

G

COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

--	--	--

2142757

* insert full
name of Company

Name of company

* CHARITIES TRUST

I, HENRY HARWOODof 25 CASTLE STREET, LIVERPOOL L2 4TD† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~I, the person named as director or secretary of the company in the statement delivered to the registrar~~
~~under section 10(2),~~ and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 Liverpool

Declarant to sign below

the 18th day of JuneOne thousand nine hundred and Eighty-sevenbefore me [Signature]

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

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JordansJORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 261010Presentor's name address and
reference (if any):JORDAN & SONS LIMITED
JORDAN & SONS LTD
21 ST. THOMAS ST
BRISTOL, BS1 6JS
10345/2

For official Use

New Companies Section

Post room

G

COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

For official use

Company number

--	--	--	--

--

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

Note

This declaration should accompany the application for the registration of the company

* insert full name of company

Name of company

* CHARITIES TRUST

I, ROBERT HENRY HOWELL

of 25 Castle Street Liverpool L2 4TD

† delete as appropriate

~~a [Solicitor engaged in the formation of the above-named company] [person named as director or secretary of the above company] in the statement delivered under section 10 of the above Act~~ do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

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

Declared at Liverpool

Declarant to sign below

the 15th day of June

One thousand nine hundred and Eighty-seven

before me

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



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BRISTOL, BS1 6JS

For official Use

New Companies Section

Post room

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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

--

Name of company

* insert full name
of company

*	CHARITIES TRUST
---	-----------------

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

JM CENTRE	
OLD HALL STREET	
LIVERPOOL	
Postcode	L70 1AB

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

JORDAN & SONS LTD	
21 ST. THOMAS ST	
BRISTOL, BS1 6JS	
Postcode	

Number of continuation sheets attached (see note 1)

3

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LONDON W1 1EE
TELEPHONE 01 253 3030
TELEX 201010



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

JORDAN & SONS LIMITED

JORDAN & SONS LTD
21 ST. THOMAS ST
BRISTOL, BS1 6JS

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 (note 2) are as follows:

Please do not write in this margin

Name (note 3)		Business occupation	
DESMOND HENRY PITCHER		DIRECTOR	
Previous name(s) (note 3) NONE		Nationality	
Address (note 4)		BRITISH	
TUDOR COURT 31 SELWORTHY ROAD BIRKDALE		Date of birth (where applicable)	
SOUTHPORT MERSEYSIDE		(note 6) 23.03.35	
Postcode PA8 2NS			
Other directorships † SEE ATTACHED LIST			
I consent to act as director of the company named on page 1			
Signature <i>DH Pitcher</i>		Date 10.6.87	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation	
JOHN REID MARTYN		DIRECTOR	
Previous name(s) (note 3) NONE		Nationality	
Address (note 4)		BRITISH	
'MELWOOD' QUARRY ROAD EAST HESWALL WIRRAL		Date of birth (where applicable)	
MERSEYSIDE		(note 6) 16.06.44	
Postcode			
Other directorships † SEE ATTACHED LIST			
I consent to act as director of the company named on page 1			
Signature <i>J. Reid Martyn</i>		Date 10.6.87	


Name (note 3)		Business occupation	
MALCOLM OSCAR LANDAU		DIRECTOR	
Previous name(s) (note 3) NONE		Nationality	
Address (note 4)		BRITISH	
104 CHATSWORTH ROAD AINSDALE SOUTHPORT		Date of birth (where applicable)	
MERSEYSIDE		(note 6) 22.01.48	
Postcode PR8 2QF			
Other directorships † SEE ATTACHED LIST			
I consent to act as director of the company named on page 1			
Signature <i>M. Landau</i>		Date 10.6.87	

⁵⁵ 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:

secretaries, or the company are as follows:

Name (notes 3 & 7)	
JOHN OWEN WILKINSON	
Previous name(s) (note 3) NONE	
Address (notes 4 & 7)	
73 LYNDHURST AVENUE MOSSLEY HILL LIVERPOOL 18	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date 10.6.87

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

Signature of agent on behalf of subscribers  Date 10.6.87

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No 1
to Form No. 10

Company number

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

Name of company

* insert full name
of company

* CHARITIES TRUST

Particulars of other directors (continued)

Name (note 3)	Business Occupation
JOHN OWEN WILKINSON	COMPANY SECRETARY/ SOLICITOR
Previous name(s) (note 3) NONE	Nationality
Address (note 4)	BRITISH
78 LYNDHURST AVENUE MOSSLEY HILL LIVERPOOL 18	Date of birth (where applicable) (note 6) 03.12.30
Postcode	

I consent to act as director of the company named above (notes 9 and 10)

Signature

X *[Signature]*

Date

10/6/87

Particulars of other directorships

See attached

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† delete if
inappropriate

continued overleaf †

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

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

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No 2
to Form No. 10

Company number

Name of company

* insert full name
of company

*	CHARITIES TRUST
---	-----------------

Particulars of other directors (continued)

Name (note 3)		Business Occupation
DEBORAH JANE ALLMEY		COMPANY EXECUTIVE
Previous name(s) (note 3) NONE		Nationality
Address (note 4)		BRITISH
59 RYDER CRESCENT HILLSIDE MERSEYSIDE		Date of birth (where applicable) (note 6) 04.04.58
Postcode	PR8 3SA	
I consent to act as director of the company named above (notes 9 and 10)		
Signature X Deborah J. Allmey		Date 15/6/87.

Particulars of other directorships

NONE

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TELEPHONE 01 253 3030
TELEX 251010



† delete if
inappropriate

continued overleaf †

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

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

Continuation sheet No 3
to Form No. 10

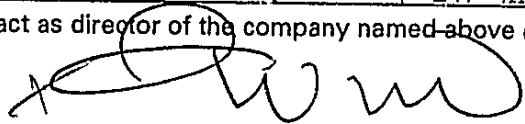
Company number

Name of company

* insert full name
of company

* CHARITIES TRUST

Particulars of other directors (continued)

Name (note 3)	Business Occupation
JOHN WILLIAM LAST	COMPANY EXECUTIVE
Previous name(s) (note 3) NONE	Nationality
Address (note 4)	BRITISH
'THE KNOLL' MEOLS DRIVE HOYLAKE WIRRAL	Date of birth (where applicable) (note 6) 22.01.40
MERSEYSIDE	Postcode L47 4AF
I consent to act as director of the company named above (notes 9 and 10)	
Signature 	Date 10.6.87

Particulars of other directorships

ROYAL LIVERPOOL PHILHARMONIC SOCIETY
NORTH WEST MUSEUM & ART GALLERY SERVICE
EMPIRE THEATRE (MERSEYSIDE) TRUST
MERSEYSIDE TOURISM BOARD

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TELEX 201070



† delete if
inappropriate

continued overleaf 1

Mr. J.R. Martyn

DATE 09.06.87

is a Director of the following companies:-

Bonds Pools Ltd
Charities Trust Ltd
Credit and Data Marketing Services Ltd
Fairway Supermarkets Ltd
Harrogate Hotels Ltd
J.D. Cuthbertson Ltd
J & C Moores Ltd
John Moores Quality Stores Ltd
Littlewoods Competitions Co Ltd
Littlewoods Finance Co Ltd
Littlewoods Ltd
Littlewoods Mail Order Stores Ltd
Littlewoods Properties Ltd
Liverpool Contractors Ltd
Liverpool Mail Order Stores Ltd
London & Country Commercial Property
Investments Ltd
M.C. Hitchen & Sons Ltd
Modmart Ltd
Nova Securities Ltd
Peret Traders Ltd
Perimor Ltd
Postal Services Ltd
Shopping Post Ltd
The Catalogue Shop Ltd
The Littlewoods Organisation PLC
The Littlewood pensions Trust Ltd
The Liverpool Bedding Co Ltd

DIRECTORSHIPS held during the past five years:-

BICC Plc	Resigned	: 30.	9.84
BICC Cables Ltd	"	: 30.	6.83
British Kynoch Metals Ltd	"	: 30.	9.84
Shopping Mail Ltd	"	: 21.	5.85

Mr M O Landau
is a Director of the following companies:-

DATE 09.06.87

Charities Trust Ltd
Credit and Data Marketing Services Ltd
Demographic Profiles Ltd
Eaton Hall Design Workshops Ltd

Mr. J.O. Wilkinson
is a Director of the following companies:-

DATE 09.06.87

Bertros Ltd
Bonds Pools Ltd
Brian Mills Ltd
Burlington Warehouses Ltd
Byslip Ltd
Charities Trust Ltd
Credit and Data Marketing Services Ltd
Demographic Profiles Ltd
Fairway Supermarkets Ltd
Harrogate Hotels Ltd
H. Littlewood Ltd
H. Littlewood (Scotland) Ltd
Home Delivery Services Ltd
J.D Cuthbertson Ltd
Janet Frazer Ltd
Jemima Ltd
John Moores Home Shopping Service Ltd
John Moores Quality Stores Ltd
Littlewoods Competitions Co Ltd
Littlewoods Finance Co Ltd
Littlewoods Ltd
Littlewoods Lotteries Ltd
Littlewoods Mail Order Stores Ltd
Littlewoods Nationwide Lotteries Ltd
Littlewoods of Liverpool Ltd
Littlewoods Properties Ltd
Littlewoods Warehouses Ltd
Liverpool Contractors Ltd
Liverpool Mail Order Stores Ltd
London & Country Commercial Property Investments Ltd
M.C. Hitchen & Sons Ltd
Modmart Ltd
Nova Securities Ltd
Peret Traders Ltd
Perimor Ltd
Peter Craig Ltd
Postal Services Ltd
Principality Commercial Photographers Ltd
Rangefeature Ltd
Shopping Mail Ltd
Shopping Post Ltd
The Catalogue Shop Ltd
The Fork Manufacturing Co Ltd
The Littlewood Pensions Trust Ltd
The Liverpool Bedding Co Ltd
Universal Sporting Press Ltd

Cont'd/....

Mr J O Wilkinson
is a Director of the following companies:-

DATE 09.06.87

DIRECTORSHIPS held during the past five years:-

Valbroom Ltd
Hillpine Ltd

Mr. D.H. Pitcher
is a Director of the following companies:-

DATE 09.06.87

Brian Mills Ltd
Burlington Warehouses Ltd
Charities Trust Ltd
Janet Frazer Ltd
John Moores Home Shopping Services Ltd
Littlewoods Warehouses Ltd
Peter Craig Ltd
Brian Mills & Janet Frazer Services Co Ltd
Home Delivery Services Ltd
M.C. Hitchen & Sons Ltd
Mersey Barrage Co Ltd
Modmart Ltd
Peret Traders Ltd
Perimor Ltd
The International Import & Export Co Ltd
Harrogate Hotels Ltd
Littlewoods Pools Ltd
J.D. Cuthbertson Ltd
J & C Moores Ltd
J & C Moores Publicity Ltd
Nova Securities Ltd
Littlewoods Properties Ltd
London & Country Commercial Property Investments Ltd
Liverpool Stadium Ltd
Shopping Mail Ltd
The Catalogue Shop Ltd
The Fork Manufacturing Co Ltd
The Littlewoods Organisation PLC
The Littlewood Pensions Trust Ltd

DIRECTORSHIPS held during the past five years:-

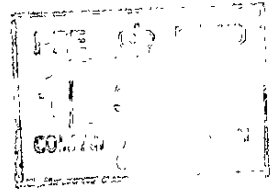
British Telecommunications Systems Ltd	Resigned : 21.11.1983
Communication Technology Consultants Ltd	Resigned : 30.11.1983
Plessey Controls Ltd	Resigned : 30.11.1983
Plessey de Venezuela SA	Resigned : 30.11.1983
Plessey Management Services Ltd	Resigned : 30.11.1983
Plessey Office Systems Ltd	Resigned : 30.11.1983
Plessey Research (Caswell) Ltd	Resigned : 30.11.1983
Plessey Scientific- Atlanta Ltd	Resigned : 30.11.1983
Plessey Telecommunications Ltd	Resigned : 30.11.1983

Mr. D.H. Pitcher
is a Director of the following companies:-

DATE 11.05.87

Plessey Telecommunications (International) Ltd	Resigned : 30.11.1983
Plessey Telecommunications & Office Systems Ltd	Resigned : 30.11.1983
Plessey Telecommunications Research Ltd	Resigned : 30.11.1983
Plessey Trading Corporation (USA)	Resigned : 30.11.1983
The Plessey Company PLC	Resigned : 30.11.1983

THE COMPANIES ACT 1985



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

2142757

MEMORANDUM OF ASSOCIATION OF

CHARITIES TRUST

1. The Company's name is "CHARITIES TRUST".
2. The Company's registered office is to be situated in England and Wales.
3. The object for which the Company is established is:-

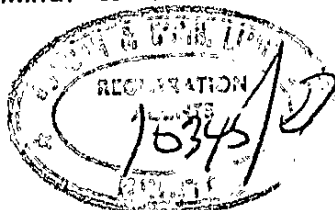
To advance any charitable purpose for the benefit of the public wheresoever in the world as the Company may think fit and in so far as the same are entirely ancillary to such object but not further or otherwise.

(i) To accept and undertake the administration and management (whether completely or only in part) of charitable trusts whether as agents for the Trustees of such trusts or otherwise and to require and accept fees on account of such work of administration and management.

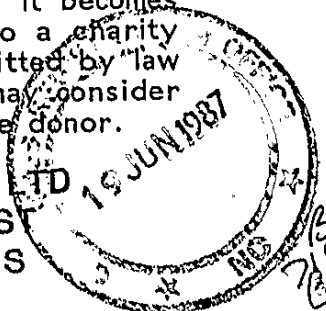
(ii) To act as an agent for the purposes of Section 27(4) of The Finance Act 1986 or any re-enactment thereof and to require and accept fees for so acting.

(iii) To receive donations for application to such charity or charities as the donor may specify and if for any reason it becomes impossible for the Company to pay any such donation to a charity specified by a donor the Company shall so far as is permitted by law pay that amount to such other charity or charities as it may consider has objects similar to those of the charity specified by the donor.

1/85



JORDAN & SONS LTD
21 ST. THOMAS ST
BRISTOL, BS1 6JS



In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-

(a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or apparatus, equipment and other items, and any rights or privileges and to construct, maintain and alter any buildings erections or works necessary for the work of the Company.

(b) To co-operate with and to enter into any arrangements with educational authorities, new town development corporations, charitable organisations, national authorities, County and local authorities, persons, or associations interested in sports, games and or other recreational or leisure time activities, and other bodies associations and persons generally.

(c) To print and publish either gratuitously or by way of sale any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its object.

(d) Subject to such consents (if any) as may be required by law, to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.

(e) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.

(f) To make any charitable donation either in cash or assets for the furtherance of the objects of the Company.

(g) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.

(h) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities of any other company.

(i) To invest the moneys of the Company not immediately required for the furtherance of its objects 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.

(j) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects.

(k) Subject to such consents (if any) as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.

(l) Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company and to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks properly incurred in the course of the performance of their duties as may be thought fit.

(m) 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.

(n) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body.

(o) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.

(p) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.

(q) To pay out of the funds of the Company all or any expenses incurred in connection with the promotion formation and incorporation of the Company and all proper expenses of administering the Company and all trusts administered by the Company and to retain income of the Company to meet such further expenses as can be reasonably foreseen.

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

Provided that:-

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

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

(c) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, 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 Council of Management or Governing Body 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 Council of Management or Governing Body 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 or the Charity Commissioners over such Council of Management or Governing Body 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 on money lent by any member of the Company or of its Council of Management or Governing Body at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council of Management or Governing Body;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or Governing Body;

(d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council of Management or Governing Body may also be a member holding not more than 1/100th part of the capital of that company; and

(e) to any member of its Council of Management or Governing Body of reasonable out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities 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. ✓

7. If upon the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of Clause 4 hereof, such institution or institutions 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 such provision, then to some other charitable object.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and Addresses of Subscribers

John Owen Wilkinson

JOHN OWEN WILKINSON

Company Secretary.

For and on behalf of

The Littlewoods Organisation PLC

J.M. Centre

Old Hall Street Liverpool L70 1AB.

Fiona Duggan

FIONA ELSPETH ROBB DUGGAN

Director

For and on behalf of

Littlewoods Finance Co. Ltd

J.M. Centre

Old Hall Street Liverpool L70 1AB

Dated 5th June 1987

Witness to the above Signatures,

Mark Julian Burnett Hogarth

MARK JULIAN BURNETT HOGARTH

10 Line Tree Way, Farby, Mersington C37 2LT

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

CHARITIES TRUST

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 1985.

"the Council" means the Council of Management of the Company.

"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.

OBJECTS

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

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Company. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. Unless the members of the Council or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 68, the members of the Council may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than two.

GENERAL MEETINGS

5. 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 notices 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 Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. 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 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council 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 Council.

NOTICE OF GENERAL MEETINGS

7. 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 notices 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.

8. 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

9. 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 Council and 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.

10. 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 shall be a quorum. 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 Council may determine.

11. The chairman, if any, of the Council 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 members of the Council present shall elect one of their number to be chairman of the meeting.

12. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council 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.

13. 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.

14. 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.

15. Except as provided in Article 17, 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.

16. 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.

17. 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.

18. 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.

VOTES OF MEMBERS

19. Every member shall have one vote.

20. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

21. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

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

23. 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.

24. 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 48 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

25. 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 Extra-
ordinary, 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 __."

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

"

I/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 Extra-
ordinary, 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 __."

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired."

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

28. 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 such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

29. Any corporation which is a member of the Company may by resolution of its Council or other governing body authorise such person 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.

COUNCIL OF MANAGEMENT

30. The minimum number of the members of the Council shall be three and the maximum shall ^{be} the such number as the Company shall from time to time in General Meeting determine. *W ✓*
70 min.

31. The members of the Council shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

32. The Council 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 THE COUNCIL

33. The business of the Company shall be managed by the Council, 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 Council which would have been valid if that regulation had not been made.

34. 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 Council shall from time to time by resolution determine.

35. The Council shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Council;
- (b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Council and of committees of the Council.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

36. The office of member of the Council shall be vacated if the member:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a member of the Council by reason of any order made under Sections 295 to 300 (inclusive) of the Act;
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (d) resigns his office by notice in writing to the Company; or
- (e) 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 317 of the Act.

37. A member of the Council 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 MEMBERS OF THE COUNCIL

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

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

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

41. The Company at the meeting at which a member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Council 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 of the Council shall have been put to the meeting and lost.

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

43. The Company may from time to time by ordinary resolution increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office.

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

45. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Council.

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

PROCEEDINGS OF THE COUNCIL

47. The Council 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 member of the Council may, and the secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.

48. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and shall not be less than two.

49. The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Council, the continuing members or member of the Council may act for the purpose of increasing the number of members of the Council to that number, or of summoning a General Meeting of the Company, but for no other purpose.

50. The Council 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 members of the Council present may choose one of their number to be chairman of the meeting.

51. The Council may delegate any of their powers to committees consisting of such two or more members of their body 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 Council and shall report all acts and proceedings to the Council as soon as is reasonably practicable.

52. 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.

53. 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.

54. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council 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 member of the Council.

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

SECRETARY

56. Subject to Section 13(5) of the Act, the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any secretary so appointed may be removed by it: Provided always that

no member of the Council may occupy the salaried position of secretary.

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

PRESIDENT AND VICE PRESIDENTS

58. The Council may from time to time appoint a President of the Company and any number of Vice Presidents of the Company. Neither the President nor any Vice President shall by virtue of their respective offices be deemed to be a member of the Council nor be entitled to any remuneration. Nevertheless, by invitation of the Council they may attend meetings of the Council and shall be entitled to speak at such meetings.

THE SEAL

59. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

60. The Council shall cause accounting records to be kept in accordance with the provisions of the Act.

61. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the officers of the Company.

62. 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 Company or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Council or by the Company in General Meeting.

63. The Council shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.

64. 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, and Council'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 or to more than one of the joint holders of any debentures.

AUDIT

65. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

66. 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, prepaying 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 24 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.

67. 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 notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

(c) the auditor for the time being of the Company; and

(d) each member of the Council.

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

DISSOLUTION

68. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

69. (4) The Council may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-

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✓
JPM

(i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.

(ii) The conduct of members of the Company in relation to one another, and to the Company's servants.

(iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at general meetings and meetings of the Council and Committees of the Council in so far as such procedure is not regulated by these presents.

(v) And, generally, all such matters as are commonly the subject matter of Company rules.

The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

INDEMNITY

70. In the execution of his duties and the exercise of his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he may otherwise be entitled) every member of the Council shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him and arising by reason of any improper investment made by or for the Company in good faith (so long as he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the member of the Council who is sought to be made liable.

Names and Addresses of Subscribers

John Owen Wilkinson

JOHN OWEN WILKINSON

Company Secretary

For and on behalf of

Re Littlewoods Organisation PLC

J.M. Centre

Old Hall Street Liverpool L70 1AB

Fiona Euphemia Robb Duggan

FIONA EUPHEMIA ROBB DUGGAN

Director

For and on behalf of

Littlewoods Finance Co. Ltd

J.M. Centre

Old Hall Street Liverpool L70 1AB.

Dated 5th June 1987

Witness to the above Signatures,

Mark Julian Burnett Hogarth

MARK JULIAN BURNETT HOGARTH

10 Pine Tree Way, Farnley, Macclesfield L37 2LT.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2142757

I hereby certify that

CHARITIES TRUST

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 24 JUNE 1987

P. A. Rowley
MRS P.A. ROWLEY

an authorised officer