

COMPANY NUMBER: 6905541

THE COMPANIES ACT 2006

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

NEW ARTICLES OF ASSOCIATION OF:

BERKSHIRE GARDENS TRUST

AS ADOPTED BY RESOLUTION OF THE MEMBERS ON 12 JULY 2012

GENERAL

1.1 In these Articles and in the Memorandum of Association of the Trust, if not inconsistent with the subject or context, the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column:

<u>WORDS</u>	<u>MEANINGS</u>
the Act	the Companies Act 2006 and as further modified by statute or re-enacted from time to time
these Articles	these Articles of Association, and the regulations of the Trust from time to time in force
the Chairman	the chairman of the Trust
the Commission	the Charity Commissioners for England and Wales
the Trust	the Berkshire Gardens Trust registered in England as a company limited by guarantee and not having a share capital number 6905541
the Trustees	the directors for the time being of the Trust as defined by Section 177 of the Charities Act 2011
Member	a member of the Trust
Membership	membership in accordance with these Articles
the Office	the registered office of the Trust which shall be situated in England
Rules	the rules and bye laws of the Trust
the Seal	the Common Seal of the Trust
the Secretary	the secretary of the Trust
the United Kingdom	Great Britain and Northern Ireland
in writing	written, electronic, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

- 1.2 Words importing the singular number only shall include the plural number, and vice versa.
- 1.3 Words importing the masculine gender only shall include the feminine gender.
- 1.4 Words importing persons shall include corporations.
- 1.5 Subject as aforesaid, any words or expressions defined in the Act at the date on which these Articles become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

OBJECTS

2. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. For the purposes of the Act the maximum number of Members is declared to be unlimited.
4. The provisions of section 113 of the Act shall be observed by the Trust and every Member shall sign a written consent to become a Member.
5. The subscribers to the Memorandum of Association of the Trust, the Trustees and such other persons as are admitted to Membership shall be Members. No person shall be admitted a Member unless he is approved by the Trustees. Every person who wishes to become a Member shall deliver to the Trust an application for Membership in such form as the Trustees require executed by him. The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Trust to refuse the application. The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision. The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
6. A Member may at any time withdraw from the Trust by giving at least seven clear days' notice to the Trust unless, after the resignation, there would be fewer than two members. Membership shall not be transferable and shall cease on death or if the member is an organisation, when it ceases to exist.
7. Every corporation and unincorporated association which is admitted to Membership may exercise such powers as are prescribed by section 323 of the Act.

8. Membership of the Trust shall be subject to the Member's payment of an annual membership fee as set out in the Rules in accordance with the provisions of Article 79 and within the time specified in the Rules. A Member who has failed to pay the said membership fee within the specified time shall cease to be a Member and shall have his name erased from the register of Members.
- 9.1 If in the reasonable opinion of the Trustees a Member's actions or behaviour disrupts the smooth running of the Trust or is likely to bring the reputation of the Trust into disrepute, the Trustees shall give notice to the said Member of their intention to terminate his Membership, setting out the grounds for their decision.
- 9.2 Within 14 days of receipt of notice served on a Member under the provisions of Article 9.1, the Member shall have the right to make written representations to the Trustees. Within 14 days of receipt of such written representations, the decision of the Trustees, which shall be final, shall be notified in writing to the Member.

GENERAL MEETINGS

10. The Trust shall hold a general meeting in every calendar year as its annual general meeting at such time (not being more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the Trustees, and shall specify the meeting as such in the notices calling it.
11. The annual general meeting shall be held for the following purposes:
 - 11.1 to receive from the Trustees a full statement of account, pursuant to Article 66;
 - 11.2 to receive from the Trustees a report of the activities of the Trust since the previous annual general meeting;
 - 11.3 to allow the present Trustees to stand down from office;
 - 11.4 to elect Trustees pursuant to Article 32;
 - 11.5 to appoint the Trust's auditors; and
 - 11.6 to transact such other business as may be brought before it.
12. The Secretary shall, on an order of the Trustees or at the written request of not less than one tenth of the Members, convene a general meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Chairman who shall authorise the holding of a general meeting within 28 days of the receipt of such order or request.
13. There shall be given at least 14 days' notice in writing of every annual general meeting and of every general meeting (exclusive in every case both of the day on which such

notice is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Trust.

14. A general meeting may be called by shorter notice if it is so agreed:
 - 14.1 in the case of an annual general meeting, by all the Members entitled to attend and vote; and
 - 14.2 in the case of a general meeting, by a majority in number of Members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.
15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business transacted at a general meeting, and all that is transacted at an annual general meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the Trust's auditors, the election of Trustees in the place of those retiring, and the appointment of the auditors and the fixing of their remuneration shall be deemed special business.
17. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 10 Members or one tenth of the Membership (whichever shall be the greater) present in person shall be a quorum.
18. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
19. The Chairman shall preside as chairman at every general meeting, but if the Chairman shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the vice-chairman (if there is one) shall preside as chairman at that meeting, or, in his absence, the Members present shall choose some other Trustee to preside or if no Trustee be present, or if all the Trustees present

decline to take the chair, the Members shall choose some Member who is present to preside.

20. The chairman of the meeting may, with the consent of any meeting of the Members at which a quorum is present, (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 21.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by Members present in person and entitled to vote and, unless a poll is, before or upon the declaration of the result by the show of hands, demanded by the chairman of the meeting or by at least a third of the Members present in person or by proxy, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the 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.
- 21.2 Subject to the provisions of Article 21.3, 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.
- 21.3 No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
- 22.1 The chairman of the meeting may vote on all matters.
- 22.2 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

23. Every Member shall be entitled to attend general meetings and cast one vote.
24. No Member shall be entitled to vote at any general meeting or any adjourned meeting if he or she owes any money to the Trust.

25. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
26. Every Member may appoint a proxy to vote in his place at general meetings. Such persons having a proxy vote should hold a letter signed by the appointor giving permission of proxy, and should inform the Secretary prior to the commencement of the meeting that they have a proxy vote.
27. Subject to the provisions of sections 281 and 288 of the Act a resolution in writing executed by or on behalf a majority of the Members who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present or by a majority of 75% of such Members for a special resolution shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members and if described as a special resolution it shall have effect accordingly.
- 28.1 Any organisation that is a Member of the Trust may nominate any person to act as its representative at any meeting of the Trust.
- 28.2 The organisation must give written notice to the Trust of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Trust. The nominee may continue to represent the organisation until written notice to the contrary is received by the Trust.
- 28.3 Any notice given to the Trust will be conclusive evidence that the nominee is entitled to represent the organisation or that his authority has been revoked. The Trust shall not be required to consider whether the nominee has been properly appointed by the organisation.

TRUSTEES

29. A Trustee must be a natural person aged 18 years or older.
30. No one may be appointed a Trustee if he would be disqualified from acting under the provisions of Article 41.
31. The number of Trustees shall be not less than five until varied by ordinary resolution of the Trust in general meeting and shall be subject to a maximum of twelve Trustees.
32. The Trustees shall be elected by the Trust at the annual general meeting.
33. A Trustee may not appoint an alternate director or anyone to act on his behalf at meetings of the Trustees.

34. Subject to Articles 35 and 37 a Trustee shall hold office until the third annual general meeting following his appointment or re-appointment at an annual general meeting when he shall retire from office. A retiring Trustee shall be eligible for re-election.
35. No person shall be eligible for election unless his nomination, made by one Member and seconded by one other Member, has been received by the Secretary at least seven clear days before the meeting. If no nominations for a particular vacancy are so received, nominations made for that vacancy at the meeting shall be valid provided the nominee has agreed to accept office. Any Member shall be entitled to submit nominations. In the event of two or more persons being nominated for any one office, or of opposition to a nomination by any Member present, there shall be a vote by ballot of all Members present.
36. At an annual general meeting any resolutions to appoint or re-appoint Trustees shall be split into a separate resolution per Trustee, and not taken 'en bloc'.
37. The Trustees shall have power at any time to appoint any person to be a Trustee, either to fill a casual vacancy or as an addition to the existing Trustees, except that the total number of Trustees shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Trustee so appointed shall hold office only until the next following annual general meeting and shall then be eligible for election.
38. Subject to Article 35, the Trust shall at the annual general meeting fill up the vacated office of each retiring Trustee to the extent necessary to ensure that there is the minimum permitted number of Trustees by electing a person thereto, unless at the annual general meeting at which any Trustee retire it shall be determined to reduce the number of Trustees.
39. If, at any meeting at which the results of an election of Trustees ought to be announced, the places of the retiring Trustees, or some of them, are not filled up, the retiring Trustees or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of Trustees.
40. In addition and without prejudice to the provisions of section 303 of the Act, the Trust may by ordinary resolution remove any Trustee before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the Trustee in whose place he is appointed would have held the same if he had not been removed.

DISQUALIFICATION OF TRUSTEES

41. The office of a Trustee shall be vacated:
 - (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

- (b) if he becomes of unsound mind or dies;
 - (c) if by notice in writing to the Trustees he resigns his office (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
 - (d) if he becomes prohibited from holding office by reason of any court order made under the Act or is prohibited by law from being a director;
 - (e) if he is removed from office by an ordinary resolution of the Members duly passed pursuant to section 168 of the Act;
 - (f) if he is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
 - (g) if he ceases to be a member of the Trust.
42. If the Trustees so resolve, any Trustee who shall, without sufficient reason, absent himself from three consecutive meetings of the Trustees will be removed from his position as Trustee, and the remaining Trustees shall be entitled to appoint another Trustee in his place pursuant to Article 37.

POWERS OF THE TRUSTEES

43. The business of the Trust shall be managed by the Trustees who may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, including, without prejudice to the generality of the foregoing, the power to borrow, and as are not by the Act or by these Articles required to be exercised or done by the Trust in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in general meeting, but no regulation made by the Trust in general meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made.
44. The Trustees may act notwithstanding any vacancy in their body.
45. If the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as Trustees for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or summoning a general meeting, but not for any other purpose.

46. The Trustees must not be paid any remuneration but shall be entitled to reimbursement for any reasonable out-of-pocket expenses reasonably incurred in carrying out any business of the Trust.

PROCEEDINGS OF THE TRUSTEES

- 47.1 The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least one such meeting shall be held in each year.
- 47.2 Voting on any issue shall be by show of hands unless any Trustee present shall demand a ballot and decisions taken by vote and by postal ballot shall be determined by a majority of those present and/or voting. Each Trustee shall be entitled to one vote, with the exception of the chairman who shall not be entitled to vote. In the case of an equality of votes, however, the chairman shall have a casting vote.
48. A Trustee, and the Secretary at the request of a Trustee, shall at any time summon a meeting of the Trustees by notice served upon the Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
49. Preceding the annual general meeting in each year (and at any other time if there shall be no Chairman appointed) the Trustees shall appoint one of their number to be the Chairman of the Board of Trustees who shall hold office as such from the end of that Annual General Meeting until the end of the next annual general meeting. A retiring Chairman shall be eligible for re-election to the same office. The Chairman shall preside as chairman at all meetings of the Trustees at which he shall be present, but if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the meeting or is not willing to preside the Trustees present shall choose one of their number to be chairman of the meeting.
50. The Trustees may appoint annually a vice-chairman from among their number who shall hold such office for one year and who shall be eligible for re-election to the same office.
51. Preceding the annual general meeting in each year (and at any other time if there shall be no treasurer appointed) the Trustees shall appoint one of their number to be the treasurer for the Trust who shall hold office as such from the end of that annual general meeting until the end of the next annual general meeting and who shall be eligible for re-election to the same office. The treasurer shall be responsible for book-keeping and drawing up the annual accounts. If there is at any time no treasurer, the Trustees shall at the next following meeting of the Trustees consider the election of one of their number to the office of treasurer.
52. A meeting of the Trustees 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 Trustees generally. The quorum for meetings of the

Trustees or any sub-committee formed pursuant to the provisions of Article 54 shall be not less than half of the number of Trustees for the time being holding office or, in the case of a sub-committee, half of the number of the members of such sub-committee for the time being.

53. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
54. The Trustees may delegate any of their powers to any sub-committee (or "task group") consisting of such of their number and such other persons as they think fit provided that such committee include at least one Trustee, who may or may not be the chairman of that committee as the Trustees may stipulate. They may also create offices for Trustees and delegate to any Trustee holding any such office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Trustees may impose, and either collaterally with, or to the exclusion of, their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Trustees so far as they are capable of applying.
55. Any sub-committee formed pursuant to Article 54 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Trustees. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees. All acts and proceedings of such sub-committees shall be reported in due course to the Trustees.
56. A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Trust and any personal interest (including but not limited to any personal financial interest).
57. All acts bona fide done by any meeting of the Trustees or of any sub-committee, or by any person acting as a Trustee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee 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.
58. Article 57 does not permit a Trustee to keep any benefit that may be conferred upon him by a resolution of the Trustees or of a sub-committee of the Trustees if, but for Article 57, the resolution would have been void, or if the Trustee has not complied with Article 56.
59. The Trustees shall cause proper minutes to be made of all appointments of the Trustees and of the proceedings of all meetings of the Trust and of the Trustees and of

sub-committees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

60. A resolution in writing signed by all the Trustees for the time being or by all the Members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Trustees or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such sub-committee duly convened and constituted. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

SECRETARY

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

SEAL

62. The Seal shall only be used by the authority of the Trustees or of a sub-committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

ACCOUNTS

63. The Trustees shall cause accounting records of the Trust to be kept and filed in accordance with section 386 of the Act and the requirements of the Charities Act 2011 and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
64. Accounting records shall be kept at the Office or, subject to section 388 of the Act, at such other place or places as the Trustees shall think fit and shall always be open to the inspection of the Trustees.
65. The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of Members of the Trust not being officers of the Trust and no such Member (not being such an officer) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Trustees or by the Trust in general meeting.

66. At the annual general meeting in every year the Trustees shall lay before the Trust a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Trustees and the auditors of the Trust, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of section 424 of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

67. 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 appropriately qualified auditor or auditors or, if audit exemption applies under the Act, by an independent examiner appointed by the Trustees.
68. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

69. A notice may be served by the Trust upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members or by giving it using electronic communications to the member's address.
70. Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Trust.
71. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.
72. Any notice, if served by electronic communication, shall be deemed to have been served 48 hours after it was sent and proof that the notice was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

INDEMNITY

73. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor or examiner of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

LIABILITY

74. The liability of the Members is limited.
75. 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 £1.00.

DISSOLUTION

76. Clause 10 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.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

77. The Trustees must comply with the requirements of the Charities Act 2011 with regard to:
- 77.1 The transmission of the statements of account to the Trust;
 - 77.2 The preparation of an annual report and its transmission to the Commission; and
 - 77.3 The preparation of an annual return and its transmission to the Commission.
78. The Trustees must notify the Commission promptly of any changes to the Trust's entry on the Central Register of Charities.

RULES

79. The Trustees may from time to time make Rules, being such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Trust.

79.1 The Rules may regulate the following matters but are not restricted to them:

- a) the admission of members of the Trust (including the admission of organisations to membership) and the rights and privileges of such members and the entrance fees, subscriptions and other fees or payments to be made by members;
- b) the conduct of members of the Trust in relation to one another, and to the Trust's employees and volunteers;
- c) the setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes;
- d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Act or by these Articles; and
- e) generally, all such matters as are commonly the subject matter of company rules.

79.2 The Trust in general meeting has the power to alter, add to or repeal the Rules.

79.3 The Trustees must adopt such means as they think sufficient to bring the Rules to the notice of Members of the Trust.

79.4 The Rules shall be binding on all members of the Trust. Rules shall not be inconsistent with, or shall not affect or repeal anything contained in, the Articles.