the Trust thinks fit, including, but not limited to, tackling the possible cause of social deprivation;
  - (b) providing and/or promoting education and/or training among persons who are displaying the consequences of social deprivation, the families of such persons and/or those persons who, in the opinion of the Trust, are likely to benefit from such education and/or training;
  - (c) furthering and promoting the study of and research into all aspects and methods of relieving social deprivation;
  - (d) obtaining and making records of and disseminating information concerning the same; and
  - (e) the protection and preservation of the environment for the benefit of the public by:
    - (i) the provision, maintenance or improvement of a public park; or
    - (ii) the provision of some other public amenity,in the vicinity of a landfill site PROVIDED THAT any public park or public amenity provided, maintained or improved by virtue of this clause shall not be operated for profit.

In this clause "landfill site" shall have the meaning ascribed by section 66 of the Finance Act 1996.

- 3.2 For the purposes aforesaid social deprivation shall mean the consequences to any individual of:
  - (i) poverty; or
  - (ii) sickness, physical or mental; or
  - (iii) disability, physical, mental or emotional; or
  - (iv) infancy or old age; or
  - (v) lack of education or training; or
  - (vi) imprisonment or other penal custody or Order or determination of a Court of Law; or

- (vii) homelessness and any service or services which may hereafter be substituted therefor shall be deemed to include a local authority exercising functions conferred by Section 19 of the Children's and Young Persons Act 1969 as substituted by Section 21 of the Criminal Justice Act 1982; or
- (viii) the effects of alcohol and drug abuse.

PROVIDED THAT the Trust shall not:

- A. apply its funds directly in relief of rates taxes or other public funds although it may apply its funds in supplementing relief or assistance provided out of public funds;
  - B. commit itself to making recurring grants;
  - C. apply its funds to the benefit of landfill operators who make contributions to it through the Landfill Tax Credit Scheme; and/or
  - D. apply its funds to the benefit of any contributing third parties who make payments to landfill operators towards their contributors through the Landfill Tax Credit Scheme to this organisation.
4. In furtherance of the above objects but not further or otherwise the Trust shall have the following powers:
- (a) To promote support or carry on either alone or in co-operation with anybody of authority or persons any project for the relief of social deprivation and to provide moneys for such purposes whether by way of loan or otherwise within England and Wales.
  - (b) To carry on assist or promote the establishment support provision and maintenance of homes, hostels, clubs, institutions, workshops and other places in connection with or in furtherance of its purposes and to provide services at or in connection with such places either gratuitously or otherwise.
  - (c) To provide endow furnish and fit out with all necessary furniture and other equipment and to maintain and manage such buildings and other premises as may from time to time be required for the purposes of the Trust.
  - (d) To co-operate and work with including the sharing of expenses with anybody or organisation itself being a charity or public authority or having support of a public in any of the purposes of the Trust.
  - (e) To subscribe or to become affiliated to or a member of any other institution or institutions having charitable objects similar to those of the Trust or providing assistance of any kind to those persons who would be qualified to be a beneficiary of the Trust.
  - (f) To purchase or otherwise acquire land for any estate or interest.
  - (g) To build and maintain houses required for occupation for the purposes of the Trust and to alter and improve the same including any existing buildings and to provide the same with light water drainage and all other necessary services.
  - (h) To raise money for any of the above purposes by mortgaging or charging all or any such property as may legally be mortgaged or charged with capital sums.
  - (i) To obtain collect and receive money and funds by way of contributions, subscriptions, donations, (whether of real or personal estate) devises bequests and grants and by

appeals or applications to any person or persons body or organisation to accept and receive gifts or property of any description for all or any of the purposes aforesaid (whether subject to any special trusts or not) and to sell and dispose of to lease and accept surrenders of leases of and manage all real estate (including all leaseholds) in which the Trust may for the time being have any estate or interest and not required to be or capable of being occupied for the purposes of the Trust and generally to manage invest and expend all moneys belonging to the Trust.

- (j) To constitute special charitable trusts for any particular purposes of the Trust; to act as Trustees of any special charitable trust for such particular purposes, whether constituted by the Trust or otherwise and whensoever constituted.
- (k) To enter into and carry out contracts.
- (l) To employ and remunerate staff; to employ and remunerate agents; and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents.
- (m) To borrow money for the purposes of the Trust on such terms and on such security (if any) as may be thought fit, subject to such consents as are required by law.
- (n) To invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter mentioned.
- (o) To make planning applications, applications for consent under byelaws or building regulations and other like applications.
- (p) Generally, to do any things necessary to the attainment of the Trust's main purpose.

PROVIDED THAT:

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Trust shall not extend to the regulation or relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and, as regards any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Management have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Management but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Trust were not incorporated.

- 5.1 The income and property of the Trust wheresoever derived shall be applied solely towards the promotion of the purposes of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid otherwise howsoever by way of profit, to the members of the Trust. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration of any officer or servant of the Trust or to any member of the Trust in return for any services actually rendered to the Trust nor prevent the payment of interest which is reasonable having regard to the market rate of interest prevailing from time to time or reasonable and proper rent for premises demised or let by any member to the Trust. Nothing in this clause 5.1 shall prevent members of the Trust being awarded Life Membership of the Trust.
- 5.2 Save as set out in clause 5.1, no Member of the Board of Management of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any such member of the Board of Management except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable or proper rent for premises demised or let to the Trust; provided that the provision in this clause 5.2 shall not apply to payment to any company of which a member of the Board of Management may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share or profits he may receive in respect of any such payment.
6. The liability of the members is limited.
7. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he 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, such amount as may be required not exceeding one pound.
8. If upon winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust but shall be given or transferred to some other charitable institution or institutions having objects which are similar to the objects of the Trust and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of clause 5.1 and 5.2 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some other charitable purpose.
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 property and 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 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 one or more properly qualified Auditor or Auditors.

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

Names, addresses and descriptions of the Subscribers.

The Rt. Hon. The Lord Hamilton of Dalzell KCVO MC  
Snowdenham House  
Bramley  
Nr. Guildford  
Surrey  
GU5 0DB

Lord Lieutenant and Custos Rotulorum for the County of Surrey and former Chairman of the Surrey Probation After-Care Committee

Mr David Lionel Allonby  
Langstone  
Town Hill  
Lingfield  
Surrey  
RH7 6AE

Chairman of the Surrey Probation and After-Care Committee

The Rt. Hon. The Viscountess Hanworth  
Quoin Cottage  
Shamley Green  
Surrey  
GU5 0UJ

Vice Chairman of the Surrey Probation and After-Care Committee

Mrs Eileen Dora Roberts  
Flat 4  
Sandhurst Lodge  
Crowthorne  
Berkshire  
RG11 7QD

Member of the Surrey Probation and After-Care Committee

Dated this 12th day of May, 1982

Witness to the above signatures:-

Mr F G B Aldhouse  
Assistant County Clerk  
Surrey County Council  
County Hall  
Kingston-Upon-Thames  
Surrey

**THE COMPANIES ACTS 1985 to 2006**

**A PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION of**

**THE SURREY CARE TRUST**

(As amended up to and including by the special resolution passed on 10 October 2007)

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**GENERAL**

1. In these Presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject of context:-

WORDS	MEANINGS
The Act	The Companies Act 1985 (as amended) together with the Companies Act 2006.
These Presents	These Articles of Association and the regulations of the Surrey Care Trust from time to time in force.
The Trust	The above named Surrey Care Trust.
The Board	The Board of Management for the time being of the Trust.
Elected Members	Members of the Board.
The Probation Committee	The Probation and After Care Committee established pursuant to Section 47 of and Schedule 3 to the Powers of Criminal Courts Act 1973 for the Surrey Probation and After Care Area constituted by the Combined Probation and After-Care Areas Order 1974.
Life Member	a member to which Article 6.2 relates.
The Office	The Registered Office of the Trust.
Seal	The Common Seal of the Trust.
Month	Calendar Month.
In writing	Written, printed or lithographed, or partly in one and partly another, and other modes of representing or reproducing words in the visible form. Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Presents become binding on the Trust, shall, if not inconsistent with the subject or context, bear the same meaning in these Presents.

2. The number of members with which the Trust proposes to be registered is fifty, but the Board may from time to time register an increase of members.

3. The provisions of the Act shall be observed by the Trust and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Trust is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and other such persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust.

## **MEMBERS**

- 6.1 The following persons and those referred to in Article 6.2 and none others shall be members of the Trust:

- (A) Such persons as subscribe to the Memorandum and Articles of Association before the registration thereof.
- (B) Such other persons or corporations as may desire to be admitted to membership and who may be elected by the Board to be members of the Trust.

In these Presents, the expression 'corporation' shall be deemed to include any body corporate, any county, local or other public authority and any unincorporated association whom the Board may elect to membership.

- 6.2 The Board shall be entitled to appoint any persons as Life Members of the Trust:

- (A) Their number shall be in addition to the number of members stated in Article 2 of these Articles of Association. The creation of this new category of membership is in recognition by the Trust of past service by those members.
- (B) In all other respects the provisions in the Articles of Association with regard to members of the Trust shall apply to these Life Members.

7. Any election of a person to be a member of the Trust under the provisions of Article 6.1(B) shall conform to the following regulations and conditions:-

- (1) Such persons must be proposed for election by a member of the Board and fourteen days notice shall be given to the members of the Board of the meeting at which it is intended to propose such person for election, stating the object of the meeting, the name and address of the person to be proposed and the name of the member of the Board proposing such person.
- (2) Such person must sign and deliver to the Trust an application for admission to membership framed in such terms as the Board shall require.

In the event of such person being elected in accordance with the above regulation he shall be entered as a member of the Trust on the Register.

8. It shall be a requirement that the appointment of a member of the Trust is renewed annually by the Board save where such person is a Life Member. Any member may terminate his membership of the Trust by notice in writing served on the Trust and thereupon he shall be deemed to have resigned and his name shall be removed from the Register of Members.
9. If any member shall fail in the observance of these Articles or of any regulations of the Board made under any powers vested in them or for other sufficient reason the Board may convene an Extraordinary General Meeting of the Trust for the purpose of considering an extraordinary resolution for the expulsion of such member and on such extraordinary resolution being passed the name of such member shall be removed from the Register of Members, and he shall thereupon cease to be a member.



## **GENERAL MEETINGS**

10. A general meeting of the Trust shall be held in every calendar year as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Board shall appoint provided that so long as the Trust shall hold 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.
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Board may, when they think fit, convene a General Meeting, and General Meetings shall be convened on such requisition or, in default may be convened by such requisitionists as provided by the Act.
13. Subject to the provisions of the Act relating to Special Resolutions and to the provisions of the Act relating to Annual General Meetings, fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) specifying the place, the day and the hour of the meeting, and in case of special business the general nature of such business, shall be given to the members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Trust in General Meeting; but with the consent of all the members entitled to receive notices thereof or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members think fit. The accidental omission to give notice to any member, or the non receipt by any member of such notice, shall not invalidate the proceedings at any General Meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

14. The business of an Annual General Meeting shall be to receive and consider the Accounts and Balance Sheets and the Reports of the Board and Auditors, and to elect members of the Board and Officers in accordance with Articles 31, 47 to 50, 54, 56 and 57, and to elect Auditors and fix their remuneration. All other business transacted at an Annual General Meeting shall be deemed special.
15. No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than five members personally present.
16. If within fifteen minutes from the time appointed for the meeting a quorum be not 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 and if at such adjourned meeting a quorum be not present within fifteen minutes for the time appointed for the meeting, the member or members present shall be deemed to be a quorum and may do all business which a full quorum might have done.
17. The President of the Trust, or in his absence the Chairman of the Board shall preside as Chairman at every General Meeting of the Trust. If there be no such President or Chairman present at any meeting within fifteen minutes after the time appointed for holding the meeting, or he shall be unwilling to take the Chair, the members present shall choose one of the members of the Board present to be Chairman, or if no member of the Board be present and willing to take the Chair, the members present shall choose one of their number to be Chairman.
18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty one days or more, notice of the adjourned meeting shall be given as in

the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or upon the declaration of the result of the show of hands) demanded by the Chairman or by at least three members present in person or by proxy and representing one fifth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded the declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, and an entry to that effect in the Minute Book of the Trust, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
20. Subject to the provisions of the next succeeding Article, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.
24. Every member shall have one vote.
25.
  - (a) Save as herein expressly provided no person other than a member duly registered shall be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another member at any General Meeting.
  - (b) Any corporation which is a member of the Trust may by resolution of its 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 voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Trust. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or another authorised officer of the governing body of a corporation, shall be conclusive of such appointment.
26. Votes may be given on poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but the representative of a corporation may vote on a show of hands. Except in the case of a corporation, no person shall act as a proxy who is not entitled to be present and vote in his own right.
27. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing.
28. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, at least forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, otherwise 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.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or the revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the Office or other place as aforesaid one hour at least before the time for holding the meeting.
30. Any instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit:-

**THE SURREY CARE TRUST**

I  
of

a member of the Surrey Care Trust (hereinafter called "the Trust") and entitled to one vote, hereby appoint

of  
failing  
of

another member of the Trust, and  
him  
another member of the

Trust to vote for me and on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Trust to be held on the day of 19 of at any adjournment thereof.

As witness my hand this day of 19

**BOARD OF MANAGEMENT**

31. The affairs of the Trust shall be conducted by the Board of Management. The number of members of the Board shall be not less than six and not greater than ten.
32. The first members of the Board shall be the subscribers to the Memorandum of Association the Chief Probation Officer for Surrey and the Secretary and Treasurer who shall retain office until the first Annual General Meeting.
33. No person who is not a Member of the Trust shall in any circumstances be eligible to hold office as a Member of the Board but subject thereto any person may be appointed or elected a Member of the Board whatever may be his age and no Member of the Board shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
34. No person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by clause 5.1 and 5.2 of the Memorandum of Association) shall be eligible for membership of the Board.

**PROCEEDINGS OF THE BOARD**

35. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
36. The Secretary shall on the request of not less than four members of the Board at any time, summon a meeting of the Board by notices served upon the several members of the Board. A member of the Board who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of meeting.
37. A Chairman and Vice-Chairman shall be elected by the Board at its first meeting after its appointment in each year. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting the Vice-Chairman shall take the Chair. If the

Vice-Chairman is not present, the members of the Board shall choose one of their number to be the chairman of the meeting.

38. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Board generally.
39. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so framed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid. Any such Committee shall report on their proceedings from time to time to the Board.
40. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board shall, notwithstanding it be afterwards discovered that there was so defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
41. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Trust and of the Board of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
42. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

#### **POWERS OF THE BOARD**

43. The management of the business and the control of the Trust shall be vested in the Board, who, in addition to the powers and authorities conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Trust and are not hereby or by the Act expressly directed or required to be exercised or done by the Trust in General Meeting. At meetings of the Board, each member of the Board shall have one vote only, except that in the case of equality of votes the Chairman shall, have a second or casting vote.
44. The members for the time being of the Board may act notwithstanding any vacancy in their body, provided always that if at any time the members of the Board be reduced in number below that required from time to time to constitute a quorum, it shall be lawful for the members available to act as the Board for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body or summoning a General Meeting but for no other purpose.
45. The Board may at any time elect any person to be a member of the Board either to fill a casual vacancy or as an addition to the existing membership (but not so as to exceed the maximum number of members prescribed in Article 31). Any person so elected shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.

## PARTICULAR POWERS OF THE BOARD

46. Without prejudice to the general powers conferred by Article 43 and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Board shall be entrusted with the following powers, namely:

- (1) To pay the costs, charges and expenses and incidental to the formation and establishment of the Trust and matters incidental thereto.
- (2) To purchase or otherwise acquire for the Trust any property, rights or privileges which the Trust is authorised to acquire at such price and generally on such terms and conditions as they may think fit.
- (3) To raise or borrow money for the purposes of the Trust from any person, corporation or other body and may with the approval of the Charity Commissioners for England and Wales secure the repayment of the same together with any interest or premium thereon, by Mortgage or Charge upon the whole or any part of the assets and property of the Trust, present or future, and to issue bonds, debentures, or debenture stock either charged upon the whole or any part of the assets and property of the Trust or not so charged, and in connection therewith to take out and keep on foot sinking fund or redemption policies.
- (4) At their discretion to pay for any property or rights acquired by or services rendered to the Trust either wholly or partially in cash or in bonds, debentures or other securities of the Trust.
- (5) With the approval aforesaid to secure the fulfilment of any contracts or engagements entered into by the Trust by Mortgage or charge of all or any of the property or rights of the Trust or in such manner as they may think fit.
- (6) To appoint and at their discretion, remove or suspend such office and any other staff for permanent, temporary or special services as they may from time to time think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.
- (7) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Trust or its officers or otherwise concerning the affairs of the Trust and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Trust.
- (8) To refer to any claims or demands by or against the Trust to arbitration and observe and perform the awards.
- (9) To make and give receipts, releases and other discharges for money payable to the Trust and for the claims and demands of the Trust.
- (10) To determine who shall be entitled to sign on the Trust's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.
- (11) From time to time to make all such regulations and byelaws as they think proper with regard to the affairs and concerns of the Trust, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions herein contained, and provided that no bye-laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of the Act.

## **ROTATION OF MEMBERS OF THE BOARD**

47. At each Annual General Meeting of the Trust one third of all members of the Board 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.
48. The members of the Board 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 members of the Board on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
49. The Trust may, at the meeting at which an Elected Member of the Board retired in manner aforesaid, fill the vacancy by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacancy or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
50. No person other than a member of the Board retiring at the meeting shall unless recommended by the Board, be eligible for election as an Elected Member of the Board at any General Meeting unless, not less than seven nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
51. The Trust may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any member of the Board before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Trust and such member.

## **DISQUALIFICATION OF MEMBERS OF THE BOARD**

52. The office of a member of the Board shall be vacated:-
  - (a) If he becomes bankrupt or insolvent or compounds with his creditors.
  - (b) If he becomes of unsound mind.
  - (c) If he be convicted of an offence the commission of which by a member of the Board could bring the Trust into disrepute.
  - (d) If he is requested in writing by a majority of the other of his fellow members of the Board to resign.
  - (e) If he gives to the Board one month's notice in writing to the effect that he resigns his office.
  - (f) If he ceases to be a member by virtue of the Act.
53. A member of the Board who is in any way, whether directly or indirectly interested in a contract or proposed contract, arrangement, or dealing with the Trust, shall declare the nature of his interest at a Meeting of the Board, and subject thereto and subject to the right of the remaining members of the Board to resolve that he withdraw and not vote on the particular matter, he may be counted in the quorum present at any meeting of the Board whereat such contract, arrangement or dealing with the Trust is considered or entered into and may vote in respect thereof.

## **OFFICERS**

54. There shall be a President of the Trust. The first President shall be the Rt. Hon. Lord Hamilton of Dalzell and future Presidents shall be appointed by the Trust at the Annual General Meeting. The President shall be entitled to take the chair at all General Meetings.
55. There shall be a Chairman of the Trust who shall be elected by the Board in accordance with Article 37.
56. There shall be a Treasurer of the Trust who shall be appointed by the Trust at the Annual General Meeting.
57. There shall be a Secretary of the Trust who shall be appointed by the Trust at the Annual General Meeting.

## **THE SEAL**

58. The Seal of the Trust shall not be affixed to any instrument except by express authority of a resolution of the Board or of a committee of the Board empowered thereto, and in the presence of the Secretary or such person other than the Secretary as the Board may appoint for the purpose and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Trust is so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## **INCOME OF THE TRUST**

59. The income of the Trust shall be applied solely towards the promotion of all or any of the purposes of the Trust as set forth in the Trust's Memorandum of Association as the Board may from time to time think fit (and in particular the Board shall have power to transfer all or any part of such income to trustees to be applied by them for the advancement of the main purpose of the Trust in such manner as they shall think best) with power to the Board to create a reserve fund or reserve funds to be applicable for any such purposes, and, if the Board shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Board either be employed in the business of the Trust or be invested from time to time in such investment as the Trust may think fit.

## **ACCOUNTS**

60. The board shall cause proper books of account to be kept:-
  - (a) Of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place.
  - (b) Of all sales and purchases of property and goods by the Trust.
  - (c) Of the assets and liability of the Trust.

Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Trust's affairs and to explain its transactions.

61. The books of account shall be kept at the office or, subject to the Act, at such other place or places as the Board may determine, and shall always be open to the inspection of the Board. The Board may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Trust or any of them shall be open to inspection of the members not being members of the Board, and the

members shall have only such rights of inspection as are given to them by the Act or by such resolution as aforesaid.

62. At the Annual General Meeting in every year the Board shall lay before the Trust an income and expenditure account for the period since the preceding account, or in the case of the first account since the incorporation of the Trust, made up to date not more than six months before such meeting. A balance sheet as at the date to which income and expenditure account is made up, shall be made out and laid before the Trust at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Board and the auditors. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting together with a copy of the Auditor's report, shall, twenty one clear days previously to such meeting be sent to the Auditor and every member entitled to receive notices of General Meeting in the manner in which notices are hereinafter directed to be served.

#### **AUDIT**

63. Auditors shall be appointed and their duties regulated in the manner provided by the Act or any statutory modification thereof for the time being in force, and for this purpose the said sections shall have effect as if 'member of the Board' and 'the Board' were substituted for 'Director' and 'the Directors' respectively.

#### **NOTICES**

64. A notice may be served by the Trust upon any member either personally or by sending it by first class post addressed to such member at his registered address.
65. No member shall be entitled to have a notice served on him at any address not within the United Kingdom, and any member whose registered address is not within the United Kingdom may by notice in writing require the Trust to register an address within the United Kingdom which, for the purpose of the service of notices, shall be deemed to be his registered address. Any member not having a registered address within the United Kingdom, and not having given notice as aforesaid, shall be deemed to have received in due course any notice which shall have been displayed in the office and shall remain there for the space of forty eight hours, and such notice shall be deemed to have been received by such member at the expiration of twenty four hours from the time when it shall have been so first displayed.
66. Any notice if served by post shall be deemed to have been served at the expiration of forty eight hours after the same shall have been posted, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post office or into any post box subject to the control of the Post Office.

#### **DISSOLUTION**

67. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.



Names, Addresses and Descriptions of Subscribers

The Rt Hon the Lord Hamilton of Dalzell KCVO MC  
Snowdenham House  
Bramley  
Nr Guildford  
Surrey  
GU5 0DB

Lord Lieutenant and Custos Rotulorum for the County of Surrey and former Chairman of the Surrey Probation and After-Care Committee

Mr David Lionel Allonby  
Langstone  
Town Hill  
Lingfield  
Surrey  
RH7 6AE

Chairman of the Surrey Probation and After-Care Committee

The Rt Hon the Viscountess Hanworth  
Quoin Cottage  
Shamley Green  
Surrey  
GU5 0JU

Vice Chairman of the Surrey Probation and After-Care Committee

Mrs Eileen Dora Roberts  
Flat 4  
Sandhurst Lodge  
Crowthorne  
Berks RG11 7QD

Member of the Surrey Probation and After-Care Committee

Dated this 12th day of May 1982

Witness to the above signatures:-

Mr F G B Aldhouse  
Assistant County Clerk  
Surrey County Council  
County Hall  
Kingston-Upon-Thames  
Surrey