

SPECIAL RESOLUTION

CHOICE SUPPORT

(Company no 02189556)

(Charity no 298149)

At an Extraordinary General Meeting of the above named company to be held on
[6th June] 2007 at 3.50 ~~am~~/pm at 100 Westminster Bridge Rd
] the following will be proposed as a special resolution London SE1 7XA

- 1 That the existing Memorandum and Articles of Association of Choice Support be deleted and replaced with the Memorandum and Articles of Association in the form attached

[The following is only to be inserted and completed on the print of the resolution to be filed at Companies House after the EGM]

The above special resolution was duly passed

Signed

Date

V. Suerce
(Director/Company Secretary)
6/6/07 1



THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES
OF
ASSOCIATION
OF
CHOICE SUPPORT

WE THE UNDERSIGNED, RUSSELL-COOKE SOLICITORS
OF 2 PUTNEY HILL, LONDON SW15 6AB HEREBY
CERTIFY THE ABOVE TO BE A TRUE COPY OF THE
ORIGINAL DOCUMENT

DATED THE 11th DAY OF June 2007

Russell-Cooke Solicitors

noted and approved by the
company on 11th June 2007
in accordance with the
articles of association and to be
registered with the Companies
Registrar.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION OF CHOICE SUPPORT

1. The name of the Company is 'Choice Support'. Terms defined in the Company's Articles of Association shall have the same meaning in this Memorandum as long as this meaning is consistent with the subject or context.
2. The registered office of the Company will be situate in England.
3. **The Objects of the Company:-**
The Company is established for the relief of those who have learning or other disabilities including the provision of residential care and support services and relief of those with mental or physical illness or who are old or infirm or who have needs because of their youth, lack of education or poverty.
4. In furtherance of the above objects but not further or otherwise the Company shall have the following powers:
 - (a) To extend and improve services for such persons as are described above.
 - (b) To promote collaboration between organisations concerned with the welfare of such persons as are described above in order to provide co-ordinated housing and related services
 - (c) To assess the scale and nature of the need for such services
 - (d) To promote an appropriate scale of such services.
 - (e) To promote an equality of opportunity to obtain such services for all

WE THE UNDERSIGNED HAVE READ THE ABOVE MEMORANDUM OF ASSOCIATION AND HEREBY CERTIFY THAT IT IS A TRUE AND CORRECT COPY OF THE ORIGINAL DOCUMENT

- (f) To evaluate the quality of the provision of such services

- (g) To initiate and encourage co-operations among the public authorities in particular through programmes of joint training, planning, research and organisation.

On behalf of the Charity Commission
for England and Wales,
Consent is hereby given under
section 6 of the Charities Act 1993
to these proposed amendments.



AUTHORISED OFFICER

- (h) To explore and to provide in co-operation with Central Government and with the appropriate local authorities all means whereby there may be established adequate and comprehensive programmes to enable persons with a mental handicap to take their place in society.
- (i) To obtain, collect and receive money and funds by way of endowments, contributions, donations, legacies, grants and by any other lawful method and accept and receive gifts of property of any description, (whether subject to any special trusts or not), and to administer and utilise such funds for the furtherance of the objects herein mentioned and to seek subscriptions to raise money in any way including carrying on trade but not by means of Taxable Trading.
- (j) To procure to be written and print, publish, issue and circulate, gratuitously or otherwise, any reports or periodicals, books, pamphlets, leaflets or other documents in any media.
- (k) To arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes and conferences.
- (l) To promote or undertake organised research and experimental work.
- (m) To disseminate to the public the results of such research and experimental work so as to foster a better understanding by the public of the nature of the problems with which the Company shall be concerned.
- (n) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary or convenient for the promotion of its objects and to construct and alter any buildings or erections necessary or convenient for the work of the Company and to furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land.
- (o) To establish and support, and to co-operate in the establishment and support of, any other charitable body formed for all or any of the objects of the Company.
- (p) To federate or amalgamate with, affiliate with or become affiliated to any charitable body having charitable purposes of a charitable purpose only its objects or object and to acquire and undertake all or any part of the assets, liabilities and engagements of any such body, which the Company may lawfully acquire. Provided that the Company shall not amalgamate, affiliate with or subscribe to any association, society or corporation

On behalf of the Charity Commission for England and Wales, consent is hereby given under section 64 of the Charities Act 1993 to these proposed amendments.

[Signature]

AUTHORISED OFFICER

to these proposed amendments
section 64 of the Charities Act 1993
which is hereby given under
section 64 of the Charities Act 1993
to these proposed amendments

***On behalf of the Charity Commission
for England and Wales,
consent is hereby given under
section 64 of the Charities Act 1993
to these proposed amendments.***

- Walt Whitman

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On behalf of the Government of Wales, for England and Wales, consent is hereby given under section 64 of the Charities Act 1993 to these proposed amendments.

- Noted (y)

AUTHORISED OFFICER

To permit any investments belonging to the Company to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such.

- (z) To establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the objects of the Company or to undertake trading and to establish the same either as wholly owned subsidiaries of the Company or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means.
- (aa) To transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements.
- (bb) To open and operate bank accounts and other banking facilities.
- (cc) To accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Management Committee.
- (dd) To co-operate and enter into any arrangements with any governments, authorities or any person, company or association.
- (ee) To give or receive guarantees or indemnities.
- (ff) To insure any risks arising from the Company's activities.
- (gg) To do all such other lawful things as are necessary to the attainment of the above objects or any of them.

Provided always and it is hereby declared that the Company exists only for purposes which are charitable and notwithstanding anything hereinbefore contained nothing shall be an object of the Company which is not charitable.

5. The income and property of the Company whencesoever derived 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 Management Committee 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 Management Committee.
- (b) Of interest at a rate not exceeding two per cent, less than the Base Rate for the time being of one of the major clearing banks in the United Kingdom or three per cent whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any member of the Company or of its management Committee.
- (c) To any member of its Management Committee of reasonable out-of-pocket expenses.
- (d) To a company of which a member of the Company or of its Management Committee may be a member holding not more than one hundredth part of the capital of such company
- (e) Of all reasonable and proper premiums in respect of indemnity insurance affected in accordance with clause 4(w).
- (f) Any payment to a member of the Management Committee under the indemnity provisions in the Articles of Association.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she 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 £1.

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 after due provision has been made for the continuance of any pensions or allowances to retired employees of the Company in accordance with any Pension Scheme for the time being in force at the date of liquidation 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 among its or their members to an extent at

Mark P. Kelly

AUTHORISED OFFICER

Charity Commission for England and Wales
100 Brook Street, London W1A 1AA
Tel: 020 7460 6000
Fax: 020 7460 6001
Email: charity@charitycommission.gov.uk
Website: www.charitycommission.gov.uk

least as great as is imposed on the Company under or by virtue of Clause 5 thereof, 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 charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company and of the property, credits and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company 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 to the extent required by law from time to time.
10. No alterations to this Memorandum may be made which would cause the Company to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution or written resolution. For a special resolution to be valid, 21 Clear Days' notice (or such shorter period of notice as is legally sufficient from time to time) of it must be given specifying it as a special resolution and it will be passed as a special resolution if at least 75% of those voting vote in favour of it. Such a special resolution may be passed on shorter notice if 95% of the total number of members having the right to vote agree (or such lower percentage as is legally sufficient from time to time), unless it is in respect of an annual general meeting in which case 100% of the members having the right to vote agree to such short notice (or such lower percentage as is legally sufficient from time to time).
11. Alterations may only be made to the Objects or to any clause of this Memorandum or Articles which directs or restricts the way money or the property of the Company may be used or which gives members of the Management Committee any benefit with the Charity Commission's prior written consent where this is required by law.
12. The Charity Commission and the Registrar of Companies must be informed of alterations and all future copies of the Memorandum issued must contain the alterations.

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

ARTICLES
OF
ASSOCIATION
OF
CHOICE SUPPORT
GENERAL

1. In these Articles and the Memorandum 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

The Act

Meanings

The Companies Acts 1985 to 1989 as amended including any statutory modification or re-enactment thereof from time to time


These presents

These Articles of Association and the regulations of the Company from time to time in force

The Charity Commission

The Charity Commission of England and Wales

On behalf of the Charity Commission for England and Wales, consent is hereby given under section 64 of the Charities Act 1993 to these proposed amendments.



AUTHORISED OFFICER

RECEIVED BY THE CHARITY COMMISSION FOR ENGLAND AND WALES
11/04/07

In relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates

Choice Support

The Management Committee for the time being of the Company the members of which are the directors of the Company and are charity trustees

The Objects of the Company as defined in clause 3 of the Company's Memorandum of Association

The registered office of the
Company

The Common Seal of the
Company

Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax

The directors of the Company

Great Britain and Northern
Ireland

Calendar Month

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

10

Arts (clean and

form including by fax and e-mail

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

Words importing persons shall include corporations and unincorporated associations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Company proposes to be registered is 30, but the Management Committee may from time to time register an increase of members. The number of members of the Company shall not at any time be less than 5.
3. The Company must keep at the office register of members showing their name, address and date of membership. The register is available for inspection.
4. The Company is established for the purposes expressed in the Memorandum of Association.
5. Subject to the provisions of Article 7(ii) the subscribers to the Memorandum of Association and such other persons as the Management Committee shall from time to time admit to membership in accordance with the provisions hereinafter contained shall be members of the Company.
6.
 - (i) The membership of the Company shall consist of such individuals and corporate bodies and organisations as in the opinion of the Company are interested in the aims and objects of the Company and as shall be approved by the Management Committee.
 - (ii) The first members of the Company shall be the subscribers to the Memorandum of Association.
 - (i) A person may terminate his or her membership of the Company by giving to the Secretary of the Company notice in Writing to that effect in such form as the Management Committee shall require.

Without prejudice to the provisions of paragraph (1) of this Article the Management Committee shall be entitled by means of a Resolution passed on a vote of not less than two-thirds of the members of the

Michael Pitts

AUTHORISED OFFICER

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REGISTERED OFFICER

Management Committee to require a member to terminate his or her membership of the Company as provided in paragraph (i) of this Article. For these purposes, the Management Committee may appoint one of its members to execute a copy of such written notice of termination on behalf of the member in question, if such member shall not have delivered his or her written notice of termination to the Company within fourteen days of the date, of such Resolution. The member in question shall have the right to attend and be heard by the Management Committee before a final decision is made. If the member does not attend and will not resign within forty-eight hours after being so called upon the Management Committee may by resolution terminate the membership.

- (iii) A member ceases to be a member if he dies or if the member's subscription (if any) remains unpaid for six months after it is due or the member fails to respond to a written request to confirm that he/she wished to remain a member within two months of that request period and the Management Committee resolves to end that person's membership.
- (iv) However the Management Committee may make a resolution allowing anyone no longer eligible for membership to remain a member on such terms as it thinks fit.

8. (i) Any corporate body or organisation which is a member of the Company may, by resolution of its directors or other governing body, instruct its accredited representative to exercise the same powers on behalf of the corporate body or organisation which he or she represents as the corporate body or organisation could exercise if it were a member of the Company who was an individual.

- (ii) A corporate body or organisation which is a member of the Company may nominate a new representative pursuant to paragraph (i) of this Article at any time by notice in Writing to that effect given to the Secretary of the Company by the corporate body or organisation as the case may be, such notice to be in such form as the Management Committee shall require.

The annual subscription (if any) payable by members of the Company shall be such sum as may from time to time be determined by the Management Committee. A remittance in respect of such subscription shall (if required) be delivered by each member to the Secretary of the Company together with his or her application for membership and shall be payable in advance on the 1st day

M. M. A.

AUTHORISED OFFICER

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AUTHORISED OFFICER

1. The first step is to identify the problem. In this case, the problem is that the company is not meeting its sales targets.

Mem & Arts (clear and final 11 04 07)

Writing.

- (a) in the case of an Annual General Meeting by all the members entitled to attend and vote at it (or such lower percentage as is legally sufficient from time to time), or
 - (b) in the case of any other meeting, by a majority which must represent at least 95% of the total membership of the Company members who have rights (or such lower percentage as is legally sufficient from time to time).
14. 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

15. 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 Management Committee and of the Auditors, the appointment or re-appointment of members of the Management Committee and the appointment of, and the fixing of the remuneration of the Auditors.
16. 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 three of the members present in person or by proxy shall be a quorum.
17. 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 time and place as the Management Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
18. The Chairperson (if any) of the Management Committee shall preside as Chairperson at every General Meeting, but if there be no such Chairperson or if at any meeting he or she 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 Management Committee to

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W. J. [Signature]
AUTHORISED OFFICER

preside.

19. The Chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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.
20. 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 Chairperson 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 Company 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.
21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairperson 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.
22. No poll shall be demanded on the election of a Chairperson of a meeting or on any question of adjournment.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
24. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

25. Subject as herein expressly provided, every member shall have one vote.
26. (i) A member (being an individual) of unsound mind, or in respect of whom an order has been made by any court having jurisdiction for the protection of persons incapable of managing their own affairs, may not

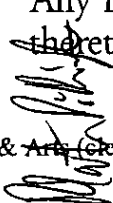
vote, whether on a show of hands or on a poll, either in person or by his committee, receiver, curator bonis, or other person in the nature of committee, receiver or curator bonis appointed by such court.

- (ii) A member (being a corporate body or organisation) in liquidation or which has entered into a scheme of arrangement or composition with creditors may not vote.

27. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every sum (if any) which shall be due and payable to the Company in respect of his or her membership (including but not by way of limitation any subscription payable) shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
28. 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. A proxy need not be a member.
29. The instrument appointing a proxy shall be in Writing under the hand of the appointor or his attorney duly authorised in Writing.
30. 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 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 holding 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.
31. 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.

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

*In behalf of the Charity Commission
for England and Wales,
consent is hereby given under
section 64 of the Charities Act 1993
to these proposed amendments.*


AUTHORISED OFFICER

CHOICE SUPPORT

"I
of
a member of Choice Support hereby appoint

of _____
or failing him/her _____
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 Company
to be held on the _____ day of _____ and at every
adjournment thereof _____

AS WITNESS my hand this day of 20

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

Subject to the provisions of the Act a resolution signed in Writing by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

33. Except in the case of a resolution to remove a member of the Management Committee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- (a) it must be in Writing,
- (b) it must be signed by all those members (or their duly authorised representatives) entitled to receive notice to attend general meetings (or by such smaller proportion of members as is legally sufficient from time to time),
- (c) it may consist of two or more documents in identical form signed by members,
- (d) the passing of the resolution must comply with any other requirements of the law from time to time

On behalf of the Charity Commission for England and Wales, consent is hereby given under Section 64 of the Charities Act 1993 to these proposed amendments.

Mem & Arts (clean and final 11 04 07)

THE MANAGEMENT COMMITTEE

34. The number of the members of the Management Committee shall be not less than six and nor more than twelve persons together with any co-options permitted by these Articles. The places on the Management Committee shall be filled in the following manner:-
- (a) One nominated by the Management Committee prior to the A. G.M. to represent carers of persons with learning difficulties.
 - (b) The balance of places shall be filled by election by members.
35. Members of the Management Committee shall retire three years after the date of their election but may stand for re-election. At each Annual General Meeting one third of the members of the Management Committee shall retire from office by rotation or if they do not number three or a multiple of three the number nearest to one third shall retire from office. The members to retire shall be those who have been longest in office since their last appointment or re-appointment as director and as between persons who became directors on the same day those to retire shall unless they otherwise agree among themselves be determined by lot. If the Company at a meeting at which the director retires by rotation does not fill the vacancy the retiring director shall if willing to act be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
36. No person other than a member of the Management Committee retiring by rotation shall be appointed or re-appointed a member of the Management Committee at any General Meeting unless:
- (a) he or she is recommended by the Management Committee; or
 - (b) not less than seven no more than forty two clear 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 of the Company of his or her intention to propose such person for election and also notice in Writing signed by that person of his or her willingness to be appointed.

The members of the Management Committee may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Company but shall not be paid by any other remuneration save as permitted in the Memorandum of Association.

POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

38. The Management Committee may appoint a person who is willing to be a member of the Management committee either to fill a vacancy or as an additional member of the management of the Management Committee provided the appointment does not cause the number fixed in accordance with these Articles as the maximum. Such a person shall hold office only until the next account in determining the directors who are to retire by rotation at the meeting. If not re-appointed at such Annual General Meeting he or she shall vacate office at the conclusion. Such person shall be entitled to vote at the Management Committee.
39. The business of the Company shall be managed by the Management Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as it thinks fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not be Statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or 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 Management Committee which would have been valid if such regulation had not been made and the Management Committee shall have the power to resolve pursuant to the power in the Memorandum of Association to affect indemnity insurance notwithstanding their interest in such a policy.

BORROWING POWERS

39. The Management Committee may exercise all the powers of the Company to borrow money, and to mortgage, or charge its undertaking and property, or any part thereof, subject to such consents as are required by law, and to create and issue mortgages, charges, memoranda of deposit, debenture stock and other securities.

THE SECRETARY

40. To the extent required by law the Secretary to the Company and to the Management Committee shall be appointed by the Management Committee. The Management Committee shall decide his or her period of office, pay, (if



AUTHORISED OFFICER

SECRETARY

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for England and Wales,
consent is hereby given under
section 64 of the Charities Act 1993
to these proposed amendments.

not a member of the Management Committee) and conditions of service. They may also remove the Company Secretary. Any Company Secretary who is paid may not also be a member of the Management Committee. The Management Committee 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

41. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Management Committee and in the presence of at least two members of the Management Committee or of one member of the Management Committee and the Secretary, and the said members or member 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 Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE MANAGEMENT COMMITTEE

42. The office of a member of the Management Committee shall be vacated:
- (A) If a receiving order is made against him or her or he or she makes any arrangement or composition with his or her creditors generally.
 - (B) If he or she becomes of unsound mind.
 - (C) If by notice in Writing to the Company he or she resigns his or her office, but only if at least two members of the Management Committee (or such larger numbers as represents a quorum of the Management Committee) will remain in office when the registration takes effect.
 - (D) If he or she ceases to hold office by reason of any order made under the Act.
 - (E) If he or she is removed from office by a resolution duly passed pursuant to Article 47.
 - (F) If he or she ceases to be a member of the Company or an accredited representative of a member, corporate body or organisation pursuant to Article 7.
- If he or she fails to be re-appointed at the Annual General Meeting next

On behalf of the Charity Commission
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after his or her appointment in accordance with the provisions of Article 35.

A Member of the Management Committee shall not vote in respect of any contract in which he or she is interested or any matter arising thereout, and if he or she does so vote his or her vote shall not be counted.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

43. The Management Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The quorum at meetings of the Management Committee shall be three members or one third of the number of members for the time being whichever shall be the greater number. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.
44. A member of the Management Committee may, and on the request of a member of the Management Committee the Secretary shall at any time summon a meeting of the Management Committee. A member of the Management Committee who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of a meeting.
45. A meeting of the Management Committee may be held either in person or by suitable electronic means agreed by the Management Committee in which all participants may communicate with the other participants.
46. A meeting of the Management Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Management Committee generally.

47. REMOVAL OF A MEMBER OF THE MANAGEMENT COMMITTEE
BY A GENERAL MEETING

47.1 A general meeting of the Company may remove any member of the Management Committee before the end of his or her period of office whatever the rest of these Articles or any agreement between the company and the member may say



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resolution saying so. At least 28 Clear Days' notice (or such shorter period of notice as is legally sufficient from time to time) must be given to the Company and at least 21 Clear Days' notice (or such shorter period of notice as is legally sufficient from time to time) to the membership. Once the Company receives such notice it must immediately send a copy to the member of the Management Committee concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the member may require it to be read to the meeting.

48. REMOVAL OF A MEMBER OF THE MANAGEMENT COMMITTEE BY THE MANAGEMENT COMMITTEE

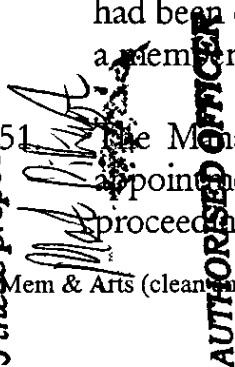
If a member of the Management Committee fails to attend three consecutive meetings of the Management Committee, the Management Committee may resolve that he or she be removed from the Management Committee. The member must be given at least 7 days' notice in Writing of the resolution

49. The Management Committee may appoint advisory committees consisting of such member or members of the Management Committee and such other person or persons as it may from time to time think fit, and any committee so formed, shall in the exercise of its duties conform to any regulations terms of reference or other direction imposed on it by the Management Committee. 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 Management Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Management Committee as aforesaid. All actions and decisions taken by any such advisory committees shall be reported to the Management Committee as soon as possible.

50. All acts bona fide done by any meeting of the Management Committee or of any advisory committee of the Management Committee, or by any person acting as a member of the Management Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such 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 Management Committee.

51. The Management Committee shall cause proper minutes to be made of all appointments of officers made by the Management Committee and of the proceedings of all meetings of the Company and of the Management

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Committee and of advisory committees of the Management Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

52. A resolution in Writing signed by all the members for the time being of the Management Committee (or such number as is required by law) shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and constituted.

CHAIRPERSON

53. The members of the Management Committee may from time to time appoint one of their body to the office of Chairperson.

ACCOUNTS

54. The Management Committee shall cause proper books of account to be kept in accordance with the Act
55. The books of account shall be kept at the Office or at such other place or places as the Management Committee shall think fit, and shall always be open to the inspection of the members of the Management Committee.
56. To the extent required by law or deemed expedient by the Management Committee, the Management Committee shall, for each accounting reference period, put before a general meeting of the Company such reports, statements or accounts as are from time to time required by law.

AUDIT

57. ~~Once~~ at least in every year the accounts of the Company 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 if the level of the Company's income or assets from time to time makes this a legal requirement.

SERVICES OF NOTICES

The Company may give notice to any member either:
personally; or

- If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Company for that purpose or in accordance with Article 58.1 (i), (iii) or (iv).

58.3 If sent by post in accordance with Article 58 1(u), the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been properly sent.

58.5 Where a member has informed the Company in Writing of his consent, or has given deemed consent in accordance with the Act, to receiving notices from the Company by means of a website, notice will be validly given if the Company sends that member a notification informing him that the documents forming part of the notice may be viewed on a specified website. The notification must be sent in accordance with Article 58.1 and must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the

notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

ACCIDENTAL OMISSION OF NOTICE

59. Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting

WHO IS ENTITLED TO NOTICE OF GENERAL MEETINGS

60. Notice of every general meeting must be given to:-
- 60.1 every member (except those members who lack a registered address within the United Kingdom and have not given the Company an address for notices within the United Kingdom);
 - 60.2 the reporting accountants or auditor of the Company;
 - 60.3 all members of the Management Committee; and
 - 60.4 all those with rights of nomination to the Management Committee (if any).
61. No one else is entitled to receive notice of general meetings.

ALTERATION OF THE ARTICLES

62. The Company may alter these Articles only by a special resolution or by a written resolution. A special resolution must be passed at a meeting of members of which 21 Clear Days' notice (or such shorter period of notice as is legally sufficient from time to time) has been given of the intention to pass a special resolution and at which at least 75% of those voting vote in favour of it. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree (or such lower percentage as is sufficient by law from time to time), unless it is in respect of an annual general meeting in which case 100% of the members having the right to vote must agree to such short notice (or such lower percentage of members as is legally sufficient from time to time).
63. No alteration may be made to an Article which directs or restricts the way

money or property of the Company may be used or which authorises any benefit for Trustees without the Charity Commission's prior written approval where that is required by law.

64. The Charity Commission and the Registrar of Companies must be informed of alterations and all future copies of the Articles issued must contain the alterations

DISSOLUTION

65. Clause 8 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.
66. The Company may indemnify any Trustee against any liability incurred by him or her in that capacity to the extent permitted by section 309A of the Act and any other section of the Act from time to time.
67. Subject to and to the extent permitted by the Act, but without prejudice to any indemnity to which he may otherwise be entitled every Trustee may be indemnified out of the assets of the Company against all costs and liabilities incurred by him in relation to any proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee save that no Trustee shall be entitled to be indemnified:
- (a) for any liability incurred by him to the Company or any associated company of the Company (as defined by the Act for these purposes);
 - (b) for any fine imposed in criminal proceedings;
 - (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
 - (d) for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final;
 - (e) for any costs for which he has become liable in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against him, and
 - (f) for any costs for which he has become liable in connection with any

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application under the Act in which the court refuses to grant him relief and such refusal has become final.

68. Every Trustee may have funds provided to him by the Company to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a director, provided that he will be obliged to repay such amounts no later than:
- (a) in the event he is convicted in proceedings, the date when the conviction becomes final;
 - (b) in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
 - (c) in the event of the court refusing to grant him relief on any application under the Act, the date when refusal becomes final.

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