

**Statutory Declaration of compliance
with requirements on application
for registration of a company**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* insert full
name of Company† delete as
appropriateTo the Registrar of Companies
(Address overleaf)

For official use

For official use

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2541543

Name of company

* MILTON KEYNES SPECIAL NEEDS ADVANCEMENT PROJECT.
--

I, MARQUITA LAMBERT
of 13 CHESTNUT CLOSE STONY STRATFORD
MILTON KEYNES MK11 1JZ

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~][†]
[person named as director ~~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 11 WOODLAND VIEW
WOLVERTON
MILTON KEYNES MK12 5EG.

Declarant to sign below

M Lambert

the TENTH day of SEPTEMBER

One thousand nine hundred and NINETY.

before me SUSAN JANE FOLLAN J.P.

S. Follan J.P.

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

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

ICOM
VASSALLI HOUSE
20 CENTRAL ROAD
LEEDS LS1 6DE

For official Use

New Companies Section

Post room



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

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Company number

--

Name of company

* MILTON KEYNES SPECIAL NEEDS ADVANCEMENT PROJECT

I, MARQUITA LAMBERT
of 13 CHESTNUT CLOSE STONY STRATFORD
MILTON KEYNES MK11 1J2

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 11. WOODLAND VIEW
WOLVERTON
MILTON KEYNES MK12 5EG

the TENTH day of SEPTEMBER

One thousand nine hundred and NINETY
before me SUSAN JANE FOLLAN. J.P.

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

Declarant to sign below

M LambertS. Follan J.P.

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

ICOM
VASSALLI HOUSE
20 CENTRAL ROAD
LEEDS LS1 6DE

For official Use

New Companies Section

Post room

**Statement of first directors
and secretary and intended
situation of registered office****10**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of companyTo the Registrar of Companies
(Address overleaf - Note 8)

For official use

Name of company

* MILTON KEYNES SPECIAL NEEDS ADVANCEMENT PROJECT

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

11 WOODLAND VIEW

WOLVERTON

MILTON KEYNES

Postcode MK12 5EG

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

ICOM
VASSALLI HOUSE
20 CENTRAL ROAD
LEEDS LS1 6DE

Postcode

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):ICOM
VASSALLI HOUSE
20 CENTRAL ROAD
LEEDS LS1 6DEFor 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) MARQUITA LAMBERT		Business occupation ASSISTANT COOK
Previous name(s) (note 3) CLARKE		
Address (note 4) 13. CHESTNUT CLOSE		Nationality BRITISH
STONY STRATFORD		Date of birth (where applicable) (note 6)
MILTON KEYNES	Postcode MK11 1JZ	
Other directorships † NONE.		
I consent to act as director of the company named on page 1		
Signature <i>M. Lambert</i>		Date 10 SEPT. 1990

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

Name (note 3)		Business occupation
Previous name(s) (note 3)		
Address (note 4)		Nationality
		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		
Address (note 4)		Nationality
		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

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

Name (notes 3 & 7) SUSAN JANE FOLLAN

Previous name(s) (note 3) HEDGER

Address (notes 4 & 7) 11 WOODLAND VIEW
NOLVERTON, MILTON KEYNES

Postcode MK12 5EG

I consent to act as secretary of the company named on page 1

Signature S. Follan Date 10-9-90

Date _____

for & on behalf of ICOM H. Baker
Signature of agent on behalf of subscribers

Date _____

10,9,90

Date _____

Date _____

Date _____

Date _____

Date _____

Date _____

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



Memorandum of Association of
MILTON KEYNES SPECIAL NEEDS ADVANCEMENT PROJECT.

• • • • •

1. The name of the company (hereinafter referred to as "the Association") is:
... MILTON KEYNES SPECIAL NEEDS ADVANCEMENT PROJECT ...
2. The Registered Office of the Association will be situated in England and Wales.
3. The objects of the Association are:
... TO ADVANCE THE EDUCATION, VOCATIONAL OPPORTUNITIES ...
... AND SOCIAL WELFARE OF PEOPLE WITH SPECIAL NEEDS. ...
4. In furtherance of the above but not otherwise, the Association shall have the following powers:
 - (a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections which the Association may think necessary for the promotion of its objects;
 - (b) To publish books, pamphlets, reports, leaflets, journals, films and instructional matter;
 - (c) To purchase or otherwise acquire or found and to carry on schools and training courses, and to run lectures, seminars, conferences courses and debates;
 - (d) To make appeals for money and to solicit subscriptions to the funds of the Association and to accept any gifts of real or personal property including those subject to any trust and/or conditions compatible with the objects of the Association and to undertake to carry out any such trust and/or conditions compatible with the objects of the Association;
 - (e) To borrow or raise money for the Association on such terms and on such security as may be thought fit;
 - (f) To open and operate bank accounts and other facilities for banking;
 - (g) To establish and support or aid in the establishment and support of any association, company, co-operative or other organisation the promotion of which shall in any way be calculated to advance directly or indirectly the objects or interests of the Association;
 - (h) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm, or company carrying on any activities which the Association is authorised to carry on;

£100/co-op/P2/639352.

(i) To invest the monies of the Association not immediately required for its own 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 for the time being may be imposed or required by law and subject also as hereinafter provided;

(j) To engage or employ such personnel (whether as employees, consultants, advisers or however) as may be requisite to the promotion of the objects of the Association;

(k) To make payments for social and charitable purposes;

(l) To do all such other lawful things as may be necessary for the attainment of the above objects.

5. The income and property of the Association from whatsoever source derived shall be applied solely towards the promotion of its objects set forth in this Memorandum of Association, and no portion thereof shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever, by way of profit to the members of 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 for any services rendered to the Association, including the payment of fair and proper wages to any member who is employed by the Association;
- (b) Of interest on money lent by any member of the Association at a rate per annum not exceeding 2 per cent above the Co-operative Bank plc Base Lending Rate from time to time;
- (c) Of reasonable and proper rent for premises demised or let by any member of the Association;
- (d) To any member of the Association in respect of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time s/he or it is a member, or within one year afterwards, for the payments of the debts and liabilities of the Association contracted before the time at which s/he or it ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding £1.

8. In the event of the winding up or dissolution of the Association, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed amongst the members of the Association but shall be transferred in the furtherance of the its objects to some other institution or institutions having objects similar to or compatible with any of the objects of the Association as may be determined by a General Meeting or, if all or any of the assets are not so transferred, they shall be given for charitable purposes.

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association of
MILTON KEYNES SPECIAL NEEDS ADVANCEMENT PROJECT

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Interpretations

1. In these Articles:

"The Act" means the Companies Act 1985 and any amendments from time to time in force.

"The Association" means the above-named company.

"The Seal" means the Common Seal of the Association.

"Secretary" means any person appointed to perform the duties of the Secretary of the Association.

"The Management Committee" means all those persons appointed to perform the duties of Directors of the Association.

"In writing" shall, unless the contrary intention appears, be construed as including references to printing, photocopying and other modes of representing or reproducing words in a visible form.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears.

Words importing persons shall include bodies corporate and associations if not inconsistent with the context.

Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

Members

2. For the purposes of registration, the number of members of the Association is declared not to exceed 500, but the Management Committee may from time to time register an increase in members.

3. The first members of the Association shall be the Subscribers to the Memorandum of Association.

4. The Management Committee at its discretion may admit to membership:

(a) individuals who support the objects of the Association and who reside or work in the Association's area of benefit; and

(b) employees and volunteer workers of the Association; and

(c) societies, companies, associations, local authorities or other statutory or voluntary bodies which support the objects of the Association;

which have paid, or agreed to pay the annual subscription to the Association, if any.

5. A corporate body or association which is a member shall appoint a deputy who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Association all such rights and powers as the member organisation would exercise if it were an individual person. The Association shall require such notification of an organisation's appointed deputy as the Management Committee may from time to time decide.

Register of Members

6. The Association shall keep a Register of Members in which shall be recorded the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. A member shall notify the Secretary in writing within seven days of a change to their name or address.

Cessation of Membership

7. The rights and privileges of a member shall not be transferrable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
8. A member shall cease to be a member immediately that s/he or it:
 - (a) ceases to fulfil any of the qualifications for membership as specified by Article 4 or by the Management Committee from time to time; or
 - (b) resigns in writing to the Secretary; or
 - (c) is expelled by a Special Resolution carried at a General Meeting in accordance with Article 13(a); or
 - (d) dies, if an individual person; or
 - (e) is wound up or goes into liquidation, if a corporate body or association.

General Meetings

9. The Association shall in each calendar year hold a General Meeting as its Annual General Meeting 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. The first Annual General Meeting shall be held within eighteen months of incorporation.
10. The business of an Annual General Meeting shall comprise:
 - (a) the consideration of the Report and Accounts presented by the Management Committee;
 - (b) the election of the Management Committee;
 - (c) the election of a Chairperson who shall preside at all General Meetings and meetings of the Management Committee, and of such other officers as the Association may from time to time decide to appoint;
 - (d) the appointment and the fixing of the remuneration of the Auditor or Auditors;
 - (e) the application of any surplus, in accordance with Article 68;
 - (f) the fixing of annual subscriptions, if any.
11. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
12. The Management Committee may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten percent of the members of the Association, as provided by section 368 of the Act.
13. Decisions at General Meetings shall be made by passing resolutions:
 - (a) Decisions involving an alteration to the Memorandum or Articles of Association of the Association, and decisions to expel members of the Association, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three-fourths of the members

of the Association present at a General Meeting of which notice has been duly given in accordance with Article 14.

- (b) All other decisions shall be made by ordinary resolution requiring a simple majority.

Notices

14. An Annual General Meetings and an Extraordinary General Meeting called to consider a Special Resolution shall be called by at least twenty-one clear days notice. Any other Extraordinary General Meeting shall be called by at least fourteen clear days notice.
15. Notice of every General Meeting shall be given in writing to every member of the Association and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office.
16. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified.
17. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.
18. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at General Meetings

19. Except as provided in Article 20, every member shall have one vote. Votes may only be given personally; proxy voting is not permitted.
20. No person other than a member duly registered or the deputy of an organisation which is a duly registered member, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of her/his/its membership, shall be entitled to vote on any question at any General Meeting.
21. No person shall debate or vote on any matter in which s/he is directly or indirectly interested, either financially or otherwise.
22. No business shall be transacted at a General Meeting unless a quorum of members is present. One half of the membership or twenty members, whichever is the lesser, shall be a quorum.
23. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Association may decide in General Meeting. The members present at a meeting so adjourned shall constitute a quorum.
24. At any General Meeting where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the members present shall choose

one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

25. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
26. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two persons present in person.

Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions. The demand for a secret ballot may be withdrawn.
27. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
28. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded.
29. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson shall have a second or casting vote.
30. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several identical documents each signed by one or more members.
31. The Association may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Management Committee

32. The Association shall have an Management Committee comprising not less than four members of the Association elected at the Annual General Meeting or co-opted under the provisions of Article 35.
33. Only persons who are members of the Association or who are the appointed deputies of organisations which are members of the Association and who have reached the age of eighteen years shall be eligible to be members of the Management Committee, and there shall be no further qualification required.
34. The initial Management Committee of the Association from incorporation until the first Annual General Meeting shall be appointed by the Subscribers to the Memorandum of Association.

44. No regulation made by the Association in General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made.
45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Management Committee shall from time to time decide.
46. Without prior prejudice to its general powers, the Management Committee may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association or of any third party.

Proceedings of the Management Committee

47. The Management Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Management Committee shall refer the matter to a General Meeting of the Association.
48. A member of the Management Committee may, and the Secretary on the requisition of a member of the Management Committee shall summon a meeting of the Management Committee. It shall not be necessary to give notice of a meeting of the Management Committee to any of its members for the time being absent from the United Kingdom.
49. The quorum necessary for the transaction of the business of the Management Committee shall be one half of the members of the Management Committee.
50. The Management Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is less than the minimum prescribed in these Articles, the Management Committee may act for the purposes of increasing the number of members of the Management Committee to that number, or of summoning a General Meeting of the Association, but for no other purpose.
51. At any meeting of the Management Committee where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
52. The Management Committee shall cause accurate records to be made, in books provided for that purpose, of:
 - (a) the names and addresses of all members;
 - (b) the name and date of appointment of all persons appointed to office;
 - (c) the names of the members of the Management Committee, officers, members and other persons present at all General, Management Committee and Sub-Committee meetings of the Association;
 - (d) minutes of all proceedings and resolutions at all General, Management Committee and Sub-Committee meetings of the Association;
 - (e) all applications of the Seal to any document.All such records and minutes shall be open to inspection during normal working hours by any member of the Association and by any person authorised by the Association in General Meeting.
53. The Management Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Association as they think

fit; any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Management Committee.

54. All acts done by any meeting of the Management Committee or by any person acting as a member of the Management Committee shall, notwithstanding that it was afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
55. A resolution in writing, signed by all the members of the Management Committee who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Management Committee, and may consist of several identical documents signed by one or more members of the Management Committee.
56. The Management Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Secretary

57. Subject to Section 283 of the Act, the Management Committee shall appoint a Secretary of the Association for such term at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Management Committee and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

59. The Management Committee shall provide for the safe custody of the Seal which shall only be used by the authority of the Management Committee and every instrument to which the Seal shall be applied shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee. Every such application of the Seal shall be minuted.

Accounts

60. The Management Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
- (a) all sums of money received and expended by the Association and the matters in which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Association;
 - (c) the assets and liabilities of the Association.
- Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Association's affairs and explain its transactions.
61. The accounts shall be kept at the Registered Office of the Association or, subject to section 222 of the Act, at such other place or places as the Management Committee thinks fit, and shall always be open to the inspection of all members and officers of the Association.
62. The Management Committee shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.

63. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Association in General Meeting, together with a copy of the Auditor's report and Management Committee's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to every member of and every holder of debentures of the Association; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures. The Auditor's report shall be open to inspection and shall be read before the meeting.

Audit

64. Once at least in 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.
65. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Social Audit

66. A social audit of the Association's activities may, by resolution of the Association in General Meeting, be undertaken annually in addition to the financial audit required by law. The role of such a social audit would be to attempt to identify the social costs and benefits of the Association's work, and to enable an assessment to be made of the Association's overall performance in relation to its objects more easily than may be made from financial accounts alone.
67. Such a social audit may be drawn up by an independent assessor appointed by the Association in General Meeting, or by the Management Committee who may submit their report for verification or comments to an independent assessor. A social audit may include an assessment of the internal management of the Association, democracy and decision-making, education and training opportunities, or other matters concerning the overall well-being of its members and workers; and an assessment of the Association's activities externally, including its effects on people engaged in similar activities, on users of the services and facilities provided, and on persons residing in areas where the Association is located.

Application of Surplus

68. Clause 5 of the Memorandum of Association relating to the not-for-profit nature of the Association shall have effect as if its provisions were repeated in these Articles. Any surplus of the Association shall be applied as follows, in such manner and in such proportions as the Association may decide at the Annual General Meeting:
- (a) to create and maintain a general reserve for the continuation and development of the Association;
 - (b) to make payments for social or charitable purposes.

Indemnity

69. Every member, Director, Secretary, Auditor and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of his/her office subject to the provisions of section 310 of the Act, except to the extent that such losses or liabilities shall be attributable to:

- (a) fraud or other matters in respect of which the member concerned shall be convicted of a criminal offence; or
- (b) negligence; or
- (c) actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

Dissolution

70. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if its provisions were repeated in these Articles.

- CHC/ICDM 1989 -

NAMES, SIGNATURES, ADDRESSES & OCCUPATIONS OF SUBSCRIBERS:

Name MARQUA LAMBERT Address 13. CHESTNUT CLOSE
 Signature [Signature] STONY STRATFORD
 Occupation ASS. COOK MILTON KEYNES MK11 1JZ

Name ANTHONY ROBERT HAWTHORN Address 41, DRMONDE
 Signature A.R. Hawthorn STANTON BURY
 Occupation Residential Social worker MILTON KEYNES MK14 6DH

Name Address
 Signature
 Occupation

Name Address
 Signature
 Occupation

Name Address
 Signature
 Occupation

Name Address
 Signature
 Occupation

Name Address
 Signature
 Occupation

Dated this TENTH day of SEPTEMBER 1990.

WITNESS TO THE ABOVE SIGNATURES:

Name ARTHUR ROBERT HEDGER Address 3 SOUTHERN WAY
 Signature [Signature] WOLVERTON
 Occupation DRIVER MILTON KEYNES MK19 5FH

FILE COPY



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

No. 2544583

I hereby certify that

**MILTON KEYNES SPECIAL NEEDS ADVANCEMENT
PROJECT**

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 1 OCTOBER 1990

F. A. Joseph

F. A. JOSEPH

an authorised officer