

GOVERNING DOCUMENT

DECLARATION OF TRUST



- the 7th day of August 1995 by
- a) Mr. G.C. Halstead
Mrs. F.D. Halstead
Mrs. A.V. Halstead
("the first trustees" who together with the future trustees or trustee of this deed are referred to as "the trustees")

- WHEREAS** the first trustees hold
- b) £10.00 (Ten Pounds Sterling)
on the trusts declared in this deed and it is contemplated that further money or assets may be paid or transferred to the trustees upon the same trusts

NOW THIS DEED WITNESSES AS FOLLOWS:

A Administration.

The charitable trust constituted by this deed ("the Charity") and its property ("the trust fund") shall be administered and managed by the trustees under the name of

CHARITY FOR AFRICAN EDUCATION

or by such other name as the trustees from time to time decide with the approval of the Charity Commissioners of England and Wales ("the Commissioners").

B Objects

The objects of the trust ("the objects") shall be to advance the education of all Africans in any way deemed charitable in law and in particular but not exclusively to provide or assist in the provision of suitable and appropriate facilities and equipment which it is considered charitable in law to provide.

C Powers

In furtherance of the objects but not otherwise the trustees may exercise any of the following powers:

- (i) to raise funds and invite and receive contributions: Provided that in raising funds the trustees shall not undertake any substantial permanent trading activity and shall conform to any relevant statutory regulations;
- (ii) to buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) subject to any consents required by law to sell, lease or otherwise dispose of all or any part of the property comprised in the trust fund;

- (iv) subject to any consents required by law, to borrow money and to charge the whole or any part of the trust fund with repayment of the money so borrowed;
- (v) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of similar charitable purposes and to exchange information and advise with them;
- (vi) to establish or support any charitable trusts, associations or institutions formed for the objects or any of them;
- (vii) to appoint and constitute such advisory committees as the trustees may think fit;
- (viii) to employ such staff (who shall not be trustees) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- (ix) to permit any investments comprised in the trust fund to be held in the name of any clearing bank, any trust corporation or any stockbroking company which is a member of the Stock Exchange (or any subsidiary of such a stockbroking company) as nominee for the trustees and to pay any such nominee reasonable and proper remuneration for acting as such;
- (x) to delegate to any one or more of the trustees the transaction of any business or the performance of any act required to be transacted or performed in the execution of the trusts of the Charity and which is within the professional or business competence of such trustee or trustees; Provided that the trustees shall exercise reasonable supervision over any trustee or trustees acting on their behalf under this provision and shall ensure that all their acts and proceeding are fully and promptly reported to them;
- (xi) to do all such other lawful things as are necessary for the achievement of the objects.

D Appointment of trustees

- (1) There shall be at least three trustees. Every future trustee shall be appointed by a resolution of the trustees passed at a special meeting called under clause K.
- (2) In selecting persons to be appointed as trustees, the trustees shall take into account the benefits of appointing a person who is able by virtue of his or her personal or professional qualifications to make a contribution to the pursuit of the objects or the management of the Charity.

- (3) When any new trustee is appointed the trustees shall ensure that any land belonging to the Charity which is not vested or about to be vested in the Official Custodial for Charities or in a custodian trustee and all other property of the Charity which is not vested or about to be vested in the Official Custodian of Charities, a custodian trustee or a nominee is effectively vested in the persons who are the trustees following such appointment.
- (4) If for any reason trustees cannot be appointed in accordance with the forgoing positions the statutory power of appointing new or additional trustees shall be exercisable.

E Eligibility for trustee

- (1) No person shall be appointed as trustee;
 - (a) unless he or she has attained the age of 18 years; or
 - (b) in circumstances such that, had he or she already been a trustee, he or she would have been disqualified from office under the provisions of the following clause.
- (2) No person shall be entitled to act as a trustee whether on a first or on any subsequent entry into office until after signing in the minute book of the trustees a declaration of acceptance and willingness to act in the trusts of the Charity

F Determination of trusteeship.

A trustee shall cease to hold office if he or she;

- (1) is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated; or
- (4) notifies to the trustees a wish to resign (but only if at least two trustees will remain in office when the notice of resignation is to take effect).

G Vacancies

If a vacancy occurs the trustees shall note the fact in their minute book at their next meeting. Any eligible trustee may be re-appointed. So long as there shall be fewer than two trustees none of the powers or discretion's hereby or by law vested in the trustees shall be exercisable except for the purpose of appointing a new trustee or trustees.

H Ordinary meetings.

The trustees shall hold at least two ordinary meetings in each year.

I Calling meetings

The first meeting of the trustees shall be called by Mr. G.C. Halstead or if no meeting has been called within three months after the date of this deed by any two of the trustees. Subsequent meetings shall be arranged by the trustees at their meetings or may be called at any time by the chairman or any two trustees upon not less than ten days' notice being given to the other trustees.

J Chairman

The trustees at their first ordinary meeting in each year shall elect one of their number to be chairman of their meeting until the commencement of the ordinary meeting in the following year. The chairman shall always be eligible for re-election. If the chairman is not present within ten minutes after the time appointed for holding a meeting or there is no chairman the trustees present shall choose one of their number to be chairman of the meeting.

K Special meeting.

A special meeting may be called at any time by the chairman or any two trustees upon not less than four days' notice being given to the other trustees of the matters to be discussed, but if the matters include an appointment of a trustee or a proposal to amend any or the trusts of this deed then upon not less than 21 days' notice being so given. A special meeting may be called to take place immediately after or before an ordinary meeting.

L Quorum

There shall be a quorum when at least one third of the number of trustee for the time being or two trustees, whichever is the greater, are present at a meeting.

M Voting

Every matter shall be determined by a majority of votes of the trustees present and voting on the question. The chairman of the meeting shall have a casting vote whether he or she has or has not voted previously on the same question but no trustee in any other circumstances shall give more than one vote.

N Minutes

The trustees shall keep minutes, in books kept for the purpose, of the proceedings at their meetings.

O Accounts

The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commissioners.

P Annual Report

The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

R General power to make regulations.

Within the limits of this deed the trustees shall have full power from time to time to make regulations for the management of the Charity and for the conduct of their business, including the calling of meetings, the deposit or money at a bank and the custody of documents.

S Bank account

Any bank account in which any part of the trust fund is deposited shall be operated by the trustees and shall be held in the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

T Trustee not to personally interested

- (1) No trustee shall acquire any interest in property belonging to the Charity otherwise than as a trustee for the Charity or receive remuneration or be interested otherwise than as a trustee in any contract entered into by the trustees.
- (2) Any trustee who is a solicitor, accountant or other person engaged in any profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other trustees to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting of the trustees at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

U Management of land.

Subject to any consents which may be required by law, trustees shall either sell or let any land belonging to the Charity which is not required to be retained or occupied in furtherance of the objects.

V Leases.

The trustees shall ensure that on the grant by them of any lease the tenant shall execute a counterpart lease. Every lease shall contain a covenant of the part of the tenant for the payment of rent and a proviso for re-entry on non-payment of the rent or non-performance of the covenants contained in the lease.

W Repair and insurance.

The trustees shall keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity which are not required to be kept in repair and insured by the tenant and shall also insure suitably in respect of public liability and employer's liability.

X Amendment of Trust Deed.

- (1) The trustees may amend the provisions of this deed, provided that;
 - (a) no amendment may be made to clause B (the objects clause) unless it appears to the trustees that the objects can no longer provide a suitable and effective method of using the trust fund;
 - (b) no amendment may be made to clause B (the objects clause), clause T (trustees not to be personally interested clause) or this clause without the prior consent in writing of the Commissioners; and

- (c) no amendment may be made which has the effect of the charity ceasing to be a charity at law.
- (2) Any amendment shall be made by deed under the authority of a resolution passed at a special meeting of the trustees.
- (3) The trustees should promptly send to the Commissioners a copy of any amendment made under this clause.