



COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

2274904  
**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

[ ] [ ] [ ] [ ]

[ ]

Name of company

\* OXFORD YOUTH WORKS

\* Insert full  
name of Company

I, COLIN ROBERT SAUNDERS

of TEMPLAR COURT, OXFORD ROAD, COWLEY, OXFORD

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
~~[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 Wentbridge House, Cowley  
Centre, Oxford,

Declarant to sign below

the 10th day of June

One thousand nine hundred and eighty eight

before me J.C. Bryant

C.R. Saunders

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

PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON W1  
TELEPHONE 01 253 3030  
TELEX 261010



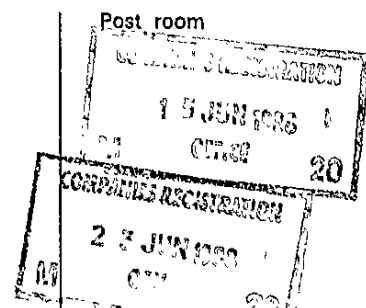
Presenter's name address and  
reference (if any):

JORDAN & SONS LTD  
21 ST. THOMAS ST  
BRISTOL, BS1 6J8

R14205/df. ref CS

For official Use

New Companies Section



# 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

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

† delete as appropriate

For official use

Company number

--	--	--	--	--

--

Name of company

* OXFORD YOUTH WORKS
----------------------

I, COLIN ROBERT SAUNDERS

of TEMPLAR COURT, OXFORD ROAD, COWLEY OXFORD OX4 2EJ

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 Westbridge House, Cowley  
Centre, Oxford

Declarant to sign below

the 10th day of June  
One thousand nine hundred and eighty eight  
before me J. S. Bright

C. R. Saunders

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

PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEX 26 1010



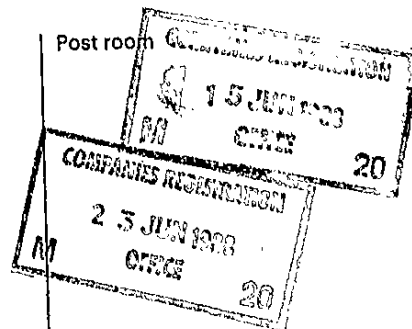
Presenter's name address and reference (if any):

JORDAN & SONS LTD  
21 ST. THOMAS ST  
BRISTOL, BS1 3JS

Ref 205 148

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

To the Registrar of Companies

For official use

Please complete  
legibly, preferably  
in black type, or  
bold block lettering\* insert full name  
of company

Name of company

\* OXFORD YOUTH WORKS

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

Old Mission Hall,

57B St. Clements

Oxford

OX4 1AG

Postcode

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 &amp; SONS LTD

21 ST. THOMAS ST

BRISTOL, BS1 6JS

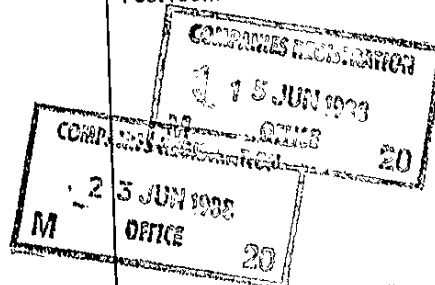
Postcode

Number of continuation sheets attached (see note 1)

PRINTED AND SUPPLIED BY

**Jordans**JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON W1 6EE  
TELEPHONE 01 253 3030  
TELEX 261010Presenter's name address and  
reference (if any):JORDAN & SONS LTD  
21 ST. THOMAS ST  
BRISTOL, BS1 6JSR14205 *KJ*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	
PETER JOHN MACKENZIE SOUTHWELL		CLEAN IN HOLY ORDERS	
Previous name(s) (note 3)		Nationality	
		BRITISH	
Address (note 4) 6, NORHAM GARDENS,		Date of birth (where applicable)	
OXFORD		(note 6)	
Postcode		OX2 6QB	
Other directorships †			
none			
I consent to act as director of the company named on page 1			
Signature P.J.M. Southwell		Date 9.6.88	

† 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	
DONALD PRIGG ECCLESALL		CHIEF OFFICE	
Previous name(s) (note 3)		Nationality	
		BRITISH	
Address (note 4) 109A JACKSTRAW LANE		Date of birth (where applicable)	
HEADINGTON		(note 6)	
Postcode		OX3 0DW	
Other directorships †			
none			
I consent to act as director of the company named on page 1			
Signature D.P. Ecclesall		Date 9.6.88	

Name (note 3)		Business occupation	
DUNCAN ALASTAIR FORBES		BURSAR	
Previous name(s) (note 3)		Nationality	
		BRITISH	
Address (note 4) 80, SOUTHFIELD RD		Date of birth (where applicable)	
OXFORD		(note 6)	
Postcode		OX4 1PA	
Other directorships †			
none			
I consent to act as director of the company named on page 1			
Signature D.A. Forbes		Date 5.6.88	

Please do not  
write in  
this margin

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

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

Name (notes 3 & 7)		GRAHAM FRANK RANGER	
Previous name(s) (note 3)		N/A.	
Address (notes 4 & 7)		31, HILL CRESCENT, FINSTOCK, OXFORD	
		Postcode	OX73BT.
I consent to act as secretary of the company named on page 1			
Signature		Date	
[Signature]		9.6.88	

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

delete if the form is  
signed by the  
subscribers

P.P:- Jordan + Sons Limited	
Signature of agent on behalf of subscribers	Date
[Signature]	9.6.88

delete if the form is  
signed by an agent on  
behalf of the  
subscribers.

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

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

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

OXFORD YOUTH WORKS

1. The name of the Company is "OXFORD YOUTH WORKS"  
(hereinafter called "The Association").

2. The registered office of the Association will be situated in  
England.

3. The object for which the Association is established is to  
advance the Christian Religion:-

(a) by providing Christian Youth Clubs, school-based youth  
work, detached youth work, holidays, and local community based  
projects where young people receive instruction care and  
counselling;

(b) by training leaders in a full-time, part-time and voluntary  
capacity in Christian Youth Work theory and practice;

(c) by providing support and supervision for those involved in  
Christian Youth Works.

And the Association shall have the following powers exercisable in  
furtherance of its said objects but not otherwise, namely:-

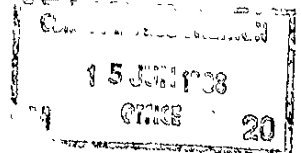
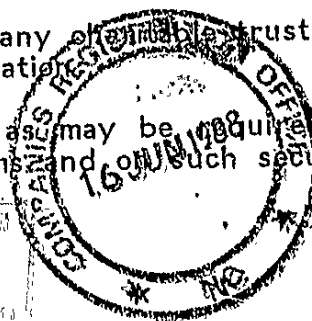
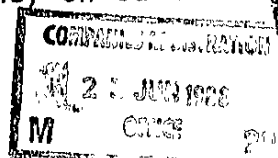
(A) to purchase, take on lease or in exchange, hire or  
otherwise acquire real or personal property and rights or privileges  
for the attainment of the said objects and to construct, maintain and  
alter buildings or erections;

(B) 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 Association;

(C) to undertake and execute any other lawful trusts which may  
lawfully be undertaken by the Association;

(D) subject to such consents as may be required by law to  
borrow or raise money on such terms and on such security as may  
be thought fit;

Bar of 250  
(Sp) 777686



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

(F) to raise funds and invite and receive contributions from any person or persons whatsoever by way of loan subscription or otherwise provided that the Association shall not undertake any *permanent* trading activities in raising funds for the said objects;

(G) to confer, consult, maintain contact and co-operate with any authorities, associations, societies, institutions or bodies of persons established or to be established in the United Kingdom or elsewhere whose work is relevant to that of the Association;

(H) to draw, make, accept, endorse, discount and execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments;

(I) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes;

(J) to employ, remunerate and pay any person or persons to supervise, organise, carry on or contribute to the work of or advise the Association; and

(K) to do all such other lawful things as shall further the said objects or any of them.

Provided that:-

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

(ii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association 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 of the Association 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 have been if no incorporation had been effected; and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated; and

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

4. The income and property of the Association 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 Association and no member of its Council of Management shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:-

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

(b) of interest on money lent by any member of the Association or of its Council of Management or Governing Body at a rate per annum not exceeding 2% less than the base lending rate of the Association bank or 3% whichever is greater, or reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management;

(c) to any member of its Council of Management of reasonable and proper out of pocket expenses; and

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

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (one pound).

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



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

---

Names and addresses of Subscribers

---

~~Pecker~~  
P. J. M. Southwell  
6, Norham Gardens, Oxford OX2 6QB

Donald Price Evesham  
10914 Jack Straw's Lane. Headington. Oxford OX3 0AA

Duncan Alastair Forbes  
80 Southfield Rd Oxford OX4 1PA

---

Dated 9<sup>th</sup> June 1988

Witness to the above Signatures:-

C. R. Saunders

COLIN ROBERT SAUNDERS

52 Stanton Road

Headington

Oxford

OX 2 7 7 7

# THE COMPANIES ACT 1985

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

### ARTICLES OF ASSOCIATION OF

#### OXFORD YOUTH WORKS

##### GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act 1985
The Statutes	The Companies Act 1985, being every other Act for the time being in force concerning joint stock companies and affecting the Association
These presents	These Articles of Association, and the regulations of the Association from time to time in force
The Association	The above named Company
The Council	The Council of Management of the Association for the time being
The Chairman	The Chairman for the time being of the Council
The Secretary	The Secretary of the Association
The Office	The registered office of the Association
The Seal	The common seal of the Association
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa; and words importing the masculine gender only shall include the feminine gender and vice versa,

Words importing persons shall include corporations.

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

#### MEMBERSHIP

2. The number of members with which the Association proposes to be registered is 50, but the Association may from time to time register an increase in members.

3. The provisions of Sections 352 and 353 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

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

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

6. Members of the Association shall in the case of an incorporated body be that body and in the case of an unincorporated body be the person appointed to represent it in accordance with the provisions hereinafter contained.

7. (A) An applicant for membership shall forward to the Chairman an application stating that the applicant undertakes to be bound by these presents if admitted and (in the case of an unincorporated body) nominating a person to represent it together with such entry fee and such subscription as the Association in General Meeting shall from time to time determine. Such sums of money shall be returned to the applicant if membership is refused.

(B) Every application shall be considered by the Council at the next meeting after the application is made, or as soon thereafter as is practicable. The Council shall have the power for good and sufficient reason to refuse to admit an applicant for membership.

(C) If the applicant or in the case of an unincorporated body its representative is admitted to membership the applicant or such representative shall be entered into the Register of Members.

8. (A) Twenty-one days at least before each Annual General Meeting the Secretary shall cause each unincorporated body which has a representative as a member of the Association to be invited to nominate a representative to be a member of the Association for the ensuing year and the persons so nominated on signing the form of consent or the Register of Members as required under Article 3 shall

become or (as the case may be) continue to be members of the Association as from the conclusion of the business of such Annual General Meeting and shall (subject to the provisions of Article 9) continue to be members until the conclusion of business of the next Annual General Meeting.

(B) If any such unincorporated body as is mentioned in Article 8(A) shall fail to nominate its representative before the commencement of the Annual General Meeting the member then representing such body shall (subject to the provisions of Article 9) continue in membership until the conclusion of business of the next Annual General Meeting.

9. Any unincorporated body nominating a member of the Association may, by notice in writing to the Association, cancel the nomination of any person so nominated and nominate some other person in his place, or nominate a new representative in place of a member who dies or resigns his membership, and immediately upon receipt by the Association of such notice (with the form of consent required by Article 3) such new nominee shall become a member of the Association and shall (subject to the provisions of this Article) continue to be a member of the Association until the conclusion of business of the next Annual General Meeting.

#### TERMINATION OF MEMBERSHIP

10. A member shall cease to be a member in the following circumstances:-

(A) where a member fails to pay his subscription for a period of four months after the date it has become due;

(B) where a member dies;

(C) where a member resigns by giving written notice of resignation to the Secretary;

(D) where a member is removed in accordance with the provisions of Article 9; or

(E) where a member, being a corporate member, is dissolved.

#### SUBSCRIPTIONS

11. (A) The subscriptions payable by members and the due dates for payment in respect of the period from the date of the incorporation of the Association to the commencement of the financial year of the Association next following the first Annual General Meeting of the Association shall be determined by the Council.

(B) The subscription payable by members in respect of the financial year of the Association next following the first Annual General Meeting of the Association shall be determined by the members of the Association at such meeting and the subscription payable by members in respect of each subsequent financial year of the Association at the Annual General Meeting immediately preceding such financial year.

(C) Subject to Article 11(A) subscriptions shall be due within [one] month after the commencement of the Association's financial year.

#### GENERAL MEETINGS

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

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

14. 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.

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

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

#### PROCEEDINGS AT GENERAL MEETINGS

17. 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, the reports of the Council and of the Auditors, the election of members of the Council in place of those retiring, the determination of subscriptions and the appointment of and the fixing of the remuneration of the Auditors.

18. 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 five persons or one tenth of the membership, whichever shall be greater, present in person shall be a quorum.

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

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

21. The Chairman 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.

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

23. Subject to the provisions of Article 24, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.

26. 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.

27. Subject to the provisions of the Statutes a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

#### VOTES OF MEMBERS

28. Subject as hereinafter provided, each member shall have one vote.

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

30. 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 corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. A proxy need not be a member.

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

32. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in case of a poll not less than twenty-four hours before the time appointed for taking 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.

33. A vote given in accordance with the terms of an instrument of a 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.

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

#### OXFORD YOUTH WORKS

"We/I,  
"of  
"a member of  
"hereby appoint  
"of  
"and 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 Institute to be held on the            day  
"of            19    and at every adjournment thereof.

"As witness my hand this            day of            19    ."

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

#### COUNCIL OF MANAGEMENT

35. Until otherwise determined by a General Meeting, the number of the members of the Council of Management shall not be less than [five] nor more than fifteen.

36. The first members of the Council shall be the persons named as such in the statement delivered to the Registrar of Companies.

37. The Council shall be entitled to co-opt persons (who need not be members of the Association) to act in an advisory capacity to the Council. Such persons may be invited by the Council to attend its meetings but shall not be entitled to vote thereat. Such persons shall not be deemed to be Directors of the Association for the purposes of the Statutes.

38. Subject to the provisions of Article 44 members of the Council shall hold office until the conclusion of the third Annual General Meeting of the Association following that at which they were elected and shall be eligible for re-election.

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

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

#### POWERS OF THE COUNCIL

41. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and



registration of the Association as they think fit and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by Statutes or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

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

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

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

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

(C) If he ceases to be a member of the Association.

(D) If by notice in writing to the Association he resigns his office.

(E) If he ceases to hold office by reason of any order made under sections 295-299 of the Act or Section 28 of the Companies Act 1976.

(F) If he is removed from office by a resolution duly passed pursuant to sections 303 and 304 of the Act.

#### ROTATION OF MEMBERS OF THE COUNCIL

44. (A) (1) At the first Annual General Meeting of the Association one-third of the Council shall retire but shall be eligible for re-election.

(2) At the second Annual General Meeting of the Association one-half of the members of the Council who were original members of the Council but did not retire at the first Annual General Meeting of the Association shall retire but shall be eligible for re-election.

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

45. The Association may, at the meeting at which a member of the Council retires in accordance with Article 38 or 44, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacant office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

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

47. The Association may from time to time in General Meeting increase or reduce the number of members of the Council and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase to ensure that the number of Council members shall not be less than three.

48. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

#### PROCEEDINGS OF THE COUNCIL OF MANAGEMENT

49. The Chairman of the Association shall be the Chairman of the Council.

50. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, the quorum shall be five or one-third whatever shall be the greater. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall not have a second or casting vote.

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

52. If the Chairman of the Association is not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

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

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

55. All acts bona fide done by any meeting of the Council or any sub-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 or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

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

57. A resolution in writing signed by all the members for the time being of the Council or any sub-committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such sub-committee duly convened and constituted. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members of the Council.

58. There shall be no limit as to the age at which any person may become or be a member of the Council or until which, having become or being a member of the Council, may continue to act as a member of the Council and the provisions of Section 185 of the Act shall not apply to the Association.

## SECRETARY

59. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by the Council. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## THE SEAL

60. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least one member of the Council and of the Secretary, and the said 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 Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

## ACCOUNTS

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

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

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

64. At an Annual General Meeting in every year the Council shall in accordance with the provisions of the Statutes lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such accounts, balance sheets, and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 (1) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in

the manner in which notices are hereinafter directed to be served. the Auditors' report shall be open to inspection and be read before the meeting as required by Section 384 of the Act.

#### AUDIT

65. In accordance with the provisions of the Statutes once at least every year the accounts of the Association 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.

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

#### NOTICES

67. A notice may be served by the Association upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at his registered address as appearing in the Register of Members.

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

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

#### DISSOLUTION

70. Clause 7 of the Memorandum of Association of the Association shall have effect as if the provisions thereof were repeated in these presents.

---

Names and addresses of subscribers

---

Peter Southwell  
6, Norham Gardens, OX2 6QB

Donald Price Eustace  
109A Jack Kilow's Lane. Headington. Oxford OX3 0DW.

Duncan Alastair Forbes  
80 Southfield Rd Oxford OX4 1PA.

---

Dated 9<sup>th</sup> June 1988

Witness to the above Signatures:-

C. R. Samden

COLIN ROBERT SAMDEN

87 Stanton Road

Headington

Oxford

OX 3 7TP

**FILE COPY**



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

No. 2274964

I hereby certify that

**OXFORD YOUTH WORKS**

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 7 JULY 1988



J. PEARCE

an authorised officer



COMPANIES FORM No. 225(1)

**Notice of new accounting reference date given during the course of an accounting reference period**

**225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

2274964
---------

Name of company

• OXIM2J 4/0VTH W021<5			
------------------------	--	--	--

\* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	0	0	9
---	---	---	---

**Note**  
Please read notes 1 to 4 overleaf before completing this form

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3	0	0	9	1	9	8	9
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

and it is still in force.

Signed A. J. Carter Designation† DIRECTOR Date 4/2/90

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

**A. J. CARTER & CO.**  
Chartered Accountants  
22B HIGH STREET  
WITNEY, Oxon. OX8 6HB

For official Use  
General Section

Post room

COM
19 FEB 1990
M 8