

**The Companies Act 1985 - 1989
Company Limited by Guarantee
and not having a Share Capital**

No: 2540333

**MEMORANDUM AND NEW
ARTICLES OF ASSOCIATION**

of:

HASTINGS TRUST

**Incorporated under the name of
"Hastings Development Trust"
on 18th September 1990.**

**Change of name to "Hastings Trust"
on 4th March 1991.**

Re-printed July 1997



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2540333

I hereby certify that

HASTINGS DEVELOPMENT TRUST

having by special resolution changed its name,

is now incorporated under the name of

HASTINGS TRUST

Given under my hand at the Companies Registration Office,

Cardiff the 4 MARCH 1991

F. A. Joseph.

F. A. JOSEPH

an authorised officer

THE COMPANIES ACTS 1985 AND 1989

**Company Limited by Guarantee
and not having a Share Capital**

**MEMORANDUM OF ASSOCIATION OF
HASTINGS TRUST**

(amended by Special Resolution passed 4th March 1991)

1. Name of Company

The name of the Company is **Hastings Trust** called in this document "the Company"

2. Registered Office

The registered office of the Company will be in England and Wales

3. Objects of the Company

3.1 The objects of the Company are

- (a) The advancement of education
- (b) The provision of facilities for recreation or other leisure time occupation in the interests of social welfare and with the object of improving the conditions of life of those living and working in the Borough of Hastings ('the area of benefit')
- (c) Assisting charitable institutions whose works benefit those living and working in the area of benefit.
- (d) To preserve for the benefit of the townspeople of Hastings in the County of East Sussex and of the Nation at large, whatever of the English historical architectural and construction heritage may exist in and around the area of benefit aforesaid in the form of buildings or structures or parts thereof of particular beauty or historical, architectural or constructional interest, or ancient monuments and to promote compatible regeneration and development in the area of benefit and the study and appreciation of the said historical architectural and

constructional heritage and to make the information obtained available to the general public; to raise the standards of maintenance, appearance and preservation of buildings and their surroundings in the Borough of Hastings; to work with the townspeople, involving them in the process of conservation, regeneration and development and to bring together all those concerned about urban conservation in Hastings with those with the will, ability and skill to achieve results; and in furtherance of that object but not otherwise to do all or any of the following things :

- (e) Undertake any other charitable purpose in the area of benefit or for those living or working in the area of benefit

4. **Statement of Intention**

The Company must remain non-party in politics and non-sectarian in religion. It must not discriminate on the grounds of sex, race, religious or political beliefs or other opinion

5. **What the Company may do**

5.1 The Company may do anything lawful that may be necessary in order to promote its Objects, including the use of the following powers :

- (a) Provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises which the Company may need for its Objects
- (b) Employ any pay any employees, officers, servants and professional or other advisers so long as no member of the Management Committee is so employed
- (c) Raise funds and invite and receive contributions from anyone through subscriptions or in any other way. But the Company must not undertake any permanent trading activities to raise funds

- (d) Buy, take on lease, hire or acquire any land or property of any sort
- (e) Construct, alter and maintain any building or structures or parts thereof
- (f) Accept any gift of property or other things
- (g) Print and publish anything
- (h) Sell, let, mortgage or dispose of any of its property or assets, subject to any consents that the law may require
- (i) Borrow and raise money on any terms and using any security subject to any legally required consents
- (j) Apply for, seek, obtain and accept government or other grants
- (k) Invest any money that the Company does not immediately need in any investments, securities or properties
- (l) Undertake and make any trust or any agency business which may promote the Company's Objects
- (m) Make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their wives, husbands and other dependants
- (n) To carry on trade insofar as either the trade is exercised in the course of the actual carrying out of the primary objects of the Company or the trade is temporary and ancillary to the carrying out of the objects aforesaid and to incorporate any wholly-owned company to carry on such trade
- (o) Establish and support, and help to establish and support, any other charitable associations formed for all or any of the Company's Objects

- (p) Join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own
- (q) Purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, societies or associations with which the Company is authorised to join, and perform any of their engagements
- (r) Transfer any of the Company's property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which the Company is authorised to join
- (s) Open and operate banking accounts and other banking facilities in its name
- (t) Enter into any arrangements with any governments, government departments, local authorities, other authorities or any person company or association necessary to promote any of the Company's Objects

6. Restrictions on what the Company can do

- 6.1 If the Company takes or holds any property which may be subject to any trusts, it may only deal with or invest the property in accordance with the law governing such trust
- 6.2 The Company's Objects must not extend to the regulation of relations between workers and employers, other than the Company's workers, or between organisations of workers and organisations of employers
- 6.3 If the Company takes or holds any property which is subject to the jurisdiction of the Charity Commissioners for England and Wales, it must not sell, mortgage, charge or lease the property without any authority, approval or consent required by law. The Management Committee of the Company is chargeable for property that comes into their hands. They are answerable and accountable for their acts, receipts, neglects,

defaults and proper administration of the property as they would have been if the Company had not been formed into a company. The formation of the Company into a company does not affect any control or authority that the Chancery Division or the Charity Commissioners can exercise over the Management Committee. Concerning the property, the members of the Management Committee are subject jointly and separately to that same control or authority as if the Company had not been formed into a company

- 6.4 The income and property of the Company must be applied solely towards promoting its Objects. None of it may be paid or transferred directly or indirectly to members of the Company in any way except as shown below under "Allowed Payments"

7. Allowed Payments

7.1 The Company may pay :

- (a) Reasonable and proper payment to any officer or servant of the Company who is not a member of its Management Committee for any services to the Company
- (b) Interest on money lent by any member of the Company or its Management Committee. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is greater
- (c) Out-of-pocket expenses to any member of the Management Committee
- (d) Reasonable and proper payment to a company of which a member of the Company or its Management Committee may be a member and hold not more than a hundredth of the capital

8. Alterations to this Memorandum

- 8.1 No alterations to this Memorandum may be made which would cause the Company to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution. For a special resolution to be valid,

21 clear days' notice of it must be given, and 75% of those voting must be in favour of it

8.2 The only alterations permitted are those that enable the Company to do things set out in The Companies Acts 1985 and 1989 as amended or substituted. The Charity Commission and the Companies Registrar must be informed of alterations

9. Limited Liability

The liability of the members is limited

10. Guarantee by Members of the Company

Every member of the Company agrees to contribute to the Company £1 or any smaller amount required if :

- (a) The Company is wound-up while he or she is a member or within a year afterwards; and
- (b) The Company has debts and liabilities which it cannot meet out of its assets

11. Winding-up of the Company

11.1 If the Company is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of the Company. Instead it must be given or transferred to some other charitable institution or institutions. This other institution must have similar Objects to those of the Company and must prohibit the distribution of its income and property among its members to an extent at least as great as shown in Clause 6

11.2 The institutions will be chosen by the members of the Company at or before the time when the Company is wound-up or dissolved

Subscribers

We, the people whose names, addresses and descriptions are written below, wish to form into a company with this Memorandum of Association

Names, addresses and occupations of subscribers

A.S. 011

Anne Scott, 2 Woodside, Pett Road,
Pett, Hastings, East Sussex. TN35 4HJ
Shopkeeper.

Donald Arthur Richardson

Donald Arthur Richardson, 8 Barnfield
Close, Hastings, East Sussex. TN34 1TS
Retired.

Dated this 4th day of June 1990

Witness to the above signatures *Catherine Griffin*

Witness Catherine Elizabeth Griffin

Address The Lilacs, 33 Fairlight Road, Ore,
Hastings, East Sussex. TN35 5ED

Occupation Administrator.

THE COMPANIES ACTS 1985 AND 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
HASTINGS TRUST

(amended by Special Resolution passed 4th March 1991
and Special Resolution passed 27th July 1997)

1. Meaning of Words

1.1 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:

1.2 Words	Meanings
Act	The Companies Acts 1985 and 1989 as amended by subsequent Acts or substituted
The Company	Hastings Trust
The Articles	These Articles of Association and the regulations of the Company
The Management Committee	The management committee of the company
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly

one and partly another,
and other ways of showing
and reproducing words in
a visible form

- 1.3 Words in the singular include the plural and vice versa.
- 1.4 The words "person" or "people" include corporations.
- 1.5 Apart from the words defined above, any words or expression defined in the Acts or any change to the Acts in force when these Articles become binding on the Company will have the same meanings in these Articles, provided they are consistent with the subject or context.
- 1.6 Headings are not part of the Memorandum or Articles.

2. **The Constitution of the Company; Rights of Inspection by Members**

- 2.1 The Company is established for the Objects shown in the Memorandum of Association.
- 2.2 A copy of the Memorandum and Articles and any rules the Management Committee make must be available for inspection at the Office during normal opening hours. Any member must be given a copy of these on payment of a reasonable fee fixed by the Management Committee.

3. **Register of Members**

- 3.1 The Company must keep at the Office a register of members showing their name, address and date of membership.
- 3.2 On signing this register, people qualifying for membership under these Articles become members.
- 3.3 The register is available for inspection during normal opening hours.

4. **Membership**

4.1 Membership is open to the following
irrespective of political party, nationality,
religious opinion, sex, race or colour :

4.2 Individual Members

(a) The Subscribers

(b) Anyone aged 18 or over living in the
Borough of Hastings and the District of
Rother and anyone else that the Management
Committee decides to admit to membership.

4.3 Group Members

Group Members are the organisations whom the
Management Committee decides to admit to
membership.

4.4 When a Group becomes a member it must give a
copy of its constitution (if any) to the
Secretary.

4.5 Each Group Member has the right to appoint one
representative. At any time by giving notice in
writing to the Secretary, the Group Member can
cancel the appointment of its representative and
appoint another instead. The Group Member must
confirm the name of its representative every
year. The representative has the right to attend
and to vote at general meetings of the Company
for the object only of selecting Group Members
of the Management Committee.

4.6 Group Members stop being members in the same way
as Full Members stop being members (see Article
6.)

5. No transfer of Membership

5.1 None of the rights of any member of the Company
may be transferred or transmitted to any other
person.

6. Ending of Membership

6.1 A member stops being a member of the Company if:

- (a) the member resigns from membership by giving notice in writing to the Company :
- (b) an individual stops living in Hastings or Rother or in the case of a Group Member ceases to have any connection with the area
- (c) membership is ended under Article 7;
- (d) the member's subscription (if any) remains unpaid six months after it is due and the Management Committee resolves to end that person's membership.

6.2 However, the Management Committee may make a resolution allowing anyone no longer eligible for membership to remain a member until the resolution is reversed by the Management Committee or at a general meeting.

7. Removal from Membership

- 7.1 The Management Committee may suspend the rights of any member by giving him or her notice in writing of the suspension.
- 7.2 Within 28 days of receiving that notice the member can send or give an appeal in writing to the Office against the suspension. If no appeal is received, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the next meeting of the Management Committee. The member has the right to be heard at the meeting. The meeting must either confirm the suspension, in which case the person is out of membership, or lift the suspension.

8. General Meetings

- 8.1 Each year, the Company must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it. An annual general meeting must be held within six months of the end of the financial year".

9. **Extraordinary General Meetings**

9.1 All general meetings except annual general meetings are called extraordinary general meetings.

10. **Calling of Extraordinary General Meetings**

10.1 The Management Committee may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if three members or 10% of the members of the Company request it whichever is the greater.

11. **Notice of Meetings**

11.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 clear days' notice in writing. Other meetings of the Company must be called by giving at least 14 clear days' notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it.

11.2 However, even if shorter notice is given than that shown in Article 11.1, the meeting will be treated as having been correctly called if it is so agreed

(a) in the case of an annual general meeting, by all the members entitled to attend and vote at it;

(b) in the case of any other meeting, by a majority of the members who have a right to attend and vote. But this majority must represent at least 95% of the total membership of the Company members who have voting rights.

PROCEDURES AT GENERAL MEETINGS

12. **Ordinary and Special Business**

12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as

special except the consideration of accounts and balance sheets, the reports of the members of the Management Committee and Auditors, the election of members of the Management Committee in place of those retiring, the appointment of Auditors, and the fixing of the payments to the Auditors.

13. Quorum

- 13.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is 12 unless shown differently below.

14. Adjournment if no Quorum

- 14.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in another way, the meeting must be adjourned to the same day in the next week at the same time and place, or to another day, time and place as the Management Committee may decide.
- 14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

15. Chairperson

- 15.1 The Chairperson or Vice-Chairperson (if any) of the Management Committee must preside as Chairperson at every general meeting of the Company. If there is no Chairperson, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, the members of the Management Committee present must elect one of their number to be Chairperson of the meeting.

16. Election of Chairperson by Members

- 16.1 If at any meeting no member of the Management Committee is willing to act as Chairperson or if no member of the Management Committee is present within 15 minutes after the appointed starting

time, the members present must choose one of their number to be Chairperson of the meeting.

17. Adjournment of the Meeting

17.1 The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

17.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

18. Voting on Resolutions

18.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or when the result of the show of hands is declared). A poll can be demanded by the Chairperson or at least two members who are present.

19. Declaration of Chairperson is Final

19.1 Unless a poll is demanded, the Chairperson's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

19.2 The demand for a poll may be withdrawn.

20. When a poll is taken

20.1 A poll must be taken immediately, if it is correctly demanded to elect a Chairperson or to decide upon an adjournment. Polls about other things will be taken whenever the Chairperson says so. Business which is not the subject of a

poll may be dealt with before or during the poll.

20.2 The Chairperson will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

21. One member, one vote

21.1 Every member has one vote including the Chairperson. If the votes are level, the Chairperson has a casting vote.

22. Written Agreement to Resolution

22.1 Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid :

(a) it must be in writing;

(b) it must be signed by all those members (or their duly authorised representatives) entitled to receive notice to attend general meetings.

23. Payment of reasonable expenses to members of the Management Committee

23.1 The members of the Management Committee may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Company.

POWERS AND DUTIES OF MEMBERS OF THE MANAGEMENT COMMITTEE

24. Management by Members of the Management Committee

24.1 The business of the Company is managed by the members of the Management Committee. They may pay all the expenses of promoting and registering the Company. They may use all powers of the Company which are not, by the Act or by these Articles, required to be used by a general meeting of the Company. But the members of the Management Committee are at all times governed first by the Act, second by the Memorandum and Articles, and third by any regulations that a general meeting may

prescribe.

- 24.2 General meetings cannot make a regulation that overrides the Memorandum and Articles. Nor can they make one which invalidates any prior act of the members of the Management Committee which would otherwise have been valid.

25. Powers of the Management Committee

- 25.1 Members of the Management Committee may use all the powers of the company to :

- (a) borrow money;
- (b) mortgage or charge its property or any part of it;
- (c) issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Company or any charitable third party.

- 25.2 Any borrowings greater than £500 must first be agreed by two thirds of those members of the Management Committee who are present and vote.

26. Payment of Subscriptions

- 26.1 All members must pay the subscriptions that the Management Committee may decide from time to time.

27. Cheques and Bills etc

- 27.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Management Committee decides from time to time and cheques shall be signed by two Management Committee members unless the Management Committee otherwise decides

28. Indemnity of Members of the Management Committee

- 28.1 In the management of the affairs of the Company no Director shall be liable for any loss to the property of the Company arising by reason of

improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other Director hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any Director hereof or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the Director who is sought to be made liable

- 28.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment was given in his favour 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 Company and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto

29. The Keeping of Minutes

- 29.1 The Management Committee must have minutes entered in the minute books :
- (a) of all appointments of officers by the Management Committee
 - (b) of the names of the members of the Management Committee present at each of its meetings and of any committee of the members of the Management Committee;
 - (c) of all resolutions and proceedings at all meetings of:
 - (i) The Company
 - (ii) the members of the Management Committee

(iii) committees of members of the Management Committee.

29.2 All members of the management Committee present at the kinds of meetings mentioned in (i) and (ii) must sign their name in the book to be kept for that purpose.

30. The Make-up of the Management Committee

30.1 The first Management Committee consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Company is formed. They hold office until the first annual general meeting. After that, the Management Committee consists of up to:

- (a) not more than six representatives of Full Members to be elected from among and by the Full Members at the annual general meeting
- (b) not more than six representatives of Group Members to be elected from among and by the Group representatives at the annual general meeting
- (c) one representative of Hastings Borough Council or its successors in title who need not be a Council member
- (d) one representative of East Sussex County Council or its successors in title who need not be a Council member

30.2 If there are fewer than six Group Members, members of the Company may elect extra representatives from among themselves at the annual general meeting until more Groups are formed and more Group representatives are elected.

31. Retirement of Members of the Management Committee

31.1 At each annual general meeting half the members of the Management Committee with the longest service since the last election must retire. But all are eligible for re-election. At the first

annual general meeting the half to retire shall be elected by drawing lots.

32. Change in Make-up and Number of the Management Committee

32.1 The make-up and number of the Management Committee may be varied. Variation can only be by resolution approved by two-thirds of the Management Committee and ratified at a general meeting by a majority vote of the members present at the meeting.

33. Notification of Change of Members of the Management Committee to the Registrar of Companies

33.1 All appointments, retirements or removals of directors must be notified to the Registrar of Companies.

34. Co-option of Members of the Management Committee

34.1 The Management Committee can appoint anyone to fill a vacancy in the membership of the Management Committee or can co-opt additional voting members of the Management Committee. But no more than five extra members may be co-opted. They will hold office until the next annual general meeting. They will be eligible for re-election.

35. Ending of Management Committee Membership

35.1 A member of the Management Committee must cease to be a member if he or she :

- a) is employed by the Company or holds any office or profit under the Company; or
- b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- c) becomes barred from membership of the Management Committee because of any order made under the Act; or
- d) becomes of unsound mind; or
- e) resigns the office by notice in writing to

the Company; or

f) is directly or indirectly involved in any contract with the Company and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interest in the contract; or

g) is removed from office.

36. Removal of a Member of the Management Committee by a General Meeting

36.1 A general meeting of the Company may remove any member of the Management Committee before the end of his or her period of office whatever the rest of these Articles or any agreement between the Company and the member may say.

36.2 Removal can take place only by the Company passing an ordinary resolution saying so. At least 28 days' notice must be given to the Company and at least 21 days' notice to the membership (see Section 142 of the Act). Once the Company receives such notice it must immediately send a copy to the member of the Management Committee concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the member may require it to be read to the meeting.

37. Removal of a Member of the Management Committee by the Management Committee

37.1 If a member of the Management Committee fails to attend three consecutive meetings of the Management Committee or to attend six meetings in any twelve-month period, the Management Committee may resolve that he or she be removed from the Management Committee. The member must be given at least 7 days' notice in writing of the resolution.

MEETINGS OF THE MANAGEMENT COMMITTEE

38. Meetings of Members of the Management Committee

- 38.1 The members of the Management Committee may meet, adjourn and run their meetings as they wish, subject to the rest of these Articles.
- 38.2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chairperson. If the votes are equal, the Chairperson has a casting vote.
- 38.3 Three members of the Management Committee may, and the Secretary if requested by three members of the Management Committee must, summon a meeting of the members of the Management Committee.
- 38.4 Notice of a meeting need not be given to any member of the Management Committee who is out of the United Kingdom.

39. Officers of the Management Committee

- 39.1 The Management Committee must elect a Chairperson, Secretary, Treasurer and any other officers that it wishes.

40. Notice of Management Committee Meetings to Employees

- 40.1 The Company's employees are entitled to the same notice as the members of the Management Committee of any meeting of the Management Committee. They are entitled to attend it and speak at it subject to the rules shown in Article 41.

41. Meetings Open

- 41.1 Meetings of the Management Committee must normally be open to members of the Company or those who have business with the Management Committee. But these non-members of the Management Committee can only speak by permission of the Management Committee. They may not vote. If they wish to raise a matter they should apply to the Chairperson before the meeting.

41.2 The Management Committee can exclude any non-members of the Management Committee for any parts of the business that they decide should be discussed in private.

42. Quorum of the Management Committee

42.1 A general meeting of the Company must fix the quorum necessary for business to be done at a Management Committee meeting. The quorum must be at least a third of the membership of the Management Committee.

43. Vacancies on the Management Committee

43.1 The remaining members of the Management Committee may act despite any vacancy on the committee. But if their number falls below the quorum fixed under Article 42, they may act only to summon a general meeting of the Company.

44. Keeping Minutes of Management Committee Meetings

44.1 The Management Committee must have minutes entered into the minute book for all proceedings of all meetings of the Company, its Management Committee or any sub-committee.

45. A Resolution may be Approved by Signature Without a Meeting

45.1 A resolution in writing signed by all the members of the Management Committee or any sub-committee is as valid as if it had been passed at a properly held meeting of the Management Committee or sub-committee.

46. Validity of Acts Done at Meetings

46.1 It may be discovered that there was some defect in the appointment of a member of the Management Committee or someone acting as a member or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the Management Committee is as valid as if there were no defects of disqualification.

valid as if there were no defects of disqualification.

SUB-COMMITTEES

47. Delegation of Management Committee Powers to Sub-Committees

- 47.1 The Management Committee may delegate the administration of any of its powers to Committees consisting of one or more of its members. A sub-committee must conform to any regulations that the Management Committee imposes on it.
- 47.2 The members of the Management Committee on the sub-committee may (unless the Management Committee directs otherwise) co-opt any person or people to serve on the sub-committee.
- 47.3 All acts and proceedings of the sub-committee must be reported to the Management Committee as soon as possible.

48. Chairperson of Sub-Committees

- 48.1 A sub-committee may elect a Chairperson and Vice-Chairperson of its meetings if the Management Committee does not nominate one.
- 48.2 If at any meeting the sub-committee's Chairperson is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be Chairperson of the meeting.

49. Meetings of Sub-Committees

- 49.1 A sub-committee may meet and adjourn whenever it chooses.
- 49.2 Questions at the meeting must be decided by a majority of votes of the members present.
- 49.3 The sub-committee must have minutes entered in minute books. Copies of these minutes must be given to all members of the Management Committee.

COMPANY SECRETARY

the Company Secretary. They decide his or her period of office, pay and conditions of service. They may also remove the Company Secretary. Any Company Secretary who is paid may not also be a member of the Management Committee

51. Actions of Directors and Company Secretary

51.1 The Act says that some actions must be taken both by a member of the Management Committee (a Director) and by the Company Secretary. If one person is both a member of the Management Committee and the Company Secretary, it is not enough for him or her to do the action first as a Management Committee member and then as Company Secretary.

52. The Seal

- 52.1 The Management Committee must provide safe custody of the Seal.
- 52.2 The Seal may only be used as the authority of the Management Committee or of a sub-committee authorised by the Management Committee to use it.
- 53.3. Everything to which the Seal is affixed must be :
- a) signed by a member of the Management Committee.
 - b) countersigned by the Secretary or by a second member of the Management Committee or by some other people appointed by the Management Committee for that purpose.

ACCOUNTS

53. Proper Accounts must be Kept

- 53.1 The Management Committee must have proper books of accounts kept in accordance with the law. In particular, the books of account must show :
- a) all amounts received and spent by the Company, and for what;
 - b) all sales and purchases by the Company;

c) the assets and liabilities of the Company.

53.2 The books of account must give a true and fair view of the state of the Company's affairs and explain its transactions. Otherwise they are not proper books of account.

54. Books must be Kept at the Office

54.1 The books of account must be kept at the Office or at other places decided by the Management Committee. The books of account must always be open to inspection by members of the Management Committee.

55. Inspection of Books

55.1 The Management Committee must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not on the Management Committee. A member who is not on the Management Committee may only have the right to inspect a book of account or document of the Company if the right is given by law or authorised by the Management Committee or a general meeting.

56. Profit and Loss Account and Balance Sheets

56.1 The Management Committee must, for each accounting reference period, put before a general meeting of the Company :

a) any profit and loss accounts;

b) a report by the Management Committee on the state of the Company in matters required by the law.

56.2 The Management Committee must file with the Company's Registrar the annual returns that are required.

57. Copies for Members

57.1 Certain documents must be sent to members of the Company at least 21 days before the date of the general meeting. These documents are :

- a) a copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before the Company at the general meeting.
- b) a copy of the Auditors' report.

57.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Company does not know.

58. Appointment of Auditors

58.1 Properly qualified auditors must be appointed. Their duties are regulated by the law. At least once a year the Auditors must examine the books of account and the correctness of the income and expenditure account and balance sheet.

59. Service of Notices

59.1 The Company may give notice to any member either personally or by sending it by ordinary post to him or her or to his or her registered address. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Company for that purpose. If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice by recorded delivery. The notice will be treated as having been received 48 hours after the envelope containing it was posted.

60. Accidental Omission of Notice

60.1 Sometimes a person entitled to receive a notice of a meeting does not get it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.

61. Who is Entitled to Notice of General Meetings

61.1 Notice of every general meeting must be given to:

- a) every User Group Member and Full Member (except those members who lack a registered address within the United Kingdom and have not given the Company an address for notices within the United Kingdom;
- b) the Auditors of the Company;
- c) the employees of the Company;
- d) all those entitled to nominate a member to the Management Committee

61.2 No-one else is entitled to receive notice of general meetings.

62. Alteration of the Articles

62.1 The Company may alter these Articles only if :

- a) the resolution is passed by the Management Committee and
- b) a special resolution on 21 days' notice in writing is passed by a three-quarters' majority at a general meeting

62.2 Any alteration must be notified to the Registrar of Companies and the Charity Commission.

63. Dissolution of the Company

63.1 The Management Committee or a general meeting may decide at any time to dissolve the Company. The Company may then call a meeting of all members and those entitled to notice of general meetings.

63.2 Any surplus must be used in accordance with Clause 7 of the Memorandum of Association.

NAMES ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

AScott

Anne Scott, 2 Woodside, Pett, Pett Road
Hastings, East Sussex. TN35 4HR

Shopkeeper.

Donald Arthur Richardson

Donald Arthur Richardson, 8 Barnfield
Close, Hastings, East Sussex. TN34 1

Retired.

Dated this 4th day of June 1990

Witness to the above signatures :

Catherine Griffin

Name Catherine Elizabeth Griffin

Address The Lilacs, 33 Fairlight Road, Ore,
Hastings, East Sussex. TN35 5ED

Occupation Administrator.

I certify this is a true copy of the Memorandum and new Articles of Association of Hastings Trust.

Signed.....



Stephen Hinton
21 Wrotham Close
Hastings
East Sussex
TN34 2RP

Chairman/Non Executive Director.

Date:.....

15th April 1998

