

THE COMPANIES ACTS 1985 AND 2006

**Company Limited by Guarantee
and not having a share capital**

ARTICLES OF ASSOCIATION

of

DEVAS CLUB

1 DEFINITIONS AND INTERPRETATION

1.1 In these Articles the following words and expressions shall have the following meanings:

“ Articles”	these Articles of Association of the Charity;
“Board of Trustees”	the board of directors and charity trustees of the Charity for the time being;
“Chairman”	the Chairman of the Charity appointed in accordance with the Articles;
“Charity”	the company known as “Devas Club”;
“Charities Act”	the Charities Act 1993;
“clear days”	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
“the Commission”	the Charity Commission for England and Wales;
“Companies Act”	the Companies Act 1985 including any statutory modification or re-enactment

thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

“connected person”

any spouse, partner, child, brother, sister, grandparent or grandchild of a Trustee, any firm (including a limited liability partnership) of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than one per cent of the share capital;

“custodian”

a person or body who undertakes safe custody of assets or of documents or records relating to them;

“electronic form”

as defined in Section 1168 of the Companies Act 2006;

“financial expert”

an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

“indemnity insurance”

insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

“material benefit”

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

“Member”

a member of the Charity for the time being pursuant to Article 4 and who is a member of the Charity for the purposes of the

	Companies Act;
“nominee company”	a corporate body registered or having an established place of business in England and Wales;
“Objects”	the objects expressed in the Memorandum of Association of the Charity;
“Registered Office”	the registered office of the Charity;
“Regulations”	the regulations of the Charity made by the Board pursuant to Article 26 or any other Article;
“taxable trading”	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
“Trustee”	a director of the Charity for the time being;
“United Kingdom”	Great Britain and Northern Ireland;
“in writing”	written, printed or transmitted in writing, including in electronic form.

1.2 Words importing the singular number shall include the plural number, and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include corporations.

1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act or any statutory modification or re-enactment of the Companies Act in force at the date of the adoption of the Articles.

1.4 Unless the context otherwise requires, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

- 1.5 The provisions of the Memorandum of Association of the Charity to the extent they could have been contained in the Articles shall take effect as though repeated in the Articles.

2 OBJECTS

The Charity is established for the Objects.

3 THE TRUSTEES AND DIRECTORS

The Trustees are charity trustees within the definition of the Charities Act 1993 and also directors of the Charity as the persons having the general control and management of the administration of the Charity.

MEMBERS

- 4 The Trustees for the time being shall be the Members. No persons other than Trustees can be Members Every Member shall sign the register of members of the Charity or otherwise consent in writing to become a Member.

- 5 The rights and privileges of every Member shall be personal to himself, shall not be transferable and shall cease on death or termination of membership under Article 7.

- 6 A register shall be kept at the Registered Office in which shall be entered the name and address of every Member.

TERMINATION OF MEMBERSHIP

- 7 A person shall cease to be a Member if:

7.1 by notice in writing to the Charity at the Registered Office he resigns his membership;

7.2 he ceases to be a Trustee.

- 8 In the event of a person ceasing to be a Member under Article 7 the date of his cessation as a Member shall be entered in the register of members.

POWERS OF THE BOARD OF TRUSTEES

- 9 The business of the Charity shall be managed by the Board of Trustees who may exercise all the powers of the Charity as are not required to be exercised by the Charity in General Meeting. Any such requirement may be imposed either by the provisions of the statutes for the time being in force and affecting the Charity or by

the Articles, but no amendment to the Articles shall invalidate any prior act of the Board of Trustees which would have been valid if that amendment had not been made.

COMPOSITION OF THE BOARD OF TRUSTEES

- 10** The Board of Trustees shall consist (when complete) of:
- 10.1 One Ex-Officio Trustee who shall be The Master for the time being of University College, Oxford
- 10.2 not more than six Co-opted Trustees appointed by a resolution of the Trustees.

TERM OF OFFICE OF TRUSTEES

- 11** A Co-opted Trustee shall hold office for a term of five years from the date of his appointment, at the end of which he shall retire, but shall be eligible for re-appointment for one or more further terms of five years.

CHAIRMAN

- 12** The Board of Trustees shall designate one meeting of the Board of Trustees in each calendar year (an “Annual Board Meeting”) for the appointment or re-appointment of the Chairman.
- 13** The Chairman shall be appointed or re-appointed by a resolution of the Trustees from amongst their number at an Annual Board Meeting and shall take office as from the close of that Annual Board Meeting until the close of the next Annual Board Meeting when he shall retire but be eligible for reappointment if still a Trustee. The Chairman shall vacate office if he ceases to be a Trustee.

PROCEEDINGS OF THE BOARD OF TRUSTEES

- 14** Subject to the provisions of the Articles, the Board of Trustees may regulate their proceedings as they think fit.
- 15** The Chairman or any two Trustees may call a meeting of the Board of Trustees by serving except in the case of an emergency at least four days’ notice on each Trustee, indicating the subject matter. In the case of an emergency, the period of notice shall be at least 24 hours.

- 16** Questions arising at a meeting of the Board of Trustees shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 17** The quorum for the transaction of the business of the Board of Trustees shall be three Trustees.
- 18** The Chairman shall chair all meetings of the Board of Trustees at which he shall be present, but if at any meeting the Chairman is not willing to preside or is not present within ten minutes after the time appointed for holding the meeting, the Trustees present shall elect one of their number to chair the meeting.
- 19** All acts bona fide done by the Board of Trustees or any of its committees, or by any person acting as a Trustee or a member of a committee, shall, despite the later discovery that there was some defect in the appointment or continuance in office of any Trustee or member of any committee or that he was disqualified, be as valid as if every such person had been duly appointed, had duly continued in office and was qualified to be a Trustee or a member of the relevant committee.
- 20** The Board of Trustees shall cause proper minutes to be made of the proceedings of all meetings of the Charity, the Board of Trustees and its committees, and all business transacted at such meetings. Any such minutes, if purporting to be signed by the chair of the meeting or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes.
- 21** The Board of Trustees may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below three Trustees, the Board of Trustees may act only for the purpose of increasing the number of Trustees to that number.
- 22** A resolution in writing of the Board of Trustees or of any of its committees signed or approved in writing by all the Trustees or all the members of the committee entitled to receive notice of a meeting of the Board of Trustees or of its committees shall be as valid and effective as if it had been passed at a meeting of the Board of Trustees or (as the case may be) its committees duly convened and held. Such a resolution may consist of several documents in the same form, each signed or approved in writing by one or more Trustees or members of the committee of the Board of Trustees, as the case may be.

- 23** All or any of the Trustees or members of any committee of the Board of Trustees may participate in a meeting of the Board of Trustees or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chair of the meeting then is.

DELEGATION TO COMMITTEES

- 24** The Board of Trustees may delegate any of its powers or discretions to committees consisting of such persons as the Board of Trustees may think fit. All such committees shall, in the exercise of powers so delegated, conform to terms of reference as agreed by the Board of Trustees or any Regulations. The meetings and proceedings of all committees shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board of Trustees so far as applicable and except where these Articles, any terms of reference or any Regulations otherwise provide. All committees shall fully report their acts and proceedings to the Board of Trustees as soon as is reasonably practicable.

DISQUALIFICATION OF TRUSTEES

- 25** The office of a Trustee shall be vacated if he:
- 25.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 25.2 becomes incapable by reason of mental disorder, illness or injury of managing or administering his property or affairs; or
 - 25.3 resigns his office by written notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect); or
 - 25.4 becomes disqualified by law from acting as the trustee of a charity or as a company director; or
 - 25.5 is removed from office by a resolution of the Charity duly passed pursuant to Section 168 of the Companies Act 2006; or

- 25.6 is directly or indirectly interested in any proposed or actual transaction or arrangement with the Charity and fails to declare the nature and extent of his interest as required by Section 177 of the Companies Act 2006; or
- 25.7 is absent without the permission of the Board of Trustees for three consecutive meetings of the Board of Trustees and the Board of Trustees resolves that his office be vacated.

REGULATIONS

26

- 26.1 The Board of Trustees may from time to time make such regulations as they may think fit and add to, repeal or vary the Regulations. The Regulations may concern the following subjects:
- 26.1.1 the procedure at General Meetings and meetings of the Board and its committees insofar as such procedure is not regulated by the Articles;
 - 26.1.2 any other subjects which the Articles provide may be covered by the Regulations;
 - 26.1.3 generally all such matters as are commonly the subject matter of company rules or bye-laws
- 26.2 All Regulations so made and for the time being in force shall be binding on all Members and the Board of Trustees shall adopt such means as it may think fit to bring the Regulations to the notice of Members.
- 26.3 No provision in the Regulations shall contravene any of the provisions of the Memorandum of Association of the Charity, the Articles or the Companies Act.

PROCEEDINGS AT GENERAL MEETINGS

- 27 No business shall be transacted at any General Meeting of the Charity unless a quorum of Members is present at the time when the meeting proceeds to business. At least three Members entitled to vote upon the business to be transacted and being present in person or by proxy shall be a quorum at any General Meeting.
- 28 If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting, if convened on the requisition of Members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place or to such other day not less than seven and not more than twenty

eight days after the meeting and at the time and place as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting shall be dissolved.

- 29** The Chairman shall preside as the chair at General Meetings, but if the Chairman is not present within ten minutes after the time appointed for holding the meeting and willing to act, the Members present in person or by proxy shall elect one of their number to be chair.
- 30** The chair of any General Meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place.
- 31** When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 32** A resolution put to the vote of a General Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded:
- 32.1 by the chair of the meeting; or
- 32.2 by at least two Members having the right to vote at the meeting; or
- 32.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting
- and a demand by a person as a proxy for a Member shall be the same as a demand by the Member.
- 33** Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority or an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 34** The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 35** A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 36** In the case of an equality of votes, whether on a show of hands or on a poll the chair of the General Meeting shall not be entitled to a casting vote in addition to any other vote he may have.
- 37** No poll shall be demanded on the election of a chair of a meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 38** No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

- 39** On a show of hands every Member present in person or by proxy shall have one vote, unless the proxy is himself a Member entitled to vote, and on a poll every Member present in person or by proxy shall have one vote.
- 40** No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
- 41** The appointment of a proxy shall be in the form prescribed by the Board of Trustees signed by the appointor or his duly authorised attorney or authenticated in such

manner as the Board or Trustees may determine. If a proxy appointment is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the executing person to execute it on the appointor's behalf.

The appointment shall be delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the General Meeting to which it relates.

- 42** A Member who is entitled to attend, speak and vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person. If such a Member attends the General Meeting in person his proxy appointment shall be automatically terminated.
- 43** An appointment of a proxy may be revoked by delivering to the Charity a notice given by or on behalf of the person by whom or on whose behalf the appointment of proxy was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

ACCOUNTS AND REPORTS

- 44** The Board of Trustees shall comply with the requirements of the Companies Act and the Charities Act 1993 as to keeping accounting records, the audit or examination of accounts and the preparation and filing with the Registrar of Companies and the Charity Commission for England and Wales of annual reports, annual accounts and annual returns

BANK ACCOUNT

- 45** Any bank or other account in which any part of the assets of the Charity is deposited shall be under the control of the Board of Trustees and shall indicate the name of the Charity.

INDEMNITY

- 46** , The Charity shall indemnify every Trustee, or other officer or auditor or reporting accountant of the Charity against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006 .

DISSOLUTION

47 Clause 8 of the Memorandum of Association of the Charity relating to the winding up and dissolution of the Charity shall have effect as if its provisions were repeated in the Articles.

NOTICES

48 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Board of Trustees or of any of its committees) shall be in writing to an address for the time being notified for that purpose to the person giving the notice.

49 The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it in electronic form to an address for the time being notified to the Charity by the Member.

50 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators or otherwise in accordance with the Regulations shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of 24 hours after the time it was sent.

51 In Articles 48 and 49 “address” in relation to communications in electronic form includes any number or address used for the purpose of such communications.

NAMES & ADDRESSES OF SUBSCRIBERS SUBSCRIBERS' SIGNATURES

Name Dr Paul Flather

Address 229 Woodstock Road.....

 Oxford.....

 OX2 7AD.....

Witness to the above signature

Name

Address

Occupation

Signature

NAMES & ADDRESSES OF SUBSCRIBERS SUBSCRIBERS' SIGNATURES

Name Christopher William Kerr Devas

Address Wadmill Farm.....

 Stour Row.....

 Shaftsbury SP7 OQB.....

Witness to the above signature

Name

Address

Occupation

Signature

NAMES & ADDRESSES OF SUBSCRIBERS SUBSCRIBERS' SIGNATURES

Name Timothy Popham

Address 51 Muncaster Road.....
London.....
SW11 6NX.....

Witness to the above signature

Name

Address
.....
.....

Occupation Signature

NAMES & ADDRESSES OF SUBSCRIBERS SUBSCRIBERS' SIGNATURES

Name Johnny Devas

Address 24 Sydenham Road.....
 Bristol.....
 BS6 5SJ.....

Witness to the above signature

Name

Address

Occupation Signature

Dated (This date applies to all signatures)

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**The Companies Acts 1985 and 2006
Company Limited by Guarantee
and not having a share capital**

**ARTICLES OF ASSOCIATION
of
DEVAS CLUB**

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REF: 1028 33479/1

HEMPSONS SOLICITORS