

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block
lettering*Insert full
name of company

For official use

Company number

--	--	--

1647371/1

Name of company

WANDSWORTH TRAINING WORKSHOP LIMITED

I, PETER REDINGTON BEAUMONTof HUDRED & BEAUMONT87B KENSINGTON HILLLONDON SW11

do solemnly and sincerely declare that I am

a solicitor of the Supreme Courtengaged in the formationof Wandsworth Training Workshop Ltd.

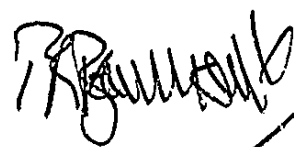
†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company and of matters
precedent 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 1835

Declared at

77/79 St John's RoadBattersea London SW11

Signature of Declarant


the 25th day of December

One thousand nine hundred and

eighty two

before me

D. V. N. Grafton

A Commissioner for Oaths or 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):

For official use

New companies section

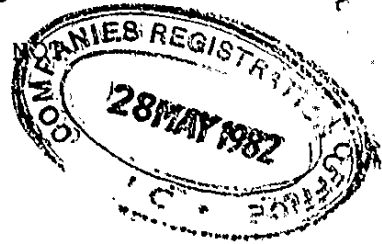
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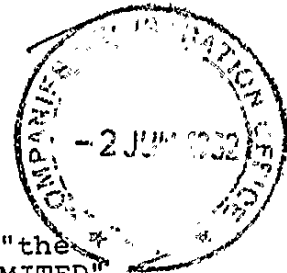
THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY GUARANTEE AND
HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

Treat as new OF
WANDSWORTH TRAINING WORKSHOP LIMITED



1. The name of the Company (hereinafter called "the Association") is "WANDSWORTH TRAINING WORKSHOP LIMITED".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
 - (a) The advancement of education and provision of work-shop training facilities for young persons who through their social or economic circumstances are in need and unable to gain employment or further their education and the establishment of a centre where such persons resident in South London may receive training in trade or craft skills.

In furtherance of the foregoing objects but not otherwise the Association shall have the following powers:-

- (b) To provide training and work experience in woodworking, engineering, electrical wiring and repairs, painting and decorating, plumbing, book binding, printing, sewing and tailoring and in such other crafts as may be deemed necessary.
- (c) To provide facilities for recreation and other leisure time occupations for the trainees of the Association and such other young persons in the area of benefit in the interests of their social welfare within the meaning of the Recreational Charities Act 1958 and as therein limited.
- (d) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise.

(e) Subject to such consents (if any) as may be required by law to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal estate which may be deemed necessary for any of the purposes of Association. Provided that in case the Association shall desire to hold more land than the law shall for the time being permit it to hold without the licence of the Board of Trade, such licence shall be obtained.

(f) To construct, maintain and alter any houses, buildings, or works necessary for the purpose of the Association.

(g) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Association.

(h) To print and publish any newspapers, periodicals, books or leaflets necessary for the promotion of its objects.

(i) Subject to such consents to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association.

(j) Subject to such consents to borrow and raise money in such manner as the Association may think fit whether by loan or by public or private appeal or otherwise and on such terms and (in the case of loans) on such security as the Association shall think fit.

(k) To apply for and obtain local authority, government, departmental or other grants towards carrying out the work of the Association.

(l) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(m) To undertake and execute any trusts or any agency business which may be necessary for the objects of the Association.

(n) To subscribe to any local or other charities and to grant donations for any charitable purpose.

(o) Power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.

(p) To establish and support, and to aid in the establishment and support of, any other charitable Association formed for all or any of the objects of this Association.

(q) To amalgamate with any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of this Association.

(r) To purchase or otherwise acquire and undertake all or any part of the property, assets, and engagements of any one or more of the charitable companies, institutions, societies or associations with which this Association is authorised to amalgamate.

(s) To transfer all or any part of the property, assets, and engagements of this Association to any one or more of the charitable companies, institutions societies or associations with which this association is authorised to amalgamate.

(t) To do all such lawful things as are necessary for the attainment of the above objects or any of them.

4. The income and property of the Association, whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit, to the members of the Association PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, not being a member of its Council of Management or Governing Body or to any member of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a reasonable and proper rate on money lent, or reasonable and proper rent for premises demised or let by any member of the Association.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound (£1.00).

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions.

WE, the persons whose names, address and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association having objects similar to the objects of the Association and which shall prohibit the distri-

bution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such a provision, then to some other charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

R Beaumont. 272 Barry Road London SE22
Secretary

T Lewis Jones 15 Skyscraper Ave, Trinity Rd
SW11
Secretary

Dated this 14th Day of May 1982

Witness to the above Signatures:-

J. Regal 13 Bridgefield Court, SW11 Secretary

THE COMPANIES ACTS 1948 to 1980
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

1647371

ARTICLES OF ASSOCIATION
OF
WANDSWORTH TRAINING WORKSHOP LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act 1948.
The Statutes ..	The Companies Acts 1948 to 1980, and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These presents ..	These Articles of Association, and the regulations of the Association from time to time in force.
The Association ..	The above-named Company.
The Council ..	The Council of Management for the time being of the Association.
The Office ..	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom ..	Great Britain and Northern Ireland.

Month

Calendar month.

In writing ..

Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is , but the Council may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

GENERAL MEETINGS

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

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

8. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in

default may be convened by such requisitionists, as provided by section 132 of the Act.

9. Twenty-one days' notice in writing at the least of every Annual 'General Meeting' and of every meeting convened to pass a Special Resolution', and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Statutes entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual 'General Meetings', a meeting may be convened by such notice as those members may think fit.

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

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary 'General Meeting', and all that is transacted at an Annual 'General Meeting' shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided (two) members personally present shall be a quorum.

13. If within half an hour from the time appointed for the holding of a 'General Meeting' a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine.

14. The Chairman (if any) of the Council shall preside as Chairman at every 'General Meeting', but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least (two) members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn. *PROP. 7.15.4.*

17. Subject to the provisions of Article ¹⁸~~22~~, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

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

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

21. Subject to the provisions of the Statutes 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 Association duly convened and held.

VOTES OF MEMBERS

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

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

24. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed 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. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I,
"of
"a member of
"hereby appoint
"of
"and failing him,
"of
"to vote for me and on my behalf at the
"(Annual or Extraordinary, or Adjourned,
"as the case may be) General Meeting of
"the Association to be held on the

"day of
"and at every adjournment thereof.
"As witness my hand this day of 19 ."

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

COUNCIL OF MANAGEMENT

29. Until otherwise determined by a 'General Meeting', the number of the members of the Council shall not be less than *three* nor more than *ten*.

30. The first members of the Council shall be the subscribers *P.S.T.* to the Memorandum of Association.

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

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

POWERS OF THE COUNCIL

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

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

SECRETARY

35. Subject to section 21(5) of the Companies Act 1976, the Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

36. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

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

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Association.
- (D) If by notice in writing to the Association he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act or section 28 of the Companies Act 1976.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (G) If he ceases to be a member by virtue of section 185 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

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

288
7.5.11

one-third, shall retire from office. Members of the Council shall be nominated by the following bodies who shall each have the power of nomination of the number of members indicated:

Mayor and Burgesses of the London Borough of Wandsworth,	2
West Minster College	1
General and Municipal Workers Union	1
Wandsworth Chamber of Commerce and Trade	1
London Chamber of Commerce and Industry (Wandsworth Branch)	1

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

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

41. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

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

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

PROCEEDINGS OF THE COUNCIL

44. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, (three) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

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

46. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

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

48. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

49. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disquali-

fied, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

50. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

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

ACCOUNTS

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

53. The accounting records shall be kept at the office, or, subject to the provisions of the Statutes, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.

54. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be opened to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

55. At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Statutes lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than (four) months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of

section 158 (1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1976.

AUDIT

56. In accordance with the provisions of the Statutes once at least in every year the accounts of the Associations shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

57. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes, the members of the Council being treated as the Directors mentioned in those provisions.

NOTICES

58. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

59. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

60. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

61.. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 of its Memorandum of Association,

such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

~~P. Brown~~ 272 Barry Rd. London SE22.

1. Lewis Jones 15 Skyma Hse, Trinity Rd.
SW18

Dated this 14th day of May 1982

Witness to the above Signatures:-

Shreehal, 13 Bridgerfield Court, SW11 Secretary

1

THE COMPANIES ACTS 1948 TO 1976

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

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

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

Company number

1647371

54

Name of Company

WANDEWORTH TRAINING WORKSHOP

Limited*

* delete if
inappropriateThe intended situation of the registered office of the company
on incorporation is as stated belowTOWN HALL
WANDEWORTH HIGH ST.
LONDON SW18 2PUIf 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

City Services Limited

Company Division

70/74 City Road

London, EC1V 2DQ

Tel. 253-0444

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 statementPresentor's name, address and
reference (if any):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)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
MAURICE ADRIAN SILVESTER HEASTER	MERCHANDISE CONTROLLER RETAIL STORE.
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4) 15, DULKA ROAD LONDON S.W.11 6SB	Date of birth (where applicable) (note 6) 6/6/42
Particulars of other directorships (note 5)	
NONE	
I hereby consent to act as director of the company named on page 1	
Signature <i>Maurice Heaster</i>	Date 1/4/82

Name (note 2)	Business occupation
JOSEPH HENRY PEARSON	COLLEGE VICE PRINCIPAL
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4) 12 ASHLEY DRIVE BANSTEAD, SURREY SM7 2AG.	Date of birth (where applicable) (note 6) 2-1-19
Particulars of other directorships (note 5)	
NIL	
I hereby consent to act as director of the company named on page 1	
Signature <i>J Pearson</i>	Date 1. IV. 82

Name (note 2)	Business occupation
PETER LOUIS STYCE	CHAIN STORE MANAGER
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4) 303 GILBERT HOUSE BARBICAN EC.2.	Date of birth (where applicable) (note 6) 5.3.34
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not
write in this
binding margin.

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:

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.

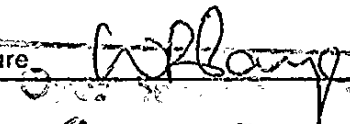
Name (notes 2 & 7)	
HOWARD THOMAS	
Former name(s) (note 3)	
Address (notes 4 & 7)	
70/74 CITY ROAD	
LONDON EC1Y 2DQ.	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

Name (notes 2 & 7) RICHARD FREDERICK CONCHMAN	
Former name(s) (note 3)	
Address (notes 4 & 7) 1 COPSE AVENUE,	
WEST WICKHAM,	
KENT	
I hereby consent to act as secretary of the company named on page 1	
Signature Rf Conchman	Date 1/4/82

* 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 	[Subscriber] [Agent]† Date 1/4/82
Company Division 70/74 City Road London, EC1Y 2DQ Tel. 253-0444	[Subscriber] [Agent]† Date 1/4/82

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)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
DAVID LANGHAM FRANCIS	CHARITABLE - WANDSWORTH CHAMBER COMMUNITY
Former name(s) (note 3)	MAKING MASON
Address (note 4)	Nationality
28 SISPAAR GARDENS.	BRITISH
WANDSWORTH LONDON.	22. 3. 39
SW18 3HQ	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
NONE	
I hereby consent to act as director of the company named on page 1	
Signature	Date
[Signature]	1. 4. 82.

Name (note 2)	Business occupation
JULIAN PHILIP PUGHAN	
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
32 SWANAGE ROAD,	
SW18 2DY	
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)	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

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1647371

I hereby certify that

WANDSWORTH TRAINING WORKSHOP LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 29TH JUNE 1982

A handwritten signature in dark ink, appearing to read 'E. J. Jones'.

Assistant Registrar of Companies

C.173

Number of } 1641 371 / 11
Company }



The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

WANDSWORTH TRAINING WORKSHOP
LIMITED

Passed 30th JUNE 1983, 19

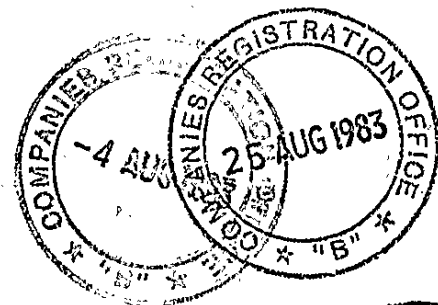
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

The Town Hall, High Street, Wandsworth, London, SW18

on the 30th day of June, 1983, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

With the approval of the Department of Trade and Industry IT WAS RESOLVED that the name of the company be changed to Wandsworth Training Agency.



Signature

John Wheeler

Secretary

To be signed by the Chairman, a Director, or the Secretary of the Company.



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

Oyez Publishing Limited, Norwich House, 11/13 Norwich Street, London EC4A 1AD, a subsidiary of The Solicitors' Law Stationery Society, Limited.

Companies 7

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FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1647371 / 12

I hereby certify that

WANDSWORTH TRAINING WORKSHOP
LIMITED

having by special resolution changed its name, is now
incorporated under the name of

WANDSWORTH TRAINING AGENCY

Given under my hand at the Companies Registration Office,
Cardiff the 9TH SEPTEMBER 1983


D. C. H. BUSHER

an authorised officer

Declaration on application for the change of name of a company for exemption from the requirement to use the word "limited".

Pursuant to section 25 (4)(c) of the Companies Act 1981

Please do not
write in this
binding margin.



Please complete legibly, preferably in black type; or bold block lettering.

For official use

Company number

113

1647371

Name of Company

WANDSWORTH TRAINING

WORKSHOP

limited

* Insert full name of company

JOHN WHEELER

of 25 KESTREL AVENUE, LONDON, SE24

† delete as appropriate

being a ~~director~~ [secretary] † of WANDSWORTH TRAINING

Workshop

Limited

do solemnly and sincerely declare that the company is a company to which section 25 of the Companies Act 1981 applies.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at The Town Hall, Wandsworth
High Street, London SW18 2PU

Signature of Declarant

the 17th day of August

One thousand nine hundred and Eighty-three

before me Bruce M. Moran

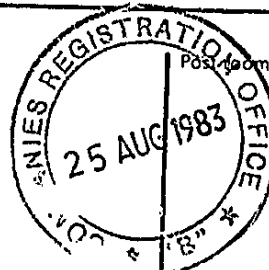
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

John Wheeler

Presentor's name, address and
reference (if any):

Rickards & Co.,
33 Marloes Road,
London, W8 6LG

For official use
New companies section



Number of } 1647371 / 16
Company }

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

WANDSWORTH TRAINING WORKSHOP

LIMITED

Passed 27TH JULY, 1983.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Town Hall, High Street, Wandsworth, London SW18

on the 27th day of July, 1983, the subjoined SPECIAL RESOLUTION duly passed, viz.:-

RESOLUTION

That Clause 38 in the Articles of Association of the Company be amended insofar as it refers to bodies who shall each have the power of nomination of the number of members indicated to read as follows -

- " Mayor and Burgesses of the London Borough of Wandsworth - 3
- General & Municipal Workers Union - 1
- National & Local Government
- Officers Association (Wandsworth Branch) - 1
- Wandsworth Chamber of Commerce & Trade - 1
- London Chamber of Commerce & Industry (Wandsworth Branch) - 1
- Inner London Education Authority - 1 "

Signature

John Wheeler

Company Secretary

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).

Number of } 1647371
Company } 17

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

WANDSWORTH TRAINING WORKSHOP

LIMITED

Passed 30TH JUNE, 1983.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Town Hall, High Street, Wandsworth, London SW18

on the 30th day of June, 1983 the subjoined SPECIAL RESOLUTION duly passed, viz. :-

RESOLUTION

That the Memorandum of Association of the Company be altered by deleting Clause 7 of the Memorandum of Association and by substituting the following Clause in lieu thereof namely -

- "7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed upon the Association under or by virtue of Clause 4 hereof, such Institution or Institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provisions, then to some other charitable object."

Signature *Sam Wheeler*

Company Secretary

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).



Number of } 1647371 18
Company }

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Extraordinary Resolution

(Pursuant to s. 141 (1) of the Companies Act 1948)

OF

WANDSWORTH TRAINING WORKSHOP

LIMITED

Passed 27TH JULY, 1983

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Town Hall, High Street, Wandsworth, London SW18

on the 27th day of July, 1983, the subjoined Extraordinary Resolution duly passed, viz.:—

RESOLUTION

That the following additional clause be inserted into the Articles of Association of the Company as Clause 42(a).

" The Association may from time to time co-opt onto the Council of Management of the Association individuals with specialist knowledge who shall each have one vote. At no time shall the total number of co-options exceed one-third of the number of all members of the Association and co-opted members shall not be included for the purposes of Clause 12. The continuation of any individual co-options shall be reviewed by the Association each year at the Annual General Meeting."

Signature

John Wheeler
Company Secretary

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).

oyez The Solicitors' Law Stationery Society, plc, Oyez House, 237 Long Lane, London SE1 4PU

Companies 7*

★★ F1005 2-81



Companies Acts 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

WANDSWORTH TRAINING AGENCY

No. 1647371 / 19

Incorporated on the 29th day of June 1983

NOV 1983
11 2 NOV 1983

THE COMPANIES ACTS 1948 to 1980
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

WANDSWORTH TRAINING AGENCY

1. The name of the Company (hereinafter called "the Association") is "WANDSWORTH TRAINING AGENCY".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
 - (a) The advancement of education and provision of work-shop training facilities for young persons who through their social or economic circumstances are in need and unable to gain employment or further their education and the establishment of a centre where such persons resident in South London may receive training in trade or craft skills.

In furtherance of the foregoing objects but not otherwise the Association shall have the following powers:-

- (b) To provide training and work experience in woodwork-
ing, engineering, electrical wiring and repairs, painting
and decorating, plumbing, book binding, printing, sewing
and tailoring and in such other crafts as may be deemed
necessary.
- (c) To provide facilities for recreation and other leisure
time occupations for the trainees of the Association and
such other young persons in the area of benefit in the
interests of their social welfare within the meaning of
the Recreational Charities Act 1958 and as therein limited.
- (d) To raise funds and to invite and receive contributions
from any person or persons whatsoever by way of subscriptions
and otherwise.

- (e) Subject to such consents (if any) as may be required by law to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal estate which may be deemed necessary for any of the purposes of the Association. Provided that in case the Association shall desire to hold more land than the law shall for the time being permit it to hold without the licence of the Board of Trade, such licence shall be obtained.
- (f) To construct, maintain and alter any houses, buildings, or works necessary for the purpose of the Association.
- (g) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Association.
- (h) To print and publish any newspapers, periodicals, books or leaflets necessary for the promotion of its objects.
- (i) Subject to such consents to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association.
- (j) Subject to such consents to borrow and raise money in such manner as the Association may think fit whether by loan or by public or private appeal or otherwise and on such terms and (in the case of loans) on such security as the Association shall think fit.
- (k) To apply for and obtain local authority, government, departmental or other grants towards carrying out the work of the Association.
- (l) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (m) To undertake and execute any trusts or any agency business which may be necessary for the objects of the Association.
- (n) To subscribe to any local or other charities and to grant donations for any charitable purpose.
- (o) Power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (p) To establish and support, and to aid in the establishment and support of, any other charitable Association formed for all or any of the objects of this Association.

(q) To amalgamate with any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of this Association.

(r) To purchase or otherwise acquire and undertake all or any part of the property, assets, and engagements of any one or more of the charitable companies, institutions, societies or associations with which this Association is authorised to amalgamate.

(s) To transfer all or any part of the property, assets, and engagements of this Association to any one or more of the charitable companies, institutions societies or associations with which this association is authorised to amalgamate.

(t) To do all such lawful things as are necessary for the attainment of the above objects or any of them.

4. The income and property of the Association, whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit, to the members of the Association, PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, not being a member of its Council of Management or Governing Body or to any member of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a reasonable and proper rate on money lent, or reasonable and proper rent for premises demised or let by any member of the Association.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound (£1.00).

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such Institution or Institutions to be determined by the members of the Association at or before

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

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 having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such a provision, then to some other charitable object.

WE, the several persons whose names and addresses are subscribed,
are desirous of being formed into a Company in pursuance of this
Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

P.R. BEAUMONT,
272 Barry Road,
London, S.E.22.

Solicitor.

P. LEWIS-JONES,
15 Skipsea House,
Trinity Road,
London, S.W.18.

Secretary.

Dated this 14th day of May, 1982.

Witness to the above Signatures:-

J.I. DONEGAL,
13 Bridgefield Court,
London, S.W.11.

Secretary.

THE COMPANIES ACTS 1948 to 1980
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

WANDSWORTH TRAINING AGENCY

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act 1948.
The Statutes	The Companies Acts 1948 to 1980 and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Company.
The Council	The Council of Management for the time being of the Association.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.

Month

Calendar month.

In writing ..

Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is seven, but the Council may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

GENERAL MEETINGS

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

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

8. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in

default may be convened by such requisitionists, as provided by section 132 of the Act.

9. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Statutes entitled to receive such notices from the Association, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

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

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided (two) members personally present shall be a quorum.

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine.

14. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least (two) members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

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

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

21. Subject to the provisions of the Statutes 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 Association duly convened and held.

VOTES OF MEMBERS

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

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

24. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed 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. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

I, "of
"a member of
"hereby appoint
"of
"and failing him,
"of
"to vote for me and on my behalf at the
"(Annual or Extraordinary, or Adjourned,
"as the case may be) General Meeting of
"the Association to be held on the

"day of
"and at every adjournment thereof.
"As witness my hand this day of 19 ."

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

COUNCIL OF MANAGEMENT

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

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

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

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

POWERS OF THE COUNCIL

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

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

SECRETARY

35. Subject to section 21(5) of the Companies Act 1976, the Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

36. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

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

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Association.
- (D) If by notice in writing to the Association he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act or section 28 of the Companies Act 1976.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (G) If he ceases to be a member by virtue of section 185 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

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

one-third, shall retire from office. Members of the Council shall be nominated by the following bodies who shall each have the power of nomination of the number of members indicated;

Mayor and Burgesses of the London Borough of Wandsworth	3
General & Municipal Workers Union	1
National & Local Government Officers Association (Wandsworth Branch)	1
Wandsworth Chamber of Commerce & Trade	1
London Chamber of Commerce & Industry (Wandsworth Branch)	1
Inner London Education Authority	1

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

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

41. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

42. The Association may from time to time in General Meeting increase or reduce the number of members of the Council,

and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

42A. The Association may from time to time co-opt onto the Council of Management of the Association individuals with specialist knowledge who shall each have one vote. At no time shall the total number of co-options exceed one-third of the number of all members of the Association and co-opted members shall not be included for the purposes of Clause 12. The continuation of any individual co-options shall be reviewed by the Association each year at the Annual General Meeting.

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

PROCEEDINGS OF THE COUNCIL

44. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, (three) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

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

46. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

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

48. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they

think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

49. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

50. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

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

ACCOUNTS

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

53. The accounting records shall be kept at the office, or, subject to the provisions of the Statutes, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.

54. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be opened to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

55. At the Annual General Meeting in every year the Council

shall in accordance with the provisions of the Statutes lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than (four) months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1976.

AUDIT

56. In accordance with the provisions of the Statutes once at least in every year the accounts of the Associations shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

57. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes, the members of the Council being treated as the Directors mentioned in those provisions.

NOTICES

58. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

59. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

60. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter contain-

ing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

61. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

**Companies Acts
1948 to 1981**

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

**MEMORANDUM
AND ARTICLES OF
ASSOCIATION**

WANDSWORTH TRAINING AGENCY

No. 1647371

**Incorporated on the 29th day of
June 1983**

CROFT MAY & CO

CHARTERED ACCOUNTANTS

HOWARD I. DAVIS F.C.A.
ANTHONY P. RAYNES F.C.A.

COPY

1647371
33 MARLOES ROAD
KENSINGTON
LONDON W8 6LG

TELEPHONE
& FACSIMILE:
0171-373 4108
0171-373 4109

YOUR REF:

OUR REF:

APR/JFR

31 October 1994

The Secretary
Wandsworth Training Agency
79 Wandsworth High Street
London
SW18 4LQ

Dear Sirs

Please accept this letter as formal notice of our resignation as auditors to the company.

We confirm that we are not aware of any matters which should be brought to the attention of the members or creditors.

Yours faithfully

Croft May & Co

