THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

NEW ARTICLES OF ASSOCIATION

of

SUSSEX GARDENS TRUST

AS ADOPTED BY RESOLUTION OF THE MEMBERS ON 30 APRIL 2013

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 2006 and any statutory modification or re-enactment thereof for the being in force.
These Articles	These Articles of Association and the regulations of Sussex Gardens Trust from time to time in force.
The Trust	The above named Sussex Gardens Trust.
The Council	The Council of Management for the time being of the Trust.
The Office	The registered office of the Trust.
Seal	The Common Seal of the Trust.
Month	Calendar Month.
Year	Calendar Year.
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.

The Secretary	Any person appointed to perform the duties of Secretary of the Trust whether in an honorary capacity or otherwise.
Member	Member of the above named Trust as defined in these Articles.
Register of Members	A book kept containing the names of the Members of the Trust, which may comprise a book in which is contained the signed authorised membership registration documents:
Authorised Membership Registration Document	A document issued by the Trust for the purpose of recording the name, address, application for membership, and other details of the person, together with the person's signature agreeing to abide by these presents.
The Object	The Object of the Trust as defined in the Memorandum of Association of the Trust.

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.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Acts or any statutory modification thereof, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2. The Trust is established for the objects declared in the Memorandum of Association.

MEMBERSHIP OF THE TRUST

3. The number of members with which the Trust proposes to be registered is unlimited.

4. The following persons and none others shall be members of the Trusts

   (A) Such persons as subscribe to the Memorandum and Articles of Association before the registration thereof.

   (B) Such other persons or corporations as the Council admit to membership of the Trust.

Subject in each case to the payment of any annual subscription for the time being in force.

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

5. The Trust shall keep a register of members in accordance with the Act, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.

6. Any member may terminate his membership of the Trust by notice in writing served on the Trust and thereupon he shall be deemed to have resigned and his name shall be removed from the Register of members.

7. An application for membership of the Trust may be approved or rejected by the Council. The Committee shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have the right to be heard before a final decision is made.

8. The Council or the members of the Company in a general meeting may appoint a President, Vice Presidents and honorary members of the Company. No such person shall in such capacity alone have the rights and obligations of members of the Company .

GENERAL MEETINGS

9. The Trust shall each year hold a general meeting as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Council shall appoint provided that so long as the Trust shall hold its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.

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

11. The Council may, when they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall be convened on such requisition or, in default, may be convened by such requisitionists as provided by the Act. If at any time there are not within the United Kingdom sufficient of the Council of Management capable of acting to form a quorum any member of the Council of Management or any two members of the Trust may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Management Committee.

12. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing. Other meetings shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner mentioned below or in such other manner, if any, as may be prescribed by the Trust in general meeting, to such persons as are, under the Articles of the Trust, entitled to receive such notices from the Trust provided that a meeting of the Trust shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

12.1 in the case of the Annual General Meeting, by all the members entitled to

attend and vote; and

12.2 in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Council and Independent Examiner, to elect members of the Council in place of those retiring and also additional members of the Council, and to elect Independent Examiners and fix their remuneration. All other business transacted at an Annual General Meeting shall be deemed special.

15. No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than twelve members personally present or one-tenth of the membership whichever is the less, subject always that the quorum shall in no event be lower than five persons.

16. If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such other time and place as the Council of Management shall appoint, and if at such adjourned meeting of which 14 clear days' notice in writing at the least shall be given to every member, a quorum be not present within fifteen minutes from the time appointed for the meeting, the member or members present shall be deemed to be a quorum and may transact all business which a full quorum might have discharged.

17. The Chairman (if any) of the Council, or in his absence the Vice Chairman (if any) shall preside as Chairman at every General Meeting of the Trust. If there be no such Chairman or Vice-Chairman, or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of the members of the Council present to be Chairman, or if no member of the Council be present and willing to take the Chair, the members present shall choose one of their number to be Chairman.

18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least four members present in person or by proxy,

or by a member or members present in person or by proxy and representing one-fifth of the total voting rights, of all the members having the right to vote at the meeting, 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 the Trust, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

20. Subject to the provisions of the next succeeding Article, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment or procedural motions.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.

24. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held.

VOTES OF MEMBERS

25. Every member shall have one vote provided that no member shall be entitled to vote at any general meeting unless all money presently payable by him to the Trust has been paid.

26. (a) Save as herein expressly provided, no person other than a member duly registered shall be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another member at any General Meeting.

(b) Any corporation which is a member of the Trust may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Trust. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or another recognised officer of the governing body of a corporation, shall be conclusive evidence of such appointment.

27. 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 the representative of a corporation may vote on a show of hands. Except in the case of a corporation, no person shall act as a proxy who is not entitled to be present and vote in his own right.

28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing.

29. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office or at such other place within the United Kingdom as is specified for the purpose in the notice convening the meeting, at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, otherwise the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office or other place as aforesaid one hour at least before the time fixed for holding the meeting.

31.1 Any instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit:–

SUSSEX GARDENS TRUST

PROXY FORM

"I [Name]

of [Address]

being a member of the Sussex Gardens Trust (hereinafter called "the Trust") and entitled to one vote, hereby appoint [Proxy's Name]

of [Proxy's Address]

another Member of the Trust and failing him

of

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

Dated this day of

Signature of Appointer

31.2 Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:–

"I [Name]
of [Address]
being a Member of The Sussex Gardens Trust hereby appoint [Proxy's Name]
of [Proxy's Address]
or failing him [Alternative Proxy's Name]
of [Alternative Proxy's Address]
being a Member of The Sussex Gardens Trust hereby appoint [Proxy's Name]
of [Proxy's Address]
or failing him [Alternative Proxy's Name]
of [Alternative Proxy's Address]
as my proxy to vote for me on my behalf at the Annual/Extraordinary General Meeting of the Company to be held on the day of 19 , and at any adjournment thereof.
Dated this day of 19 .
Signature of Appointer
This form is to be used *in favour of/against the resolution.
Unless otherwise instructed, the proxy will vote as he thinks fit.
*Strike out whichever is not desired"

COUNCIL OF MANAGEMENT

32. The number of members of the Council of Management of the Trust shall be determined by the Trust from time to time at a General Meeting but shall not be less than seven nor more than fifteen.

33. The first members of the Council shall be:-

(A) The Subscribers to the Memorandum of Association and

(B) Up to three other persons (being members of the Trust) co-opted by the other Council members.

34. No person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by clause 6 of the Memorandum of Association) shall be eligible for membership of the Council

POWERS AND DUTIES OF THE COUNCIL OF MANAGEMENT

35. The affairs and property of the Trust, including the regular review of its finances, shall be managed by the Council of Management who shall corporately 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 and as such are not by the Act or by these Articles required to be exercised or done by the Trust in General Meeting, subject nevertheless to the regulations of these Articles, to the provisions of the Act, and to such regulations being

not inconsistent with the aforesaid regulations and provisions, as may be prescribed by the members in General Meeting or by a meeting of the Council; but no regulation made by the members in General Meeting or at a meeting of the Council shall invalidate any prior act of the Council which would have been valid if such regulations had not been made.

36. 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 four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

37. A member of the Council may, and on the request of two members 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. Such summons shall specify the business to be transacted at the meeting. A member of the Council who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of a meeting.

38. 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 or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council shall choose one of their number to be chairman of the meeting.

39. The Council may act notwithstanding any vacancy in its body, but if and so long as its number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of members, the Council may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Trust, but for no other purpose.

40. The Council may delegate any of their powers to committees consisting of such persons as they think fit, and any committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid. All acts and proceedings of such committees shall be reported back fully and promptly to the Council.

41. 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 of 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.

42. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the names of the Council members present at each

Council meeting and of the proceedings of all meetings of the Trust and of the Council and of committees of the Council, 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.

43. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such 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.

44. The Council may at any time appoint any person to be a member of the Council either to fill a casual vacancy or as an addition to the existing membership (but not so as to exceed the maximum number of members prescribed by these Articles). Any person so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of members of the Council who are to retire by rotation at such meeting.

45. The Council, or its Chairman, may invite any member or other person to attend a meeting of the Council for special purposes, but such a person shall not have any right to vote.

46. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Trust shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Council shall from time to time by resolution determine.

ROTATION OF MEMBERS OF THE COUNCIL

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

48. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

49. A retiring member of the Council shall be eligible for re-election.

50. The Trust may, at the meeting at which a member of the Council retires in the manner aforesaid, fill the vacancy by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacancy or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

51. No person other than a member of the Council retiring at the meeting shall, unless recommended by the Council, be eligible for election to membership of the Council at

any General Meeting, unless not less then seven nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by two members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

52. The Trust may by ordinary resolution, of which special notice has been given in accordance with Section 168 and 169 of the Companies Act 2006, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Trust and such member.

53. The Trust may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 44 the Trust in General Meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member in whose place he is appointed was last elected as a member.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

54. The office of a member of the Council shall be vacated:–

(A) If he becomes bankrupt or insolvent or compounds with his creditors.

(B) If he becomes of unsound mind.

(C) If he be convicted of an offence the commission of which by a member of the Council could bring the Trust into disrepute.

(D) If he shall for more than 12 consecutive months have been absent without the permission of the Council from meetings of the Council and the members of the Council resolve that his office be vacated by notice in writing to the Trust.

(E) If he resigns his office by notice in writing to the Secretary to the Trust.55. A member of the Council who is (insofar as the same may be permitted by clause 6 of the Memorandum of Association of the Trust) in any way, whether directly or indirectly interested in a contract or proposed contract, arrangement, or dealing with the Trust, shall declare the nature of his interest at a Meeting of the Council, and shall not be counted in the quorum present at any meeting of the Council whereat such contract, arrangement or dealing with the Trust is considered or entered into and may not vote in respect thereof.

SECRETARY

56. The Secretary shall be appointed by the Council on such terms as the Council may think fit and may either by honorary or remunerated. The Council may remove any Secretary so appointed. The Council may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary

or no Secretary available to act or capable of acting.

THE SEAL

57. The seal of the Trust shall not be affixed to any instrument except by the express authority of a resolution of the Council or of a committee of the Council empowered thereto, and in the presence of any two members of the Council or one such member and the Secretary and the said authorised signatories shall sign every instrument to which the seal of the Trust is so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

INCOME OF THE TRUST

58. The income of the Trust shall be applied solely towards the promotion of the objects of the Trust as set forth in the Trust's Memorandum of Association as the Council may from time to time think fit with power to the Council to create a reserve fund or reserve funds to be applicable for any such purpose, and, if the Council shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Council either be employed in the business of the Trust or be invested from time to time in such investment as the Trust may think fit.

ACCOUNTS

59. The Council shall cause accounting records to be kept in accordance with the requirements of 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).

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

61. At the annual general meeting in every year the Council 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 Council of Management and the auditors or independent examiner of the Trust as appropriate.

62. 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. Auditors, where required, shall be appointed and their duties regulated in accordance with the Act.

NOTICES

63 A notice may be given by the Trust to any member either personally or by sending it by post to his registered address in the United Kingdom or (if he has no address in the United Kingdom) to the address, if any, supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the same shall deemed to be effected by properly addressing, preparing and posting a letter containing the notice and to have been effected, in the case of the notice of a meeting, at the expiration of 48 hours after the letter containing the same is posted and in any other case at the same time at which the letter would be delivered in the ordinary course of post.

64. Notices shall be given in manner hereinbefore authorised of every General Meeting to every member except those whose addresses are unknown and to the auditor or independent examiner for the time being of the Company.

INDEMNITY

65.

(a) The Trust shall indemnify any director or member of any committee and every officer and servant of the Trust against any liability incurred by him or her in that capacity to the extent permitted by sections 232-234 of the Companies Act 2006.

(b) In this Article a 'relevant director' means any director or former director of the Trust

RULES OR BYELAWS

66. The Council may from time to time make such rules or byelaws as they may deem necessary or convenient for the proper conduct and management of the Trust and for the purposes of prescribing classes of and conditions of membership and, in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate:–

66.1 The admission and classification of members of the Trust, and the rights and privileges of such members, and the conditions of membership (including any rates of subscription payable).

66.2 The conduct of members of the Trust in relation to one another, and to the Trust's employees.

66.3 The procedure at general meetings and meetings of the Council and committees insofar as such procedure is not regulated by these Articles; and

66.4 Generally all such matters as are commonly the subject matter of Company rules.

67. The Council shall adopt such means as it deems sufficient to bring to the notice of members all such rules or byelaws, which so long as they shall be in force, shall be

binding on all members provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Articles of Association of the Trust.

DISSOLUTION

68. 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