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CRIME CONCERN CONSULTANCY LIMITED

COMPANIES ACT 1985

MEMORANDUM AND ARTICLES OF ASSOCIATION

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TOWNSENDS

Solicitors  
42 Cricklade Street  
Swindon  
Wiltshire  
SN1 3HD

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

of

CRIME CONCERN CONSULTANCY LIMITED

1. The name of the Company is "CRIME CONCERN CONSULTANCY LIMITED".
2. The registered office of the Company will be situate in England and Wales.
3. The Company is established to promote for the public benefit the protection of people and property from, and the prevention of, criminal acts in particular by:-
  - i) assisting in the establishment of neighbourhood watch schemes and encouragement of greater public participation in prevention and solution of crime;
  - ii) the provision of recreational activities for young people, and in particular those young people at risk of offending against the law, with the object of improving their conditions of life;
  - iii) researching into new techniques in local crime prevention and to publish the useful results of such research.

In furtherance of the said objectives, but not otherwise, the Company shall have the following powers:-

- (a) to identify good practice and effectiveness in local crime prevention initiatives;
- (b) to establish a register of local crime prevention initiatives and to award Company recognition to registered schemes which conform to good practice standards;
- (c) to advise interested parties on the best means of establishing local crime prevention initiatives and provide such other services as may be required;
- (d) to award funds to assist recognised local crime prevention initiatives to realise their objectives;
- (e) to maintain an active link of communication with government,

This Memorandum of Association and the Change of Name to Crime Concern Consultancy Limited were adopted by Special Resolutions passed on 15th October 1990.

local government and other public, voluntary and charitable bodies for the purpose of representing the interests of local crime prevention initiatives in general;

- (f) to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- (g) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of such research and to advertise, market and sell the services of the Company;
- (h) to provide evidence for government and other enquiries;
- (i) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (j) to procure commission print record publish issue and distribute whether in conjunction with any other persons or companies or otherwise and whether gratuitously or otherwise books pamphlets leaflets newspapers advertisements films broadcasts gramophone recordings or other forms of publications or recording in furtherance of the Company's objects;
- (k) subject to such consents 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;
- (l) to raise funds (by way of appeals or otherwise) and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise and whether subject to terms and conditions specified by the relevant contributor or not;
- (m) to create, draw, make, accept, endorse, negotiate, issue, discount and execute promissory notes, bills of exchange and other negotiable instruments, and to operate bank accounts;
- (n) 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;
- (o) 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;
- (p) subject to such consents 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;

- (q) 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;
- (r) 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 dependents;
- (s) to subscribe to, become a member of, or amalgamate or co-operate with any charitable organisation or other organisation, institution, society or body (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 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 or other organisation, institution, society or body;
- (t) to establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe covenant or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company;
- (u) to do all or any of the things hereinbefore authorised either alone or in conjunction with any charitable organisation or other organisation, institution, society or body with which this Company is authorised to amalgamate;
- (v) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company;
- (w) to establish where necessary local branches (whether autonomous or not);
- (x) 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 incurred in the course of the performance of their duties as the Board shall think fit; and
- (y) to do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:-

- i) 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;

- ii) 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; and
- iii) 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 Board 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 Board 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 Board 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 liability of the Members is limited.

5. The share capital of the Company is 1,000 divided into 1,000 shares of £1.00 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

6. 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 be paid to or distributed among only those members of the Company who are or who hold shares as nominee for a holding company of the Company (within the meaning of Section 736 of the Companies Act 1985). In the event that there is no such holding company, any such property shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions, having objects similar to the Company at the date of such gift or transfer.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Company set opposite our respective names.

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NAMES, ADDRESSES AND DESCRIPTION  
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN  
BY EACH SUBSCRIBER

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JULIAN JAMES LYNCH GEORGE,  
The Forum,  
Marlborough Road,  
SWINDON,  
Wiltshire.

One

Solicitor

VIRGINIA BRIDGET REEKIE,  
The Forum,  
Marlborough Road,  
SWINDON,  
Wiltshire.

One

Solicitor

DATED the 15th day of August 1990.

WITNESS to the above signatures:-

Carol Newton,  
The Forum,  
Marlborough Road,  
SWINDON,  
Wiltshire.

THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION

of

CRIME CONCERN CONSULTANCY LIMITED

INTERPRETATION

1. In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings:-

"THE ACT" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

"TABLE A" means Table A in the Schedule to the Companies (Table A-F) Regulations 1985.

TABLE A

2. The regulations contained in Table A shall apply to the company except in so far as they are excluded by or are inconsistent with these Articles.

3. Regulations 8, 24, 59, 73 to 78, 80, 94 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

4. Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.

5. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 shall be the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in general meeting.

6. The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of 5 years from the date of incorporation of the company and thereafter provided this authority is renewed from time to time by the company in general meeting in accordance with section 80 of the Act.

The Change of Name of the Company to Crime Concern Consultancy Limited was adopted by a Special Resolution passed on 15th October 1990.

7. The provisions of section 89(1) of the Act shall not apply to the Company.

#### LIEN

8. The Company shall have a first paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him his estate either alone or jointly with any other person whether as a member or not and whether such moneys are presently payable or not. The director may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

#### TRANSFER OF SHARES

9. The directors may, in their absolute discretion and without giving any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

#### PROCEEDINGS AT GENERAL MEETINGS

10. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

11. A poll may be demanded at any general meeting by any member entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.

12. On a show of hands or on a poll votes may be given either personally or by proxy.

#### NUMBER OF DIRECTORS

13. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one.

#### DELEGATION OF POWERS

14. The following sentence shall be inserted after the first sentence of regulation 72 of Table A:-

Any committee of directors shall have the power unless the directors direct otherwise to appoint as a member or as members of the committee for any specific purpose any person or persons



who are not directors of the Company.

#### ALTERNATE DIRECTORS

15. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him.

16. When an alternate director is also a director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

17. The directors shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of Table A shall not apply to the Company.

18. The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

19. Any member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.

20. There shall be no age limit for directors of the Company.

21. A director shall not be required to hold any qualification shares in the Company.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

22. Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:-

- (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or

(e) he is otherwise duly removed from office.

#### REMUNERATION OF DIRECTORS

23. Regulation 82 of Table A shall be amended by the addition of the following:-

Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine.

#### PROCEEDINGS OF DIRECTORS

24. Regulation 88 of Table A shall be amended by substituting for the sentence:-

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.

The following sentence:-

Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom.

25. If and so long as the minimum number of directors specified under these Articles is one, a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand and, so long as there is such sole director, regulations 88 to 90 of Table A shall not apply to the Company and article 23 of these Articles shall have no effect.

26. Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

27. Subject to such disclosure as is required by section 317 of the Act a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution

concerning matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

#### THE SEAL

28. In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

#### NOTICE

29. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

#### INDEMNITY

30. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any action or omission done or alleged to be done by him as an officer or employee of the Company.

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NUMBER OF SHARES TAKEN  
BY EACH SUBSCRIBER

---

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One

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DATED the 15th day of August 1990.

WITNESS to the above signatures:-

Carol Newton,  
The Forum,  
Marlborough Road,  
SWINDON,  
Wiltshire