

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum
AND
Articles of Association

**Response Community
Projects (Earls Court)**
Limited

Incorporated the 27th day of October 1978
No.1396494
(amended by Special Resolution of 9th August 2004)

KEITH HALL JUVILER & CO
41 Haven Green
Ealing
London W5 2NX

Certified as a
true up to date copy
L. Henning Adams
Company Secretary
9th May 2017

THE COMPANIES ACTS 1948 to 1976

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

Memorandum of Association

OF

**Response Community Projects
(Earls Court) Limited**

1. **The name of the Company (hereinafter called "RESPONSE") will be RESPONSE COMMUNITY PROJECTS (EARLS COURT) LIMITED".**
2. **The Registered Office of RESPONSE will be situated in England.**
3. **The object for which RESPONSE is established are to promote any charitable purpose for the benefit of the community within the area of Earls Court in the Royal Borough of Kensington & Chelsea, and in particular to promote, maintain, improve and advance education and in the interest of Social Welfare to provide and assist in the provision of facilities for recreation or other leisure time occupation with the object of improving the conditions of life of the persons for whom such facilities are primarily intended being person who have need of such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances, provided that, nevertheless, such facilities shall be available to the members of the public at large and in furtherance of the said purposes but not otherwise:-**
 - (A) **To procure and to provide information.**
 - (B) **To procure to be written and print, publish and issue and circulate gratuitously or otherwise sell and deal in any reports or periodicals or books, pamphlets, leaflets or other documents, whether in electronic, facsimile or paper format.**

- (C) To arrange and provide for, join in arranging and providing for, the holding of exhibitions, meetings, lectures and classes.
 - (D) To present, promote, organise, provide, manage and produce, such plays, dramas, comedys, operas, films, broadcasts, concerts, musical pieces, puppet shows, ballets, entertainments and exhibitions, whether on any premises of Response or elsewhere as shall further public education and improve public taste and appreciation of the arts.
 - (E) To protect and preserve and stimulate public interest in the area of the Royal Borough of Kensington & Chelsea and especially Earls Court and to promote high standards of Town Planning and Architecture in the said area and to secure the preservation and conservation, development and improvement, of features of general public amenity for historic and public interest in the said area.
 - (F) To invest the monies of Response 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 of required by law and subject also as hereinafter provided.
4. Response shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-
- (A) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and right or privileges, and to construct, maintain and alter buildings or erections.
 - (B) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of Response.
 - (C) To undertake and execute any charitable trusts which may lawfully be undertaken by Response.
 - (D) To borrow or raise money on such terms and on such security as may be thought fit.
 - (E) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
 - (F) To do all such other lawful things as will further the said objects or any of them.

Provided that:-

- (i) In case Response shall take or hold any property which may be subject to any trusts, Response shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.**
 - (ii) The objects of Response shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers.**
 - (iii) In case Response shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, Response 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 the Council of Management or Government or Governing Body of Response shall be chargeable for 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 Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of Response not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if Response were not incorporated.**
- 5. The income and property of Response shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of Response and no member of its Council of Management or Governing Body shall be appointed to any office of Response paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from Response.**

Provided that nothing herein shall prevent any payment in good faith by Response.

- (A) of reasonable and proper remuneration to any member, officer or servant of Response (not being a member of its Council of Management or Government Body) for any services rendered to Response;**

- B. of interest at a rate not exceeding 6 per cent, per annum on money lent or reasonable and proper rent for premises demised or let by any member of Response or of its Council of Management or Governing Body;**
- C. to any member of its council of Management or governing Body of out-of-pocket expenses;**
- D. to a company of which a member of Response or of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.**
- 6. The liability of the members is limited.**
- 7. Every member of Response undertakes to contribute to the assets of Response 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 Response 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 contributions among themselves, such amount as may be required not exceeding £1.00.**
- 8. True accounts shall be kept of the sums received and expended by Response and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by Response and of the property, credits and liabilities of Response; and, subject to any reasonable restrictions as to the time and manner of inspecting the same, they may be imposed in accordance with the regulations of Response for the time being, such accounts shall be open for the inspection of members. Once at least in every calendar year the account of Response shall be examined in the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors or independent examiner or independent examiners.**
- 9. If upon the winding up or dissolution of Response there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of Response, but shall be given to transferred to some other charitable institution or institutions having objects similar to the objects of Response 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 Response under or by virtue of Clause 5 hereof such institution or institutions to be determined by the members of Response at or**

before the time of dissolution and if and so far as effect cannot be given to such provision then to some charitable object.

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 Description of Subscribers

Richard A. GRAIN

4 Coleherne Road

London SW10

Solicitor

MICHAEL BACH

64 Cottesmore Court

Stamford Park London W8

Civil Servant

PAMELA SALEM 18 Nevern Square Earls Court London SW5

Actress

DATED this 15th day of August 1978

WITNESS to the above Signatures: -

NEIL BARNETT

23 Hereford House

370 Fulham Road

London SW10

Community Worker

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

**Response Community Projects
(Earls Court) Limited**

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 or context:-

WORDS	MEANINGS
The Act	The Companies Act 1948
These Presents	These Articles or Association, and the Regulations of the Association from time to time in force.
Response	The above-named Company.
The Council	The Council of Management for the time being of Response.

The Office	The registered office of Response.
The Seal	The common seal of Response.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or Partly another, and other modes of Representing or reproducing words In a visible form.

And 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 Response shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which Response proposes to be registered is not less than seven, but the Council may from time to time register an increase of members.
3. The provisions of section 110 of the Act shall be observed by Response, and every member of Response shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. Response is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as the Council may admit to membership in accordance with the provisions hereinafter contained shall be members of Response.
6. Every member shall pay £8 per annum in advance from the date of joining by way of subscription, or such sum as shall be determined by the Council of Management from time to time as being a reasonable subscription fee, and shall grant such concessions to full-time students, part-time employees, unemployed and senior citizens as it sees fit.
7. (i) In order to qualify for admission to membership except in the case of Honorary Members, persons must live, study or work within the area of Earls Court.
 - (ii) Every person qualified to be admitted to membership of Response to be proposed and seconded by two members of Response of which one must be a member of the Council.
 - (iii) The Council may admit to membership any other person or persons whom they consider to have its objects without the necessity for such proposal and secondment as aforesaid and such members shall be Special Members.
 - (iv) The Council reserve the right to refuse admission to membership of any person or persons without being required to give their reasons.
 - (v) Any body corporate supporting the objects of Response shall be eligible for admission as a Corporate Member which shall be entitled to appoint one representative and any such representative shall be entitled to exercise on its behalf the same voting and all other rights as individual members and shall by virtue of his appointment as such representative be eligible for election or appointment to any office of Response or to membership of the Council.
 - (vi) No firm or other unincorporated association may as such become a member of Response but if any firm or other unincorporated association which would, if

incorporated have been eligible for membership, should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf. Every person so nominated who is admitted to membership shall have the same rights and be subject to the same incidents and liabilities as any other individual member except that if his nomination is revoked by the body nominating him he shall forthwith cease to be member of Response.

8. (a) Any member who has not paid his or her subscription for any one period of one year in spite of reasonable notice having been given to him or to her of such non-payment by the Treasurer or other duly authorised officer of Response shall automatically be excluded from membership at the end of that period.

(b) Members may resign by notice in writing or may be removed by a majority of those present and voting at a duly convened meeting of the Council PROVIDED ALWAYS that except for non-payment of the subscription as aforesaid no member shall be removed unless:

(i) He has conducted himself in a manner which to the discretion of the Council is prejudicial to the interests of Response of any act or conduct made known to the Council which is evident that he is no longer in sympathy with the aims or objects of Response as set out in the Memorandum or where such conduct is in direct contradiction to such aims and objects PROVIDED FURTHER however that such member shall have had at least twenty eight days notice in writing of the date of the meeting and of the grounds upon which his removal is sought and has had an opportunity of stating his case too and of defending himself before the Council. Each member of the Council shall have had at least twenty eight days notice prior to the meeting that the business of

the day will be or include the question of the removal of a member or members.

9. The Council may delegate any of its powers to an Executive Committee (hereinafter called "the Executive Committee") whose members must be members of Response to be appointed or confirmed by the Council.

10. The Executive Committee shall report upon its activities, obtain instructions and ratification of its decisions at each meeting of Council. The Council may at any of its meetings alter the composition of the Executive Committee in the light of the practical requirements of Response in order to fulfil its aims and objects or may divide the Executive Committee into subcommittees to carry out specific tasks.

GENERAL MEETINGS

11. Response shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as Response holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

13. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

14. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days notice in

Writing at the least of every other General Meeting (exclusive in every case both of the day on which it 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 meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors or Independent Examiners) as are under these presents or under the Act entitles to receive such notices from Response; but with the consent of all the members having he right to attend and vote thereat, or of such proportion of them 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 may think fit. The accidental

15. omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitles to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors or Independent Examiners, the election of the members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors or Independent Examiners.
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 seven members personally present 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, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council 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 (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of Response who shall be present to preside.
20. 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, and from 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 a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an 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. 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 proxy, or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded 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 Response 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.

22. Subject to the provisions of Article 22, 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.

23. No poll shall be demanded on the election of Chairman of a meeting, or on any question of adjournment.

24. 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.

25. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

26. Subject as hereinafter provided, every member shall have one vote.

27. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to Response in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

28. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act.

COUNCIL OF MANAGEMENT

29. Until otherwise determined by a General Meeting, the number of the members of the Council shall not less than seven nor more than eleven.

30. The first members of the Council shall be the subscribers to the Memorandum of Association.

31. The Council may from time to time and at any time appoint any member of Response as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

32. No person who is not a member of Response shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

33. The business of Response shall subject to the provisions of Articles 9 and 10 hereof be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of Response as they think fit, and may exercise all such powers of Response and do on behalf of Response all such acts as may be exercised and done by Response and as are not by statute or by these presents required to be exercised or done by Response in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting Response and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be presented by Response in General Meeting, but no regulations made by Response in General Meeting shall invalidate any prior act of the Council which would have been valid of such regulation had not been made.

34. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of Response filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

35. Each member of the Council of Management must disclose the nature and extent of any interests which conflict or may conflict to a material extent with the interests of Response at the first meeting of the Council of Management at which the matter is considered or as soon as practical after that meeting by notice in writing to the Secretary and he shall not be entitled to vote on any resolution relating to such matter unless the prior authorisation of the Charity Commission for England and Wales or the Court has been obtained. Each member of the Council of Management shall have regard to the Guide of Conflicts of Interest for Charity Trustees, or such similar guidelines, published by the Charity Commission for England and Wales.

SECRETARY

36. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of section 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

37. The seal of Response shall not be affixed to any instrument except by the authority of a resolution of the

Council, and in the presence of at least one member of the Council and of the Secretary, and the said member and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with Response such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. A Register shall be kept of such dealings.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of a member of the Council shall be vacated:-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of Response.
- (D) If by notice in writing to Response he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (G) If he ceases to be a member or representative of a corporate member or of such firm or association as are mentioned in Article 7 (vi) hereof.
- (H) If he shall not attend any of the three consecutive meetings of the Council, he shall, unless the Council otherwise determine, be deemed to have retired as a member of the Council and shall not be eligible to serve as a member of the Council for one year after such retirement.

ROTATION OF MEMBERS OF THE COUNCIL

39. At the second Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

40. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

41. Response may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office 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 vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

42. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present 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 the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that , between the date when the

notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

43. Response may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

44. In addition and without prejudice to the provisions of section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

45. The Council may meet together for the dispatch 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, three 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.

46. A member of the Council may, and . on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

47. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the

Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

48. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

49. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some 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 Council.

50. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of Response and of the Council, the Executive Committee and of any 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.

51. A resolution in writing signed by all the members for the time being of the Council or of the Executive Committee who are entitled to receive notice of a meeting of the Council or of the Executive Committee shall be as valid and effectual as if it had been passed at a

meeting of the Council or of such Committee duly convened and constituted.

ACCOUNTS

52. The Council shall cause proper books of account to be kept with respect to:-

- (A) All sums of money received and expended by Response and the matters in respect of which such receipts and expenditure take place;
- (B) All sales and purchases of goods by Response; and
- (C) The assets and liabilities of Response.

Proper books 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 affairs of Response and to explain its transactions.

53. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

54. The Council 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 Response or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of Response except as conferred by statute or authorised by the Council or by Response in General Meeting.

55. At the Annual General Meeting in every year the Council shall lay before Response a proper income and expenditure account for the period since the last

59. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give Response 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 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 Response.

60. Any notice, which, in accordance with these Articles, may be sent by Response by electronic communication shall, if so sent, be deemed to be received at the expiration of 24 hours after the time it was sent. Proof (in accordance with the formal recommendations of best practice contained in the guidance issued by the UK Institute of Chartered Secretaries and Administrators) that an electronic communication was sent by Response shall be conclusive evidence of such sending. Any notice served by post shall be deemed to have been served on the second Business Day after the time when the prepaid letter containing such notice was posted and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.

61. The accidental failure to send, or the non-receipt by any person entitled to, any notice relating to any meeting or other proceeding shall not invalidate the meeting or other proceeding.

Preceding account (or in the case of the first account since the incorporation of Response made up to a date not more than six months before such meeting, 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 Council and the Auditor or Independent Examiners 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 any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provision of section 158 (1) (C) of the Act, be sent to the Auditors or Independent Examiners and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors or Independent Examiners report shall be open for inspection and be read before the meeting as required.

AUDIT OR INDEPENDENT EXAMINATION

56. Once at least every year the account of Response 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 or Independent Examiner or Examiners.

57. Auditors or Independent Examiners shall be appointed and their duties regulated in accordance with the Companies Act and the Charities Act, the members of the Council being treated as he Directors.

NOTICES

58. A notice may be served by Response upon any member, either by hand, by facsimile, by electronic communication or by sending it by post in a prepaid letter addresses to such member at his registered address as appearing in the register of members.

RICHARD A GRAIN
4 Coleherne Road
London SW10

Solicitor

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DATED this 15th day of August 1978

WITNESS to the above Signatures:-

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Community Worker