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THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with
the requirements of the
Companies Acts 1948 to 1976 on
application for registration
of a companyPursuant to section 15 (2) of the Companies Act 1948 as
amended by the Companies Act 1976

For official use

1400213

Please do not
write in this
binding marginPlease complete
legibly,
preferably in
black type or
bold black
lettering.
*Delete if
inappropriate.

Name of Company

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST) Limited*

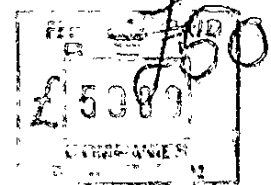
I, EWEN JAMES WYLLIEof 34 South Molton Street, London W1Y 2BPdo solemnly and sincerely declare that I am a Solicitor of the Supreme
Court engaged in the formationof COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST) Limited*and that all the requirements of the Companies Acts 1948 to 1976 in respect of
matters precedent to the registration of the said company and incidental thereto
have been complied with. And I make this solemn Declaration conscientiously
believing the same to be true and by virtue of the provisions of the
Statutory Declarations Act 1835Declared at 78 Brook Street
London W1the 31st day of OctoberOne thousand nine hundred and seventy eight
before me B. Freeman

A Commissioner for Oaths†

A SOLICITOR EMPLOYED
TO ADMINISTER OATHS†For Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths.Presentor's name, address
and reference (if any): H22
Harbottle & Lewis
34 South Molton Street
London W1Y 2BPFor official use
General section

Post room





THE COMPANIES ACTS 1948 to 1976

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-of-



COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST) LIMITED

1. The name of the Company is "Community Arts Mobile Workshop Team (North West) Limited".

2. The registered office of the Company will be situate in England.

3.(a) The objects for which the Company is registered are to promote the benefit of inhabitants of particular neighbourhoods and areas in the United Kingdom and especially the North West thereof without distinction of political, religious or other opinions by associating local authorities, voluntary organisations and individuals in efforts to advance education and to provide facilities in the interests of social welfare with the object of improving conditions of life for the said inhabitants and to establish, manage or assist with the establishing and management of community centres for activities in furtherance of the objects of the Company and generally to promote, maintain, improve and advance education particularly by the production and promotion of educational performances and exhibitions and the encouragement of the Arts.

(b) In furtherance of these objects but not further or otherwise the Company shall have the following powers :-

- (i) To present, promote, organise, provide, manage and produce such literary, musical, dramatic and artistic entertainments, performances and exhibitions as are conducive to the promotion, maintenance and advancement of education or to the encouragement of the Arts and to formulate, prepare and establish schemes therefor.
- (ii) To purchase, exploit, acquire and deal in interests in copyright of and the right to perform, publish or show any materials which can be used or adapted for the objects of the Company.

Mat. West.
3420 46.
£50.



- (iii) To enter into agreements and engagements with artists, lecturers, teachers, composers, musicians, authors, producers, directors, actors and designers and other persons and to retain advisers and reimburse such persons and advisers by salaries or fees.
- (iv) To purchase or otherwise acquire such property as may be necessary, convenient or usually used for the purpose of or in connection with the objects of the Company.
- (v) To establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage, lend to or otherwise deal with associations, societies and bodies established for similar charitable purposes only and for the purpose of promoting the objects of the Company to co-operate with manufacturers, dealers, traders, the press and other sources of publicity.
- (vi) To purchase, lease, hire or otherwise acquire real and personal property and any rights and privileges which shall be necessary or convenient for the promotion of the objects of the Company and to maintain, construct, alter, pull down and convert such buildings as may be necessary or convenient for the work of the Company.
- (vii) To accept gifts which may or are intended to further the objects of the Company.
- (viii) To sell, let, mortgage, dispose of, turn to account and otherwise deal with such property and assets of the Company as may be thought expedient to promote the objects of the Company.
- (ix) To undertake and execute such charitable trusts and commissions as may be lawfully undertaken by the Company within its objects.
- (x) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as may be thought expedient to promote the objects of the Company, including in the power aforesaid (and without prejudice to its

terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (xi) To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Company.
- (xii) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments, for the purpose of or in connection with the objects of the Company.
- (xiii) To invest and deal with the moneys of the Company not immediately required in such manner as the Company may from time to time determine subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xiv) To establish, promote or assist companies with charitable objects similar to those of the Company for the acquisition of the property or liabilities of the Company or to carry on any authorised activity of the Company or for any other charitable purpose directly or indirectly calculated to benefit the Company in the furtherance of its objects.
- (xv) To make donations to assist financially or otherwise and to co-operate with any other charity having objects similar to the objects of the Company.
- (xvi) To establish and support pension schemes for and to grant pensions to any employees of the Company or its associated companies calculated to benefit such employees and further the interests of the Company.
- (xvii) To purchase, acquire or undertake all or

any of the property, liabilities and engagements of charitable associations, societies or bodies with which the Company may co-operate or federate.

(xviii) To pay out of the funds of the Company the costs of forming and registering the Company.

(xix) To do all such other lawful things as shall further the attainment of the objects of the Company or any of them.

(c) PROVIDED THAT :-

(i) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.

(ii) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Company 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, the Company 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 Directors and Members of the Company 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 Directors and Members of the Company have been if no incorporation had been effected and the incorporation of the Company shall 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 Directors and Members of the Company, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company whencesoever derived shall be applied solely

towards the promotion of the objects of the Company as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly as dividend bonus or otherwise howsoever by way of profit to the Members of the Company Provided that nothing herein shall prevent the payment in good faith by the Company to any Director Member officer or servant of the Company of reasonable and proper remuneration for services actually rendered nor of interest at a reasonable and proper rate or money loaned nor of a reasonable and proper rent for premises demised or let by any Member to the Company nor of expenses reasonably and properly incurred on behalf of the Company on condition that :-

- (a) no person shall be entitled to vote on a Resolution nor attend any meeting concerning his own appointment to an office of the Company or any payment made or to be made to him by the Company
- (b) notwithstanding anything contained in the Articles of Association of the Company no Resolution relating to payments to any Member or Director of the Company shall be effective unless it is passed at a meeting at which there are present a quorum which comprises not less than one-third of the multiple of three next above the total of those entitled to attend the meeting and a majority of persons who are not remunerated for services being rendered to the Company.

5. The liability of the Members is limited.

6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding in the case of any Member the sum of £1.

7. If upon the winding up or dissolution of the Company there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to

some other charitable society, institution or organisation having objects similar to those of the Company and which shall be established for charitable purposes only 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 imposed on the Company by Clause 4 hereof such society, institution or organisation to be determined by the Members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions that may be imposed in accordance with regulations of the Company for the time being in force shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be audited and the correctness of the balance sheet ascertained by a properly qualified auditor.

WE, the persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this MEMORANDUM OF ASSOCIATION.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

T. M. Godwin, 47 Channing Rd, New Moston,
Manchester 10. Librarian

Jack Jones, 8 Halfpenny Lane, Farnham, Cheshire.
Historical Club Social Development Officer

Ch. Elphick. C. ELPHICK, 130 DUNFORD RD,
HOLMFIRTH, W YORKS.

COMMUNITY WORKER

Alan J. Kay, 2 Duffield Gardens,
Altrington, Middleton, Manchester.
Youth Worker

Wm Goodwin, 20 ARBION SP LONDON E8
COMMUNITY ARTIST

R. M. Brookes, 15, Broome House
Rimbury Rd, Hackney C.B.
COMMUNITY ARTIST

P. L. Baynes Flat 6, 142 Withington Rd,
Whalley Range, Manchester
COMMUNITY ARTIST.

DATED the 23rd day of October 1978

WITNESS to the above signatures :

P. L. Baynes

Susanna M. O'Hara
SUSANNA MARIE O'HARA
8A, RAYNHAM AVE. MK20
SECRETARY

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

OF

COMMUNITY ARTS MOBILE WORKSHOP

TEAM (NORTH WEST) LIMITED

1. In these Articles :-

"the Act" means the Companies Act 1948.

"the 1967 Act" means the Companies Act 1967.

"the 1976 Act" means the Companies Act
1976

"the Seal" means the common seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

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

3. The number of Members with which the Company proposes to be registered is 50 but the Directors may from time to time register an increase of Members.

4. (a) The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be Members of the Company.

(b) The rights and privileges of a Member shall not be transferable.

(c) No person shall be admitted to membership unless he is prepared to assist to the best of his ability in the advancement of the main objects of the Company.

5. A Member shall cease to be a Member of the Company :-

(a) upon his giving notice in writing to the Company that he resigns his membership;

(b) upon a majority of two-thirds of the Directors of the Company giving him notice requiring him to resign his membership;

(c) (if an individual) upon his dying, becoming of unsound mind, or bankrupt, or his compounding with his creditors;

(d) (if a corporation) upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed of any of its assets.

REGISTERS

6. The Directors shall cause the following registers to be kept at the Registered Office of the Company :-

(a) a Register of Members;

(b) a Register of the interests of the Directors in debentures of the Company or its associated Companies.

7. The Directors shall cause such Registers as are kept under the provisions of regulation 6 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Sections 29

of the 1967 Act.

GENERAL MEETINGS

8. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds 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. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. The Directors 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. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, 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 hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notice from the Company:-

Provided that a meeting of the Company 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:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

12. 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

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.

14. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two Members present in person or by proxy shall be a quorum.

15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

16. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the meeting.

17. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

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 thirty 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 on the declaration of the result of the show of hands) demanded (a) by the Chairman or (b) by at least two Members present in person or by proxy or (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

20. Except as provided in Article 22 if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of

the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

22. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

23. 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 (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

24. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the results of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

VOTES OF MEMBERS

25. Every Member shall have one vote.

26. No Member shall be entitled to vote at any General Meeting if either :-

- (a) all moneys presently payable by him to the Company have not been paid; or
- (b) he is prevented from voting under Clause 4 of the Memorandum of Association of the Company.

27. On a poll votes may be given either personally or by proxy.

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

or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.

29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :-

" I/We _____ of _____
 " in the County of _____, being a Member/
 " Members of the above-named Company; hereby
 " appoint _____ of _____
 " or failing him _____
 " of _____ as my/our proxy to
 " vote for me/us on my/our behalf at the
 " (Annual or Extraordinary as the case may
 " be) General Meeting of the Company to be
 " held on the _____ day of _____ 19____,
 " and at any adjournment thereof.

"Signed this day of 19 ."

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS

32. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

33. Until otherwise determined by a General Meeting the number of Directors shall be not less than two nor more than fifteen. The subscribers to the Memorandum of Association shall be the first Directors of the Company.

34. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director 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 Directors who are to retire by rotation at such meeting.

35. No person who is not a Member of the Company shall be entitled to hold office as a Director.

36. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

BORROWING POWERS

37. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

38. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the

aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. In particular the Directors shall have power to make rules and bye-laws for regulating the use by Members and others of any property of the Company.

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

40. The Directors shall cause minutes to be made of all appointments of officers made by them, of the names of the Directors present at each meeting of the Directors and of any committee of the Directors, and of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors and any such minutes if 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.

41. The Directors may act notwithstanding any vacancy in the Board but if the number of Directors is less than the minimum prescribed herein they may only act as Directors to admit persons to membership of the Company fill vacancies in the Board of Directors or summon a General Meeting.

DISQUALIFICATION OF DIRECTORS

42. The office of Director shall be vacated if the Director :-

- (a) has a receiving order made against him or makes an arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Director by reason of any Order made under Section 188 of the Act; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Company; or

- (e) is removed from office by a resolution duly passed pursuant to Section 184 of the Act; or
- (f) ceases to be a Member of the Company; or
- (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 199 of the Act.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF DIRECTORS

43. (a) At the first Annual General Meeting of the Company all the Directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Directors 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.

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

(c) A retiring Director shall be eligible for re-election.

(d) The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director 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 Director shall have been put to the meeting and lost.

(e) No person other than a Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any General Meeting unless, not less than three 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 a Member duly qualified to attend 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 that person of his willingness to be elected.

(f) The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

44. The Company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Director.

45. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding article. Without prejudice to the powers of the Directors under article 34 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

46. (a) The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. 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. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Directors shall be two.

(b) The Directors may elect a Chairman of

their meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

47. The Directors may delegate any of their powers to committees consisting of such Directors as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

48. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the meeting.

49. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

50. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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 and was qualified to be a Director.

51. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

THE SECRETARY

52. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit;

and any Secretary as appointed may be removed by them.

53. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

54. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS AND DIRECTORS REPORT

55. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to :-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchase of goods by the Company;
- (c) the assets and liabilities of the Company; and
- (d) all those matters required by the 1967 Act and the 1976 Act to be shown in the accounts of the Company.

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 Company's affairs and to explain its transactions.

56. (a) The books of account shall be kept at the registered office of the Company, or, subject to Section 12(6) of the 1976 Act at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

(b) The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting subject nevertheless to the provision of Clause 8 of the Memorandum of Association of the Company.

57. The Directors shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such receipt and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

58. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

AUDIT

59. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act as amended by the 1967 Act and the 1976 Act.

NOTICES

60. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the

case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

61. Notice of every General Meeting shall be given in any manner hereinbefore authorised to :-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;
- (b) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

PRIVATE COMPANY

62. The Company is a private Company and accordingly :-

- (a) no shares in the Company shall be transferred;
- (b) the number of Members of the Company is limited to fifty not including persons who are in the employment of the Company and persons who having formerly been in the employment of the Company were while in that employment and have continued after the determination of that employment to be Members of the Company; and
- (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

T.M. Gochorn, 47 Chauncy Rd, New Moston,
Manchester 40. Librarian

Jack Jones 8 Milfield Close, Farnham, Surrey.
Member Chgo. Social & Political Office

Chris Giphick. C-GIPHICK, 130 DUNFORD RD.,
HOLMFIRTH, W. YORKS. Community Worker

Alan J. Kay. 2 Duffield Gardens
Alderington, Middleton, Manchester.
Youth Worker

McGooden 20 ALBION SQ LONDON E8
COMMUNITY ARTIST.

R. M. Brookes, 15, Broome House
Ramsbury Rd, Hackney E.8.
COMMUNITY ARTIST

P. H. Baynes Flat 6, 142 Withington Rd,
Whalley Range, Manchester
COMMUNITY ARTIST

WITNESS to the above-signatures :

~~P. L. Barnett~~
SUSANNA M O'HARA ✓
SUSANNA MARIE O'HARA
8A, RAYNHAM AVE. MK20
SECRETARY

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and secretary and intended situation of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding margin

Company number

1400213/4

Name of Company

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST)

Limited*

Please complete
legibly, preferably
in black type, or
bold black lettering

*delete if
inappropriate

The intended situation of the registered office of the company
on incorporation is as stated below

Collyhurst Community Centre
22 Willart Street
Manchester M10 8LQ

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

HARBOTTLE & LEWIS,
34 South Molton Street
London, W1Y

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

5

Presenter's
reference (if any): ~~XXXX~~ H22

HARBOTTLE & LEWIS
34 SOUTH MOLTON STREET
LONDON W1Y 2BP

For official use

General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page before completing this part of the form

Name (note 2)	DEREK JONES	Business occupation	ASSISTANT CHIEF SOCIAL DEVELOPMENT OFFICER
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	8 Millfield Close	Date of birth (where applicable) (note 6)	-
	Farndon		
	Cheshire		
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 23rd October, 1978	

Name (note 2)	XXXXXXXXXXXX	Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Name (note 2)	ALAN KAY	Business occupation	YOUTH WORKER
Former name(s) (note 3)	ALAN KREIZMAN	Nationality	BRITISH
Address (note 4)	2 Duffield Gardens	Date of birth (where applicable) (note 6)	-
	Alkrington,		
	Middleton, Manchester		
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature <i>Alan F. Kay</i>		Date 23rd October, 1978	

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write in this
binding margin

Important
The particulars
to be given are
those referred to
in section 21(2)(a)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form.

Important
The particulars
to be given are
those referred to
in section 21(2)(b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	CHRISTOPHER ELPHICK
Former name(s) (note 3)	-
Address (notes 4 & 7)	130 Dunford Road
	Holmfirst
	West Yorkshire
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>C. Elphick</i> Date 23rd October, 1978

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
Section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

†delete as
appropriate

Signature *Marcelle Lewis* [Subscriber] [Agent]† Date 23rd October, 1978

Signature ~~XXXXXXXXXX~~ [Subscriber] [Agent]† Date ~~XXXXXXXXXX~~

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write in this
binding margin.

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Please complete
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preferably in
black type, or
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lettering

Continuation sheet No. 1
to Form No. 1

Company number

1400213

Name of Company

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST)

Limited*

Particulars of other directors (continued)

Name (note 2)	THOMAS MICHAEL GODWIN THOMAS MICHAEL GODWIN	Business occupation	LIBRARIAN
Former name(s) (note 3)	THOMAS MICHAEL GODWIN	Nationality	BRITISH
Address (note 4)	47 CHAUNCEY RD., NEW MOSTON, MANCHESTER 10	Date of birth (where applicable) (note 6)	8.10.52

I hereby consent to act as director of the company named on page 1

Signature T.M. Godwin

Date 23rd October, 1978

Particulars of other directorships

*delete if
inappropriate

continued overleaf

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write in this
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THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 2
to Form No. 1

Company number

1400213

Please complete
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preferably in
black type, or
bold black
lettering

*delete if
inappropriate

Name of Company

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST)

Limited*

Particulars of other directors (continued)

Name (note 2)	CHRISTOPHER ELPHICK	Business occupation
		COMMUNITY WORKER
Former name(s) (note 3)		Nationality
Address (note 4)	130 Dunford Road	BRITISH
	Holmfirst	Date of birth (where applicable) (note 6)
	West Yorkshire	-
I hereby consent to act as director of the company named on page 1		
Signature	<i>C. Elphick</i> ✓	Date 23rd October, 1978

Particulars of other directorships

continued overleaf†

†delete if
inappropriate

Please do not
write in this
binding margin.

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Please complete
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preferably in
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inappropriate

Continuation sheet No. ³ to Form No. 1

Company number

1900213

Name of Company

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST)

Limited*

Particulars of other directors (continued)

Name (note 2)	MARTIN GOODRICH CEREMEN MARTIN GOODRICH HENRY MARTIN GOODRICH	Business occupation	COMMUNITY ARTIST
Former name(s) (note 3)		Nationality	
Address (note 4)	20 Albion Square London E8	Date of birth (where applicable) (note 6)	BRITISH
I hereby consent to act as director of the company named on page 1			
Signature <i>HM Goodrich</i>		Date 23rd October, 1978	

Particulars of other directorships

delete if
inappropriate

continued overleaf†

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write in this
binding margin.

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Please complete
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black type, or
bold black
lettering

*delete if
inappropriate

Continuation sheet No. ⁴
to Form No. 1

Company number

1400213

Name of Company

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST)

Limited*

Particulars of other directors (continued)

Name (note 2) ~~XXXXXX~~ PRISCILLA LOUISE BAYNES

Business occupation

COMMUNITY ARTIST

Former name(s) (note 3)

Nationality

BRITISH

Address (note 4) Flat 6, 142 Withington Road,

Whalley Range, Manchester

Date of birth (where applicable)
(note 6)

I hereby consent to act as director of the company named on page 1

Signature

P. L. Baynes

Date 23rd October, 1978

Particulars of other directorships

continued overleaf

*delete if
inappropriate

Please do not
write in this
binding margin



THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 5
to Form No. 1

Company number

1400213

Please complete
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preferably in
black type, or
bold black
lettering

*delete if
inappropriate

Name of Company

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST)

Limited*

Particulars of other directors (continued)

Name (note 2)	RODNEY MARSHALL BROOKS RODNEY MARSHALL BROOKS	Business occupation
		COMMUNITY ARTIST
Former name(s) (note 3)		Nationality
Address (note 4)	15 Broome House	BRITISH
	Renbury Road	Date of birth (where applicable)
	London E8	(note 6)
I hereby consent to act as director of the company named on page 1		
Signature	<i>R. Brooks</i>	Date 23rd October, 1978

Particulars of other directorships

*delete if
inappropriate

continued overleaf



CERTIFICATE OF INCORPORATION

No. 1400213

I hereby certify that

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH
WEST) LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the

16TH NOVEMBER 1978

A handwritten signature in cursive script, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

Number of } 1400213
Company }

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

COMMUNITY ARTS MOBILE WORKSHOP TEAM(NORTH WEST) LIMITED

Passed 16th November , 1979 .

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Collyhurst Community Centre, Willert Street, Manchester

on the 16th day of November , 1979, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

THAT Clause 4 of the existing Memorandum of Association of the Company be deleted and Clause 4, as set out in the attached sheet, be substituted therefor.

Signature T. M. Gochin .
Director

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



...income and property of the Company shall be applied for the promotion of its objects and for the Honourarium of Association and no part of the profit shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of profit, to members of the Company or to any member of its Council of Management or Governing Body or to any office of the Company paid or received by any office, or receive any remuneration or other benefit in money or money's worth from the Company. But nothing herein shall prevent any payment in good faith by the Company :-

(a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Council of Management or Governing Body) for any services rendered to the Company;

(b) of interest at a rate not exceeding six per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Company 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;

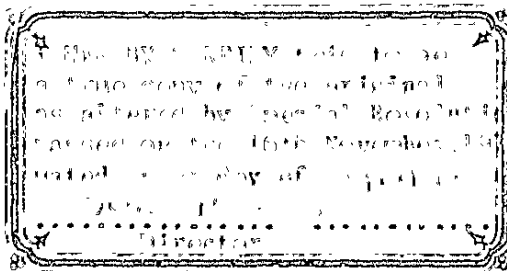
(d) to a company of which a member of the Company or of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.



12-00013

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



MEMORANDUM

and

Articles of Association

of

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST) LIMITED

Incorporated the 16th day of November 1978

HARBOTTLE & LEWIS,
34 South Molton Street,
London, W1Y 2BP



CERTIFICATE OF INCORPORATION

No. 1400213

I hereby certify that

COMMUNITY ARTS MOBILE WORKSHOP TEAM
(NORTH WEST) LIMITED

is this day incorporated under the Companies Acts
1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 16th NOVEMBER 1978

E.A. WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-of-

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST) LIMITED

(As altered by Special Resolution passed on the 16th November 1979)

1. The name of the Company is "Community Arts Mobile Workshop Team (North West) Limited".

2. The registered office of the Company will be situate in England.

3.(a) The objects for which the Company is registered are to promote the benefit of inhabitants of particular neighbourhoods and areas in the United Kingdom and especially the North West thereof without distinction of political, religious or other opinions by associating local authorities, voluntary organisations and individuals in efforts to advance education and to provide facilities in the interests of social welfare with the object of improving conditions of life for the said inhabitants and to establish, manage or assist with the establishing and management of community centres for activities in furtherance of the objects of the Company and generally to promote, maintain, improve and advance education particularly by the production and promotion of educational performances and exhibitions and the encouragement of the Arts.

(b) In furtherance of these objects but not further or otherwise the Company shall have the following powers :-

- (i) To present, promote, organise, provide, manage and produce such literary, musical, dramatic and artistic entertainments, performances and exhibitions as are conducive to the promotion, maintenance and advancement of education or to the encouragement of the Arts and to formulate, prepare and establish schemes therefor.
- (ii) To purchase, exploit, acquire and deal in interests in copyright of and the right to perform, publish or show any materials which can be used or adapted for the objects of the Company.

- (iii) To enter into agreements and engagements with artists, lecturers, teachers, composers, musicians, authors, producers, directors, actors and designers and other persons and to retain advisers and reimburse such persons and advisers by salaries or fees.
- (iv) To purchase or otherwise acquire such property as may be necessary, convenient or usually used for the purpose of or in connection with the objects of the Company.
- (v) To establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage, lend to or otherwise deal with associations, societies and bodies established for similar charitable purposes only and for the purpose of promoting the objects of the Company to co-operate with manufacturers, dealers, traders, the press and other sources of publicity.
- (vi) To purchase, lease, hire or otherwise acquire real and personal property and any rights and privileges which shall be necessary or convenient for the promotion of the objects of the Company and to maintain, construct, alter, pull down and convert such buildings as may be necessary or convenient for the work of the Company.
- (vii) To accept gifts which may or are intended to further the objects of the Company.
- (viii) To sell, let, mortgage, dispose of, turn to account and otherwise deal with such property and assets of the Company as may be thought expedient to promote the objects of the Company.
- (ix) To undertake and execute such charitable trusts and commissions as may be lawfully undertaken by the Company within its objects.
- (x) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as may be thought expedient to promote the objects of the Company, including in the power aforesaid (and without prejudice to its

terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (xi) To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Company.
- (xii) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments, for the purpose of or in connection with the objects of the Company.
- (xiii) To invest and deal with the moneys of the Company not immediately required in such manner as the Company may from time to time determine subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xiv) To establish, promote or assist companies with charitable objects similar to those of the Company for the acquisition of the property or liabilities of the Company or to carry on any authorised activity of the Company or for any other charitable purpose directly or indirectly calculated to benefit the Company in the furtherance of its objects.
- (xv) To make donations to assist financially or otherwise and to co-operate with any other charity having objects similar to the objects of the Company.
- (xvi) To establish and support pension schemes for and to grant pensions to any employees of the Company or its associated companies calculated to benefit such employees and further the interests of the Company.
- (xvii) To purchase, acquire or undertake all or

any of the property, liabilities and engagements of charitable associations, societies or bodies with which the Company may co-operate or federate.

(xviii) To pay out of the funds of the Company the costs of forming and registering the Company.

(xix) To do all such other lawful things as shall further the attainment of the objects of the Company or any of them.

(c) PROVIDED THAT :-

(i) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.

(ii) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Company 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, the Company 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 Directors and Members of the Company 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 Directors and Members of the Company have been if no incorporation had been effected and the incorporation of the Company shall 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 Directors and Members of the Company, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company 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 the Company and no member of its Council of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company Provided that nothing herein shall prevent any payment in good faith by the Company:-

(a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Council of Management or Governing Body) for any services rendered to the Company;

(b) of interest at a rate not exceeding six per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Company 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 the Company 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.

5. The liability of the Members is limited.

6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding in the case of any Member the sum of £1.

7. If upon the winding up or dissolution of the Company there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to

some other charitable society, institution or organisation having objects similar to those of the Company and which shall be established for charitable purposes only 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 imposed on the Company by Clause 4 hereof such society, institution or organisation to be determined by the Members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions that may be imposed in accordance with regulations of the Company for the time being in force shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be audited and the correctness of the balance sheet ascertained by a properly qualified auditor.

WE, the persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this
MEMORANDUM OF ASSOCIATION.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

T.M. GODWIN,
47 Chauncy Road, New Moston, Manchester 10.
Librarian.

LEKEA JONES,
8 Millfield Close, Farndon, Cheshire.
Assistant Chief Social Development Officer.

C. ELPHICK,
130 Dunford Road, Holmfirth, West Yorks.
Community Worker.

ALAN J. KAY,
2 Luffield Gardens, Alkrington, Middleton,
Manchester. Youth Worker.

H.M. GOOLRICH,
20 Albion Square, London E8.
Community Artist.

R.M. BROCKES,
15 Broome House, Pembury Road, Hackney E8.
Community Artist.

P.L. BAYNES,
Flat 6, 142 Withington Road, Whalley Range,
Manchester, Community Artist.

DATED the 23rd day of October 1978

WITNESS to the above signatures :

SUSANNA M. O'HARA,
8A Raynham Avenue,
Manchester 20,
Secretary.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST) LIMITED

1. In these Articles :-

"the Act" means the Companies Act 1948.

"the 1967 Act" means the Companies Act 1967.

"the 1976 Act" means the Companies Act
1976

"the Seal" means the common seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

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

3. The number of Members with which the Company proposes to be registered is 50 but the Directors may from time to time register an increase of Members.

4. (a) The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be Members of the Company.

(b) The rights and privileges of a Member shall not be transferable.

(c) No person shall be admitted to membership unless he is prepared to assist to the best of his ability in the advancement of the main objects of the Company.

5. A Member shall cease to be a Member of the Company :-

(a) upon his giving notice in writing to the Company that he resigns his membership;

(b) upon a majority of two-thirds of the Directors of the Company giving him notice requiring him to resign his membership;

(c) (if an individual) upon his dying, becoming of unsound mind, or bankrupt, or his compounding with his creditors;

(d) (if a corporation) upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed of any of its assets.

REGISTERS

6. The Directors shall cause the following registers to be kept at the Registered Office of the Company :-

(a) a Register of Members;

(b) a Register of the interests of the Directors in debentures of the Company or its associated Companies.

7. The Directors shall cause such Registers as are kept under the provisions of regulation 6 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Sections 29

of the 1967 Act.

GENERAL MEETINGS

8. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds 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. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. The Directors 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. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, 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 hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notice from the Company:-

-4-

Provided that a meeting of the Company 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:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

12. 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

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.

14. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two Members present in person or by proxy shall be a quorum.

15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

16. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the meeting.

17. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

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 thirty 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 on the declaration of the result of the show of hands) demanded (a) by the Chairman or (b) by at least two Members present in person or by proxy or (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

20. Except as provided in Article 22 if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of

the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

22. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

23. 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 (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

24. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the results of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

VOTES OF MEMBERS

25. Every Member shall have one vote.

26. No Member shall be entitled to vote at any General Meeting if either :-

- (a) all moneys presently payable by him to the Company have not been paid; or
- (b) he is prevented from voting under Clause 4 of the Memorandum of Association of the Company.

27. On a poll votes may be given either personally or by proxy.

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

29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :-

" I/We _____ of _____
 " in the County of _____, being a Member/
 " Members of the above-named Company, hereby
 " appoint _____ of _____
 " or failing him _____
 " of _____ as my/our proxy to
 " vote for me/us on my/our behalf at the
 " (Annual or Extraordinary as the case may
 " be) General Meeting of the Company to be
 " held on the _____ day of _____ 19____,
 " and at any adjournment thereof.
 " Signed this _____ day of _____ 19____."

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS

32. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

33. Until otherwise determined by a General Meeting the number of Directors shall be not less than two nor more than fifteen. The subscribers to the Memorandum of Association shall be the first Directors of the Company.

34. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director 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 Directors who are to retire by rotation at such meeting.

35. No person who is not a Member of the Company shall be entitled to hold office as a Director.

36. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

BORROWING POWERS

37. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

38. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the

otherwise provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. In particular the Directors shall have power to make rules and bye-laws for regulating the use by Members and others of any property of the Company.

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

40. The Directors shall cause minutes to be made of all appointments of officers made by them, of the names of the Directors present at each meeting of the Directors and of any committee of the Directors, and of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors and any such minutes if 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.

41. The Directors may act notwithstanding any vacancy in the Board but if the number of Directors is less than the minimum prescribed herein they may only act as Directors to admit persons to membership of the Company fill vacancies in the Board of Directors or summon a General Meeting.

DISQUALIFICATION OF DIRECTORS

42. The office of Director shall be vacated if the Director :-

- (a) has a receiving order made against him or makes an arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Director by reason of any Order made under Section 188 of the Act; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Company; or

- (c) is removed from office by a resolution duly passed pursuant to Section 134 of the Act; or
- (f) ceases to be a Member of the Company; or
- (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 199 of the Act.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF DIRECTORS

43. (a) At the first Annual General Meeting of the Company all the Directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Directors 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.

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

(c) A retiring Director shall be eligible for re-election.

(d) The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director 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 Director shall have been put to the meeting and lost.

(e) No person other than a Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any General Meeting unless, not less than three 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 a Member duly qualified to attend 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 that person of his willingness to be elected.

(f) The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

44. The Company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Director.

45. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding article. Without prejudice to the powers of the Directors under article 34 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

46. (a) The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. 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. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Directors shall be two.

(b) The Directors may elect a Chairman of

their meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

47. The Directors may delegate any of their powers to committees consisting of such Directors as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

48. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the meeting.

49. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

50. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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 and was qualified to be a Director.

51. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

THE SECRETARY

52. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit;

and any Secretary as appointed may be removed by them.

53. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

54. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS AND DIRECTORS REPORT

55. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to :-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchase of goods by the Company;
- (c) the assets and liabilities of the Company; and
- (d) all those matters required by the 1967 Act and the 1976 Act to be shown in the accounts of the Company.

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 Company's affairs and to explain its transactions.

56. (a) The books of account shall be kept at the registered office of the Company, or, subject to Section 12(6) of the 1976 Act at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

(b) The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting subject nevertheless to the provision of Clause 8 of the Memorandum of Association of the Company.

57. The Directors shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such receipt and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

58. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

AUDIT

59. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act as amended by the 1967 Act and the 1976 Act.

NOTICES

60. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the

case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

61. Notice of every General Meeting shall be given in any manner hereinbefore authorised to :-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;
- (b) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

PRIVATE COMPANY

62. The Company is a private Company and accordingly :-

- (a) no shares in the Company shall be transferred;
- (b) the number of Members of the Company is limited to fifty not including persons who are in the employment of the Company and persons who having formerly been in the employment of the Company were while in that employment and have continued after the determination of that employment to be Members of the Company; and
- (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

T.M. GODWIN,
47 Chauncy Road, New Moston, Manchester 10.
Librarian.

DEREK JONES,
8 Millfield Close, Farndon, Cheshire.
Assistant Chief Social Development Offices.

C. ELPHICK,
130 Dunford Road, Holmfirth, West Yorks.
Community Worker.

ALAN J. KAY,
2 Duffield Gardens, Alkrington, Middleton,
Manchester. Youth Worker.

H.M. GOODRICH,
20 Albion Square, London E8.
Community Artist.

R.M. BROOKES,
15 Broome House, Pembury Road, Hackney E8.
Community Artist.

P.L. BAYNES,
Flat 6, 142 Withington Road, Whalley Range,
Manchester, Community Artist.

DATED the 23rd day of October 1978

WITNESS to the above signatures :

SUSANNA M. O'HARA,
8A Raynham Avenue,
Manchester 20
Secretary.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

**Memorandum
and
Articles of Association
of**

COMMUNITY ARTS MOBILE WORKSHOP
TEAM (NORTH WEST) LIMITED

Incorporated
the 16th day of November 1978

No. 1400213

HARBOTTLE & LEWIS,
34 South Molton Street,
London, W1Y 2BP

Stephen Cox & Co.,
Law Stationers & Lithographers,
14 New Square, Lincoln's Inn, London, WC2A 3JH

Number of
Company

1400213

13

The Companies Acts 1948 to 1970

COMPANY LIMITED BY SHARES GUARANTEED

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST) LIMITED

Passed 9 July, 1980.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

Collyhurst Community Centre, 22 Willert Street, Manchester M10 8LQ

on the 9th day of July, 1980 the subjoined
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

THAT Clause 3(a), (b) and (b)(i) of the existing Memorandum of Association of the Company be deleted and the following Clause 3(a), (b) and (b)(i) be substituted therefor—

"3(a) The objects for which the company is registered are to promote the benefit of inhabitants of neighbourhoods and areas in the United Kingdom and especially the North West thereof without distinction of political religious or other opinions by associating local authorities, voluntary organisations and individuals to advance education and aesthetic appreciation of the arts and to provide facilities for recreation and leisure-time activity in the interests of social welfare with the object of improving conditions of life for the said inhabitants.

(b) In furtherance of these objects but not further or otherwise the company shall have the following powers:—

(i) to establish, manage or assist with the establishing and management of community centres workshops and educational playgroups."

Signature

B. F. Whelan - Easley

Director

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

Note.—To be filed within 15 days after the passing of the Resolution(s).



THE COMPANIES ACTS, 1948 to 1976.

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

I HEREBY CERTIFY this to be a true copy
of the Memorandum & Articles of
Association altered in accordance with
the Special Resolution passed on the
9th July, 1980.

.....*St. Michael's*.....
DIRECTOR
DATED: 27 AUGUST 1980

Memorandum

and

Articles of Association

of

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST) LIMITED

Incorporated the 16th day of November 1978



**HARBOTTLE & LEWIS,
34 South Molton Street,
London, W1Y 2BP**

CERTIFICATE OF INCORPORATION

No. 1400213

I hereby certify that

COMMUNITY ARTS MOBILE WORKSHOP TEAM
(NORTH WEST) LIMITED

is this day incorporated under the Companies Acts
1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 16th NOVEMBER 1978

E.A. WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST) LIMITED

(As altered by Special Resolution passed on the 9th day
of July 1980)

1. The name of the Company is "COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST) LIMITED".
2. The registered office of the Company will be situate in England.
3. (a) The objects for which the Company is registered are to promote the benefit of inhabitants of neighbourhoods and areas in the United Kingdom and especially the North West thereof without distinction of political religious or other opinions by associating local authorities, voluntary organisations and individuals to advance education and aesthetic appreciation of the arts and to provide facilities for recreation and leisure-time activity in the interests of social welfare with the object of improving conditions of life for the said inhabitants.
(b) In furtherance of these objects but not further or otherwise the company shall have the following powers:-
 - (i) To establish, manage or assist with the establishing and management of community centres workshops and educational playgroups.
 - (ii) To purchase, exploit, acquire and deal in interests in copyright of and the right to perform, publish or show any materials which can be used or adapted for the objects of the Company.

- (iii) To enter into agreements and engagements with artists, lecturers, teachers, composers, musicians, authors, producers, directors, actors and designers and other persons and to retain advisers and reimburse such persons and advisers by salaries or fees.
- (iv) To purchase or otherwise acquire such property as may be necessary, convenient or usually used for the purpose of or in connection with the objects of the Company.
- (v) To establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage, lend to or otherwise deal with associations, societies and bodies established for similar charitable purposes only and for the purpose of promoting the objects of the Company to co-operate with manufacturers, dealers, traders, the press and other sources of publicity.
- (vi) To purchase, lease, hire or otherwise acquire real and personal property and any rights and privileges which shall be necessary or convenient for the promotion of the objects of the Company and to maintain, construct, alter, pull down and convert such buildings as may be necessary or convenient for the work of the Company.
- (vii) To accept gifts which may or are intended to further the objects of the Company.
- (viii) To sell, let, mortgage, dispose of, turn to account and otherwise deal with such property and assets of the Company as may be thought expedient to promote the objects of the Company.
- (ix) To undertake and execute such charitable trusts and commissions as may be lawfully undertaken by the Company within its objects.
- (x) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as may be thought expedient to promote the objects of the Company, including in the power aforesaid (and without prejudice to its

terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (xi) To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Company.
- (xii) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments, for the purpose of or in connection with the objects of the Company.
- (xiii) To invest and deal with the moneys of the Company not immediately required in such manner as the Company may from time to time determine subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xiv) To establish, promote or assist companies with charitable objects similar to those of the Company for the acquisition of the property or liabilities of the Company or to carry on any authorised activity of the Company or for any other charitable purpose directly or indirectly calculated to benefit the Company in the furtherance of its objects.
- (xv) To make donations to assist financially or otherwise and to co-operate with any other charity having objects similar to the objects of the Company.
- (xvi) To establish and support pension schemes for and to grant pensions to any employees of the Company or its associated companies calculated to benefit such employees and further the interests of the Company.
- (xvii) To purchase, acquire or undertake all or

any of the property, liabilities and engagements of charitable associations, societies or bodies with which the Company may co-operate or federate.

(xviii) To pay out of the funds of the Company the costs of forming and registering the Company.

(xix) To do all such other lawful things as shall further the attainment of the objects of the Company or any of them.

(c) PROVIDED THAT :-

(i) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.

(ii) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Company 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, the Company 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 Directors and Members of the Company 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 Directors and Members of the Company have been if no incorporation had been effected and the incorporation of the Company shall 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 Directors and Members of the Company, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company whencesoever derived shall be applied solely

towards the promotion of the objects of the Company as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly as dividend bonus or otherwise howsoever by way of profit to the Members of the Company Provided that nothing herein shall prevent the payment in good faith by the Company to any Director Member officer or servant of the Company of reasonable and proper remuneration for services actually rendered nor of interest at a reasonable and proper rate on money loaned nor of a reasonable and proper rent for premises demised or let by any Member to the Company nor of expenses reasonably and properly incurred on behalf of the Company on condition that :-

- (a) no person shall be entitled to vote on a Resolution nor attend any meeting concerning his own appointment to an office of the Company or any payment made or to be made to him by the Company
- (b) notwithstanding anything contained in the Articles of Association of the Company no Resolution relating to payments to any Member or Director of the Company shall be effective unless it is passed at a meeting at which there are present a quorum which comprises not less than one-third of the multiple of three next above the total of those entitled to attend the meeting and a majority of persons who are not remunerated for services being rendered to the Company.

5. The liability of the Members is limited.

6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding in the case of any Member the sum of £1.

7. If upon the winding up or dissolution of the Company there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to

some other charitable society, institution or organisation having objects similar to those of the Company and which shall be established for charitable purposes only 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 imposed on the Company by Clause 4 hereof such society, institution or organisation to be determined by the Members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions that may be imposed in accordance with regulations of the Company for the time being in force shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be audited and the correctness of the balance sheet ascertained by a properly qualified auditor.

WE, the persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this MEMORANDUM OF ASSOCIATION.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

T.M. GODWIN,
47 Chauncy Road, New Moston, Manchester 10.
Librarian.

DEREK JONES,
8 Millfield Close, Farndon, Cheshire.
Assistant Chief Social Development Officer.

C. ELPHICK,
130 Dunford Road, Holmfirth, West Yorks.
Community Worker.

ALAN J. KAY,
2 Duffield Gardens, Alkrington, Middleton,
Manchester. Youth Worker.

H.M. GOODRICH,
20 Albion Square, London E8.
Community Artist.

R.M. BROOKES,
15 Broome House, Pembury Road, Hackney E8.
Community Artist.

P.L. BAYNES,
Flat 6, 142 Withington Road, Whalley Range,
Manchester, Community Artist.

DATED the 23rd day of October 1978

WITNESS to the above signatures :

SUSANNA M. O'HARA,
8A Raynham Avenue,
Manchester 20,
Secretary.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

COMMUNITY ARTS MOBILE WORKSHOP TEAM (NORTH WEST) LIMITED

1. In these Articles :-

"the Act" means the Companies Act 1948.

"the 1967 Act" means the Companies Act 1967.

"the 1976 Act" means the Companies Act
1976

"the Seal" means the common seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

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

3. The number of Members with which the Company proposes to be registered is 50 but the Directors may from time to time register an increase of Members.

4. (a) The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be Members of the Company.

(b) The rights and privileges of a Member shall not be transferable.

(c) No person shall be admitted to membership unless he is prepared to assist to the best of his ability in the advancement of the main objects of the Company.

5. A Member shall cease to be a Member of the Company :-

(a) upon his giving notice in writing to the Company that he resigns his membership;

(b) upon a majority of two-thirds of the Directors of the Company giving him notice requiring him to resign his membership;

(c) (if an individual) upon his dying, becoming of unsound mind, or bankrupt, or his compounding with his creditors;

(d) (if a corporation) upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed of any of its assets.

REGISTERS

6. The Directors shall cause the following registers to be kept at the Registered Office of the Company :-

(a) a Register of Members;

(b) a Register of the interests of the Directors in debentures of the Company or its associated Companies.

7. The Directors shall cause such Registers as are kept under the provisions of regulation 6 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Sections 29

of the 1967 Act.

GENERAL MEETINGS

8. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds 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. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. The Directors 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. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, 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 hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notice from the Company:-

Provided that a meeting of the Company 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:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

12. 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

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.

14. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two Members present in person or by proxy shall be a quorum.

15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

16. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the meeting.

17. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

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 thirty 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 on the declaration of the result of the show of hands) demanded (a) by the Chairman or (b) by at least two Members present in person or by proxy or (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

20. Except as provided in Article 22 if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of

the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

22. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

23. 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 (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

24. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the results of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

VOTES OF MEMBERS

25. Every Member shall have one vote.

26. No Member shall be entitled to vote at any General Meeting if either :-

- (a) all moneys presently payable by him to the Company have not been paid; or
- (b) he is prevented from voting under Clause 4 of the Memorandum of Association of the Company.

27. On a poll votes may be given either personally or by proxy.

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

or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a Member of the Company.

29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :-

" I/We _____ of _____
 " in the County of _____, being a Member/
 " Members of the above-named Company, hereby
 " appoint _____ of _____
 " or failing him _____
 " of _____ as my/our proxy to
 " vote for me/us on my/our behalf at the
 " (Annual or Extraordinary as the case may
 " be) General Meeting of the Company to be
 " held on the _____ day of _____ 19____,
 " and at any adjournment thereof.
 " Signed this _____ day of _____ 19____."

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS

32. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

33. Until otherwise determined by a General Meeting the number of Directors shall be not less than two nor more than fifteen. The subscribers to the Memorandum of Association shall be the first Directors of the Company.

34. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director 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 Directors who are to retire by rotation at such meeting.

35. No person who is not a Member of the Company shall be entitled to hold office as a Director.

36. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

BORROWING POWERS

37. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

38. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the

aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. In particular the Directors shall have power to make rules and bye-laws for regulating the use by Members and others of any property of the Company.

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

40. The Directors shall cause minutes to be made of all appointments of officers made by them, of the names of the Directors present at each meeting of the Directors and of any committee of the Directors, and of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors and any such minutes if 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.

41. The Directors may act notwithstanding any vacancy in the Board but if the number of Directors is less than the minimum prescribed herein they may only act as Directors to admit persons to membership of the Company fill vacancies in the Board of Directors or summon a General Meeting.

DISQUALIFICATION OF DIRECTORS

42. The office of Director shall be vacated if the Director :-

- (a) has a receiving order made against him or makes an arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Director by reason of any Order made under Section 188 of the Act; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Company; or

- (e) is removed from office by a resolution duly passed pursuant to Section 184 of the Act; or
- (f) ceases to be a Member of the Company; or
- (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 199 of the Act.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF DIRECTORS

43. (a) At the first Annual General Meeting of the Company all the Directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Directors 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.

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

(c) A retiring Director shall be eligible for re-election.

(d) The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director 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 Director shall have been put to the meeting and lost.

(e) No person other than a Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any General Meeting unless, not less than three 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 a Member duly qualified to attend 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 that person of his willingness to be elected.

(f) The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

44. The Company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Director.

45. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding article. Without prejudice to the powers of the Directors under article 34 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

46. (a) The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. 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. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Directors shall be two.

(b) The Directors may elect a Chairman of

their meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

47. The Directors may delegate any of their powers to committees consisting of such Directors as they think fit; any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

48. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the meeting.

49. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

50. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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 and was qualified to be a Director.

51. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

THE SECRETARY

52. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit;

and any Secretary as appointed may be removed by them.

53. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

54. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS AND DIRECTORS REPORT

55. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to :-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchase of goods by the Company;
- (c) the assets and liabilities of the Company; and
- (d) all those matters required by the 1967 Act and the 1976 Act to be shown in the accounts of the Company.

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 Company's affairs and to explain its transactions.

56. (a) The books of account shall be kept at the registered office of the Company, or, subject to Section 12(6) of the 1976 Act at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

(b) The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting subject nevertheless to the provision of Clause 8 of the Memorandum of Association of the Company.

57. The Directors shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such receipt and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

58. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of, the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

AUDIT

59. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act as amended by the 1967 Act and the 1976 Act.

NOTICES

60. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the

case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

61. Notice of every General Meeting shall be given in any manner hereinbefore authorised to :-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;
- (b) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

PRIVATE COMPANY

62. The Company is a private Company and accordingly :-

- (a) no shares in the Company shall be transferred;
- (b) the number of Members of the Company is limited to fifty not including persons who are in the employment of the Company and persons who having formerly been in the employment of the Company were while in that employment and have continued after the determination of that employment to be Members of the Company; and
- (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

T.M. GOLWIN,
47 Chauncy Road, New Moston, Manchester 10.
Librarian.

DEREK JONES,
8 Millfield Close, Farndon, Cheshire.
Assistant Chief Social Development Offices.

C. ELPHICK,
130 Dunford Road, Holmfirth, West Yorks.
Community Worker.

ALAN J. KAY,
2 Duffield Gardens, Alkrington, Middleton,
Manchester. Youth Worker.

H.M. GOODRICH,
20 Alston Square, London E8.
Community Artist.

R.M. BROOKES,
15 Broome House, Pembury Road, Hackney E8.
Community Artist.

P.L. BAYNES,
Flat 6, 142 Withington Road, Whalley Range,
Manchester, Community Artist.

DATED the 23rd day of October 1978

WITNESS to the above signatures :

SUSANNA M. O'HARA,
8A Raynham Avenue,
Manchester 20
Secretary.