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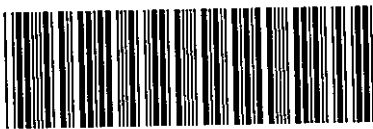
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3154460

The Registrar of Companies for England and Wales hereby certifies that
JACK CORNWELL COMMUNITY ASSOCIATION

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

Given at Companies House, Cardiff, the 2nd February 1996



N03154460A

E. P. Dwyer
MRS. E. P. DWYER

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

G

COMPANIES FORM No. 12

12

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

To the Registrar of Companies

For official use

For official use

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

Name of company

* JACK CORNWELL COMMUNITY ASSOCIATION

* insert full
name of CompanyI, JOHN BRIAN PARKER
of CHURCH COTTAGE, DARENTH HILL, DARENTH, DARTFORD,
KENT DA2 7QY† 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 37 RUSHEY GREEN
CATFORD LONDON SE6

Declarant to sign below

the 24th day of JANUARY
One thousand nine hundred and 96
before me [Signature][Signature]

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

Presentor's name address and
reference (if any):PARKER AARENBERG
DAWSON & COY BDX 34365 CATFORDREF: FRP 11/140For 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

For official use

Company number

Company number

Name of company

* JACK CORNWELL COMMUNITY ASSOCIATION

I, JOHN BRIAN PARKER
of CHURCH COTTAGE, DARENTH HILL, DARENTH, DARTFORD,
KENT DA2 7QY

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 37 RUSHEY GREEN
DARTFORD DARTFORD SE20

the 24th day of JANUARY

One thousand(nine hundred and 96

before me J. W. THOMSON

Declarant to sign below

J. B. Parker

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

J. W. THOMSON Solicitor

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

PARKER ARRENBURG
DARTFORD & COBB
DX 34365 DARTFORD
Ref: JBP 11/140

For official use

New Companies Section

Post room



A29 *AACLPII6* 764
COMPANIES HOUSE 26/01/96





OYEZ

Please complete in
typescript, or in
bold black capitals.

Notes on completion appear on final page.



F0100C10

Proposed Registered Office
(PO Box numbers only, are not acceptable)

**Company
Name in full**

JACK CORNWELL COMMUNITY
ASSOCIATION

Post town

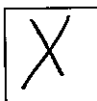
77/79 RUSHEY GREEN
CATFORD

County/Region

Postcode

SE6 4AF

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

PARKER ARRENBURG DAWSON & COBB

Address

77/79 RUSHEY GREEN
CATFORD

Post town

LONDON

County/Region

Postcode

SE6 4AF

Number of continuation sheets attached.

5

Please give the name, address, telephone
number, and if available, a DX number and
Exchange of the person Companies House
should contact if there is any query.

PARKER ARRENBURG DAWSON & COBB

Tel 0181 461 1500

DX number 34365 DX exchange CATFORD.



A29 *AACLR118* 766
COMPANIES HOUSE 26/01/96

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ

for companies registered in England and Wales

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

[P.T.O.]

10

Company Secretary (see notes 1-5)Company Name **JACK CORNWELL COMMUNITY ASSOCIATION**

*Voluntary details.

NAME

*Style/Title

*Honours etc.

Forename(s)

KIM FRANCIS

Surname

ARRENBURG

Previous forename(s)

Previous surname(s)

Address**114 MURRAY AVENUE****Usual residential address**

For a corporation, give the registered or principal office address.

Post town

BROMLEY

County/Region

KENT

Postcode

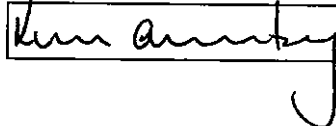
BR1 3DT

Country

ENGLAND

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

Consent signature



Date

23/1/96**Directors** (see notes 1-5)

Please list directors in alphabetical order.

NAME

*Style/Title

MISS

*Honours etc.

Forename(s)

AMMA SERWAH

Surname

AMOA KOH

Previous forename(s)

Previous surname(s)

Address**223 LAWRENCE AVE****Usual residential address**

For a corporation, give the registered or principal office address.

MANOR PARK

Post town

LONDON

County/Region

Postcode

E12 5QR

Country

ENGLAND

Date of birth

Day Month Year

03 03 47

Nationality

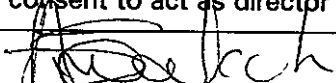
BRITISH

Business occupation

RETIRED~~Other directorships~~**NONE**

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

Consent signature



Date

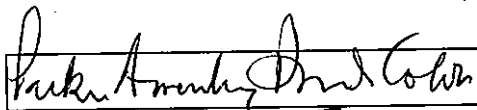
16/1/96

Directors (continued) (see notes 1-5)

NAME	*Style/Title	*Honours etc.	
*Voluntary details.			
Forename(s)	MARGARET MAUD		
Surname	ATTREE		
Previous forename(s)			
Previous surname(s)			
Address	5, SELBORNE AVENUE		
Usual residential address For a corporation, give the registered or principal office address.	Post town	MANOR PARK	
	County/Region	Postcode	LONDON E.12 E12 5NP
	Country	BRITAIN	
Date of birth	Day	Month	Year
	14	12	1930
	Nationality		BRITISH
Business occupation	NONE		
Other directorships	NONE		
I consent to act as director of the company named on page 1			
Consent signature	M. Attree		Date 16-1-1996

This section must be signed byEither
an agent on behalf
of all subscribers

Signed



Date

23/1/1996

Or the subscribers
(i.e. those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm – show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

–A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Director's details:

Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

–Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:

–dormant,

–a parent company which wholly owned the company making the return,

–a wholly owned subsidiary of the company making the return, or

–another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

Company Secretary (see notes 1-5)**Form 10 Continuation Sheet****OYEZ**

Company Number

JACK CORNWELL COMMUNITY ASSOCIATION

NAME

*Style/Title

*Honours etc.

*Voluntary details

Forename(s)

JOHN BRIAN

Surname

PARKER

Previous forename(s)

Previous surname(s)

Address

CHURCH COTTAGE, DARENTH HILL,

DARENTH

Post town

DARTFORD

County/Region

KENT

Postcode

DA2 7QY

Country

ENGLAND

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

Consent signature

Date

23/1/96

Directors (see notes 1-5)

Please list directors in alphabetical order.

NAME

*Style/Title

*Honours etc.

Forename(s)

ANN

Surname

CHAPMAN

Previous forename(s)

Previous surname(s)

Address

222 GRANTHAM ROAD

MANOR PARK

Post town

LONDON

County/Region

Postcode

E12 5ND

Country

ENGLAND

Day Month Year

Date of birth

27

8

67

Nationality

ENGLISH

Business occupation

HOUSEWIFE

Other directorships

NONE

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

Consent signature

Date

16/1/95.

Company Secretary (see notes 1-5)

*Voluntary details

NAME***Style/Title*****Honours etc.**

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County/Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order.

NAME***Style/Title*****Honours etc.**

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Postcode

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Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

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Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

OYEZ

Company Number

JACK CORNWELL COMMUNITY ASSOCIATION

NAME

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County/Region

Postcode

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Day Month Year

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

Consent signature

Date

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
(AND NOT HAVING A SHARE CAPITAL)

MEMORANDUM OF ASSOCIATION
OF
JACK CORNWELL COMMUNITY ASSOCIATION



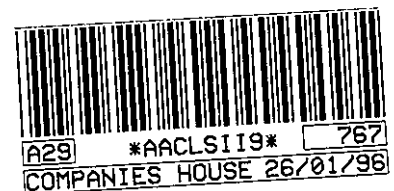
3154460

1. The name of the Company is "JACK CORNWELL COMMUNITY ASSOCIATION".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To promote the benefit of the inhabitants of the Manor Park Ward of the London Borough of Newham and adjoining areas (hereinafter called "the area of benefit") without distinction of sex, sexual orientation, race, political, religious or other opinions, by associating together the residents of the area of benefit, the local and other public authorities, voluntary and other organisations in a common effort to provide facilities in the interests of social welfare for recreation and leisure-time occupation with the objects of improving the conditions of life for the said residents.
 - (B) To establish a community centre (hereinafter called "the Centre") and to maintain and manage the same (whether alone or in co-operation with any local authority or other body or person) for activities promoted by the Company and its constituent bodies in furtherance of the above objects.
 - (C) For such other charitable purpose or purposes as the Management Committee shall determine, in particular, but without prejudice to the generality of the foregoing in the London Borough of Newham.

And the Company shall have the following powers exercisable in furtherance of its said objects or any of them but not otherwise namely:-

- (1) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any objects of the Company.

718335



(2) To construct, maintain, improve, rebuild and alter any buildings, or works necessary for the objects of the Company.

(3) To accept gifts of any property or money including any interest therein, whether subject to any special trust or not, for any one or more of the objects of the Company.

(4) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions, or otherwise provided that the trustees shall not undertake any permanent trading activities in raising funds for its charitable objects.

(5) To cause to be written, printed, published and circulated (gratuitously or otherwise) any newspapers, periodicals, pamphlets, reports, journals, films, instructional matter, books, recorded tapes, documents or leaflets and to organise lectures, classes, exhibitions, meetings, seminars, broadcasts and courses of instruction necessary for the promotion of its objects, either alone or with others

(6) Subject to such consents as may be required by law to sell, manage, lease, mortgage, charge, insure, dispose of, or otherwise deal with or turn to account all or any part of the property of the Company.

(7) Subject to such consents as may be required by law to borrow and raise money for the purposes of the Company in such manner as the Company may think fit.

(8) (a) To invest income received by the Company not immediately required for its purposes in or upon such investments, securities or property of whatever nature and wherever situated or place the same on deposit at interest with any bank insurance company or local authority as may be thought fit

(b) To invest the capital of the Company not immediately required for its purposes in or upon such investments, securities, land (including any estate or interest in the same) and property of whatever nature and wherever situated and whether income producing or not including such personal credit with or without security as may be thought fit.

PROVIDED ALWAYS that the powers in sub-clauses 8(a) and 8(b) shall be exercised subject to such conditions and consents as may from time to time be imposed on required by law and subject also to the provisions hereinafter contained.

(9) To undertake any charitable trusts which will further any of the objects of the Company.

(10) To employ and/or engage persons for each and any objects and/or purposes of the Company and make all reasonable and necessary provision for the payment of pensions and superannuation benefits to or in respect of employees and their other dependants.

(11) To establish and support, and to aid in the establishment and support of, any other trusts, associations, bodies or corporations wheresoever constituted or operating formed exclusively for all or any of the objects of the Company the establishment or support in aid in the establishment or support of which shall be legally charitable.

(12) To amalgamate with any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of the Company.

(13) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.

(14) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.

(15) To co-operate and enter into arrangements with any authorities, national, local or otherwise

(16) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts

(17) To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit

(18) To pay out of the funds of the Company the cost, charges and expenses of and incidental to the formation and registration of the Company under the Companies Acts and the Charities Act 1993

(19) To do all such other lawful things in order to further 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;

(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 Management Committee 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 Management Committee have been if no incorporation had been effected, and the incorporation of the members shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Management Committee but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Management Committee shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company.

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

(a) of reasonable and proper remuneration to any officer or servant of the Company not being a member of the Management Committee for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or its Management Committee at a rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by a clearing Bank selected by the Management Committee or 3% whichever is the greater;

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

(d) of fees, remuneration or other benefits in money or money's worth to a company of which a Member of the Management Committee may be a member holding not more than 1/100 part of the capital of that Company;

(e) to any member of its Management Committee of reasonable out-of-pocket expenses.

5. The liability of the members is limited.

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

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

Full Name and Address

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Signatures

M. Sexton

P Chapman

M. Attree

R. Mardle

F. Mudd

Full Name and address

Signatures

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V. Fathers

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A.M. Chapman

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K. Moore
B. Moore

AMMA SERWAH AMOAKOH
223 LAWRENCE AVENUE
MANOR PARK
LONDON E12 5QR

Witness.....

Name..... JOHN BRIAN PARKER

Address..... 77/7A RUSKIN GREEN

LONDON SE8 4AF

Occupation..... SOLICITOR

Dated..... 16TH JANUARY 1996

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE (AND NOT HAVING A SHARE CAPITAL)

ARTICLES OF ASSOCIATION OF JACK CORNWELL COMMUNITY ASSOCIATION

I GENERAL

1. In these Articles:-

"the Act" means the Companies Act 1985.

"the Seal" means the common seal of the Company.

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

"the United Kingdom" means Great Britain and Northern Ireland.

"the Management Committee" means the Management Committee for the time being.

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

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

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

3. The Company is incorporated under the Companies Act 1985 as a company limited by guarantee and not having a share capital.

II MEMBERS

4. The number of Members with which the Company proposes to be

registered is eleven but the Management Committee may from time to time register an increase of Members.

5.(a) The Subscribers to the Memorandum of Association and such other persons as the Management Committee shall admit to Membership in accordance with the provisions of these Articles shall be Members of the Company.

(b) The provisions of Sections 352 and 353 of the Act shall be observed by the Company and every Member of the Company shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.

(c) The following persons shall be eligible for membership of the Company:-

(i) All residents in the area of benefit of the age of eighteen years or over who shall be known as "Full Members"

(ii) Persons with the area of benefit under the age of eighteen years and persons of the age of eighteen years or over resident outside the area of benefit who shall be known as "Associate Members" PROVIDED that such Associate Members shall not be eligible to serve as members of the Management Committee, to vote at General Meetings of the Company or to be elected as Honorary Officers of the Company under Article 48

(d) Applications for membership shall be in writing in a form prescribed from time to time by the Management Committee but which shall include as a minimum the full name and address of the applicant. Applications shall be delivered to the Secretary of the Company who shall cause the foregoing minimum particulars to be exhibited at Jack Cornwell Community Centre for at least two days prior to the consideration of the applications by the Management Committee.

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

(i) If guilty of such conduct as in the opinion of the Management Committee shall be at variance with the objects and principles of the Company or be prejudicial to its interests PROVIDED that the member concerned shall be given a reasonable opportunity to make representations to the Management Committee, either orally or in writing, prior to any decision to terminate her/his membership.

(ii) If such member gives notice in writing to the Secretary at the registered office of the Company of her/his intention to retire from membership.

- (iii) If her/his subscription (if any) remains unpaid for one month after it becomes due and a demand for payment has been made.

III GENERAL MEETINGS

7. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Management Committee shall appoint.

8. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

9. The Management Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Management Committee capable of acting to form a quorum, any Member of the Management Committee or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Management Committee.

10. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting to such persons as are, under the Articles of the Company entitled to receive such notices from the Company

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

IV PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Management Committee and auditors, the election of persons to serve on the Management Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

13. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided in these Articles the lesser of twenty five or one quarter of the Members present shall be a quorum.

14. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

15. Subject to the provisions of the Act, a Resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote on General Meetings (or being corporations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Such Resolution may consist of several documents in like form each signed by one or more of the Members.

16. The chairperson, if any, of the Management Committee shall preside as chairperson at every General Meeting of the Company, or if there is no such chairperson, or if s/he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Members of the Management Committee present shall elect one of their number to be chairperson of the meeting.

17. If at any meeting no Member of the Management Committee is willing to act as chairperson or if no Member of the Management Committee is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairperson of the meeting.

18. 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the chairperson; or
- (b) by at least two Members present in person

Unless a poll be so demanded a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

20. Except as provided in Article 22, if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

22. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

V VOTES

23. Every Full Member shall have one vote.

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

VI MANAGEMENT COMMITTEE

25(a) The number of members of the Management Committee shall not be less than three nor more than twelve.

(b) The first Members of the Management Committee shall be as follows and they shall serve for the respective periods shown opposite their names:-

<u>Member</u>	<u>To serve until the end of the undermentioned Annual General Meeting of the Company</u>
(1) Caroline Anne Hennessy	Third
(2) Margaret Maud Attree	Third
(3) Peggy Lavinia Chapman	Third
(4) Frank John Mudd	Third
(5) Karen Margaret Moore	Second
(6) Ann Chapman	Second
(7) Muriel Sexton	Second
(8) Rosalind Perry	Second
(9) Vera Fathers	First
(10) Amma Serwaah Amoakoh	First
(11) [vacant]	First
(12) [vacant]	First

(c) Subject as mentioned in paragraphs (b) above and (g) below the term of office of Members of the Management Committee shall be for a period expiring at the end of the third Annual General Meeting following their election.

(d) The vacancies arising on the expiration of the aforesaid first terms of office of the members of the Management Committee referred to in (b) above, shall be filled from among their number by election by the Full Members of the Company at the respective Annual General Meetings and the like procedure shall thereafter apply (subject to (g) below) for the filling of subsequent rotational vacancies.

(e) The Members of the Management Committee may co-opt such additional persons to attend their meetings as they deem expedient, with the right to speak but not to vote.

(f) Members of the Management Committee retiring pursuant to any of the provisions in these Articles shall be eligible for re-election or re-appointment.

(g) If no eligible and willing person is available at the time of any Annual General Meeting to fill any vacancy on the Management Committee or if any vacancy arises between Annual General Meetings the Management Committee may itself fill such vacancy to serve until the end of the next Annual General Meeting when an election shall be held to fill the vacancy for the balance of the respective term of office.

(h) No paid worker of the Company shall be eligible to serve as a member of the Management Committee.

(i) In order to ensure that the Management Committee is representative of the general membership and that its proceedings shall not be subject to any undue level of influence from members associated with each other, it shall not be in order for more than one quarter of its membership to comprise persons who are married or otherwise related to each other or are co-habiting.

26. The Members of the Management Committee may be paid all reasonable travelling and other out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Management Committee or any committee thereof or General Meetings or in connection with the activities of the Company.

VII BORROWING POWERS

27. The Management Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. No lender or other person dealing with the Company shall be concerned to see or inquire whether such prior consent is given.

VIII POWERS AND DUTIES OF MANAGEMENT COMMITTEE

28. The business of the Company shall be managed by the Management Committee, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company, as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or the Articles and to such rules being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no rule made by the Company in General Meeting shall invalidate

any prior act of the Management Committee which would have been valid if that regulation had not been made.

29. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Management Committee shall from time to time by resolution determine Provided that all cheques shall be signed by a minimum of two members of the Management Committee.

30. The Management Committee shall cause minutes to be made in books provided for the purpose:-

(a) of all appointments of officers made by the Management Committee;

(b) of the names of the Members of the Management Committee present at each meeting of the Management Committee and of any sub-committee of the Management Committee;

(c) of all resolutions and proceedings at all meetings of the Company, and of the Management Committee, and of sub-committees of the Management Committee;

and every Member of the Management Committee present at any meeting of the Management Committee or sub-committee of the Management Committee shall sign her/his name in a book to be kept for that purpose.

31. The Members of the Management Committee on behalf of the Company may make all reasonable and necessary provision for the payment of pensions and superannuation benefits to or in respect of employees and their other dependents.

IX ADVISERS

32. In managing the business of the Company pursuant to Article 28, the Management Committee shall have full power to seek and defray the cost of obtaining advice, including power to invite advisers to attend and speak at its meetings, on any issue before it for decision when professional expertise, including advice on equal opportunities issues, is required.

X DISQUALIFICATION OF MEMBERS OF THE MANAGEMENT COMMITTEE

33. The office of Member of the Management Committee shall be vacated if the said Member:-

- (a) holds any office of profit under the Company or
- (b) becomes bankrupt or makes any arrangement or composition with her/his creditors generally; or
- (c) becomes prohibited from being such Member by reason of any order made under Section 295 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns her/his office by notice in writing to the Company; or
- (f) is directly or indirectly interested in any contract with the Company (not being a contract or arrangement with another body established for charitable purposes only in which s/he is interested only as an unpaid director trustee or other officer of that other body) and fails to declare the nature of her/his interest in manner required by Section 317 of the Act.
- (g) fails to attend three consecutive meetings of the Management Committee unless the reasons for such absence are approved by the Management Committee prior to the end of the last such meeting.

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

XI APPOINTMENT AND REMOVAL OF MEMBERS OF THE MANAGEMENT COMMITTEE

35. The Company shall not be subject to Section 293 of the Act.

36. (a) The Company may by Ordinary Resolution at any time and from time to time appoint or remove a Member of the Management Committee.

(b) A Member of the Management Committee may be removed from office at any time by a two-thirds majority of the Committee present and voting at any meeting called for that purpose. Such Member shall have the right to appeal against her/his removal from office under this Article by giving notice of such to the Secretary at the registered office of the Company not less than seven days from the date of such meeting and the Secretary shall within five days of the receipt of such notice issue notice calling an Extraordinary General Meeting of the Company to be held on a date to be determined to review the decision of the Management Committee and decide whether to confirm it or re-instate the Member. The Member concerned shall have the right to receive the same notice of the Extraordinary General Meeting as Members of the Company and the right to speak in person (but not through any representative or

adviser) at the Extraordinary General Meeting or to submit written representation to it but this shall not oblige the Company to adjourn its proceedings to facilitate the attendance of such Member or the drafting of any written representations.

(c) Pending the decision of the Extraordinary General Meeting of the Company the Member of the Management Committee concerned shall not be entitled to attend meetings of the Committee and, in the event of his/her reinstatement, no proceedings of the Management Committee shall be called into question be reason of their having been decided, undertaken or performed while such approval is pending.

XII PROCEEDINGS OF MANAGEMENT COMMITTEE

37. The Management Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and may determine the quorum necessary for the transaction of business provided always that the quorum shall not be less than three or one third of the total number of members of ^{eh} Management Committee from time to time whichever is in the greater. It shall not be necessary to give notice of a meeting of the Management Committee to any Member thereof for the time being absent from the United Kingdom. A Member of the Management Committee may, and the Secretary on the requisition of any such Member shall, at any time summon a meeting of the Management Committee.

38. Questions arising at any meeting shall be decided by a majority of votes, and in the case of an equality of votes the Chairperson shall have a second or casting vote.

39. The continuing Members of the Management Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of the Management Committee, the continuing Members or Member thereof may act for the purpose of increasing the number of Members to that number, or of summoning a general meeting of the Company, but for no other purpose.

40. If at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the Members of the Management Committee present may choose one of their number to chair the meeting.

41. The Members of the Management Committee may delegate any of their powers, other than the power to borrow, to sub-committees consisting of such members of their body (being not less than three) as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee. All acts and proceedings of any such sub-committee shall be reported back to the Management Committee fully and promptly PROVIDED that no such sub-committee shall expend funds of the Company otherwise than in accordance with a budget agreed by the Management Committee.

42. A sub-committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.

43. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the chairperson shall have a second or casting vote.

44. All acts done by any meeting of the Management Committee or of a sub-committee of the Management Committee, or by any person acting as a Member of the Management Committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member of the Management Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Management Committee.

45. A Resolution in writing signed by all the Members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Such Resolution may consist of several documents in the like form each signed by one or more of the Members of the Management Committee.

XIII COMPANY SECRETARY

46. Subject to the provisions of the Act the Company Secretary shall be appointed by the Management Committee for such term, at such remuneration and upon such conditions as they may think fit; and any Company Secretary so appointed may be removed by them Provided that no member of the Management Committee shall be appointed to the paid position of Company Secretary.

47. 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 Company Secretary shall not be satisfied by its being done by or to the same person acting both as a Member of the Management Committee and as, or in place of, the Company Secretary.

XIV HONORARY OFFICERS

48. At its first meeting after each Annual General Meeting of the Company the Management Committee shall elect the following Officers from among its members and they shall hold office until the end of the next Annual General Meeting:

Chairperson
Vice-Chairperson
Honorary Treasurer
Honorary Administrative Secretary

XV THE SEAL

49. The Management Committee shall provide for the safe custody of the Seal (if any), which shall only be used by the authority of the Management Committee or of a committee of the Management Committee authorised by the Management Committee in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Member of the Management Committee and shall be countersigned by the Company Secretary or by a second Member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

XVI ACCOUNTS

50. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

XVII NOTICES

51. A notice may be given by the Company to any Member either personally or by sending it by post to her/him or to her/his registered address, or (if s/he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by her/him to the Company for the giving of notice to her/him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

52. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a Member (having given to the Company notice of her/his appointment and an address in the United Kingdom for the service of notices) where the Member but for her/his death or bankruptcy would be entitled to receive notice of the meeting; and

- (c) the Auditor for the time being of the Company.
- (d) any patron or patrons of the Company appointed pursuant to Article 56 hereof

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

XVIII INDEMNITY

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

XIX WINDING UP

54. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect as if the same were repeated in these Articles.

XX EQUAL OPPORTUNITIES

55.(a) Applications for membership of the Company shall be welcome regardless of any issues concerned with race, creed, religion, culture, ethnic origin, sex or sexual orientation, marital status, physical disability, age and class, and the Company shall not be entitled to withhold or reject membership on the grounds of any such issue.

(b) The Management Committee, in managing the business of the Company, shall have regard to the equal opportunities implications of the issues under their deliberation and in particular the extent to which equal opportunities might be furthered by their decisions but, for the avoidance of doubt, shall not be bound to treat equal opportunities as the overriding consideration.

XXI PATRON

56.(a) The Management Committee may appoint and remove any person as a patron of the Company and on such terms as the Management Committee shall think fit.

(b) A patron shall have the right to attend and speak (but not vote) at any general meeting of the Company and to be given notice thereof as if a Member and shall also have the right to receive the accounts of the Company when available to Members.

XXII RULES OR BYE LAWS

57.(a) The Management Committee may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:

- (i) The admission and classification of members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- (ii) The conduct of members of the Company in relation to one another, and to the Company's employees.
- (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
- (iv) The procedure at General Meetings and meetings of the Committee and sub-committees in so far as such procedure is not regulated by these Articles.
- (v) And, generally, all such matters as are commonly the subject matter of Company rules.

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

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Signatures

M. Sexton

P. Chapman

M. Attree

R. Marble

F. Mund

V. Fathers

R. Perry

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Dated16TH JANUARY 1996.....