

THE COMPANIES ACTS 1985 and 1989

THE COMPANIES ACT 2006

Company limited by guarantee and not having a share capital

POSITIVE PARENTING PUBLICATIONS & PROGRAMMES

Company Number: 3162747

Charity Number: 1053361

SPECIAL RESOLUTIONS

Pursuant to Article 23 the following three Resolutions are signed by all members of the Company and so valid and effective as if passed at a general meeting of the Company duly convened and held

1. That Articles 39 and 40 of the Company be amended as follows:-

Article 39

Add the words: "Except that the Company may appoint a corporate trustee whether to act jointly with others or solely as the Board whether or not such corporate trustee is a member of the Company".

Article 40

Add the words: "A corporate trustee duly appointed to the Board shall be entitled to charge and be paid such reasonable remuneration for its services as the Company shall approve".

And That pursuant to these changes and to the Companies Act 2006 the format of the Memorandum & Articles of the Company be re-arranged to comply with that Act and for the purpose of lodging with Companies House.

2. That Care for the Family Company Number: 3482910 Charity Number: 1066905 be appointed to the Board with effect from this date.

And That the resignation of the following members of the Board be accepted with effect from this date.

John Honeybourne
Andrew Butler
Robin Hasslacher
Eileen Jones
Steve Pestell
Clare Suffield

SATURDAY



A35 13/02/2010 209
COMPANIES HOUSE

- 3 That the Company enter into the Deed of Appointment Declaration and Agreement in the form annexed hereto and that JOHN HONEYBOURNE and ROBERT HASSLACHER be authorised to sign the Deed on behalf of the Company

Signed -

John Honeybourne

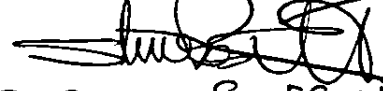
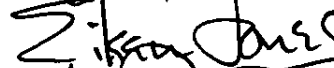
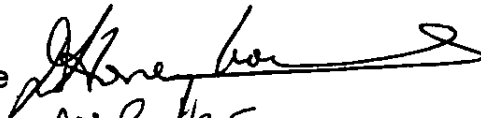
Andrew Butler

Robert Hasslacher

Eileen Jones

Steve Pestell

Clare Suffield



Dated 4th November 2009

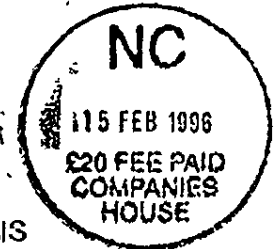
3162747

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

POSITIVE PARENTING PUBLICATIONS



1. The Company's name is **POSITIVE PARENTING PUBLICATIONS**
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are .
 - 3.1.1 The promotion moral and family welfare and in particular the care and upbringing of children and good parenting skills
 - 3.1.2 The advancement of the Christian Religion
4. In furtherance of the above objects but not further otherwise the Company shall have the following powers
 - (a) To write, commission, produce and publish articles, books, leaflets, documents, television and radio programmes, audio visual tapes, compact discs and to use any other medium which is or may become available.
 - (b) To commission and research into matters which in the opinion of the Trustees would further the work of the Trust and to publish and disseminate the useful fruits of the same as widely as possible
 - (c) To arrange, organise and conduct training courses seminars, workshops, lectures and conferences
 - (d) Collect and disseminate information on all matters affecting the said objects and exchange of information with other bodies having similar objects within this country or overseas
 - (e) To purchase, lease, hire or otherwise acquire any land, buildings, stadia, halls, dwellinghouses, household, school or office furniture, cameras, projectors, radios, amplifiers, motor vehicles, hospitals, medical equipment, printing equipment or any other chattels
 - (f) Subject to such consents, if any, as may be required in law to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit
 - (g) To raise funds and to invite and receive contributions from any person

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or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that subject to the provisions of Clause 4(t) hereof the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects

- (h) To lend money and give credit to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by any charitable body where this will directly further the Company's charitable purpose
- (i) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments
- (j) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other security or obligations of any other company.
- (k) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law
- (l) To purchase, take or lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects
- (m) Subject to such consents, if any, as may be required in law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects
- (n) Subject to Clause 6 hereof to employ and pay such Architects, Surveyors, Solicitors and other professional persons, workmen, clerks and other staff not being Directors as are necessary for the furtherance of the objects of the Company
- (o) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants
- (p) To subscribe to become a member of or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or

not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its governing instrument prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof and to purchase or otherwise acquire and undertake all such part of the property assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company or any such charitable organisation, institution, society or body

- (q) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company
- (r) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company
- (t) Subject to the requirements of the law relating to Charities in England and Wales to engage in such trading as is permissible for the purpose of furthering the objects of the Company
- (u) To do all such other lawful things as are necessary for the attainment of the above objects or any of them

PROVIDED THAT :-

- (1) 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
- (2) 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.
- (3) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners of England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Board of Management or Governing Body 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 would such Board of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated

- (4) The 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 Board of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Company

PROVIDED THAT NOTHING HEREIN SHALL PREVENT ANY PAYMENT IN GOOD FAITH BY THE COMPANY :-

- (i) Of reasonable and proper remuneration to any member Officer or servant of the Company for any services properly rendered to the Company, save that any remuneration payable to a member of the Board of Management or Governing Body shall only be permitted if -
 - (a) such persons shall not be present or take part in any discussions relating to such matter except at the invitation of the remaining members of the Board of Management or Governing Body
 - (b) that the number of such persons receiving remuneration shall always be in the minority of the Members of the Board of Management or Governing Body
 - (c) the decision to remunerate a member of the Board of Management or Governing Body shall be decided unanimously by the remaining Trustees
 - (d) in the event that a member of the Board of Management or Governing Body is or may receive an indirect benefit as a result of a decision to remunerate a member of staff such person shall fully disclose his interest and the provisions of this clause shall apply as if such person was being remunerated directly
- (ii) Of interest on money lent by any member of the Company or of its Board of Management or Governing Body at a reasonable and proper rate per annum not less than 2% below the published base lending rate of a clearing bank to be selected by the Board of Management or Governing Body,
- (iii) Of reasonable and proper rent for premises demised or let by any member of the Company or its Board of Management or Governing Body,

(iv) Of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Management or Governing Body may also be a member holding not more than 1/100th part of the capital of that company except to where such company is a Charity or contains provisions preventing the distribution of capital on a dissolution to the members;

(v) To any member of its Board of Management or Governing Body of reasonable and proper out-of-pocket expenses

6. The liability of the membership is limited

7 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities 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.

8. 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 to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 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 can not be given to such provision, then to some other 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

J. Studd

John Studd
39 Wallington Road
Copnor
Portsmouth
PO2 0HB

Am Pheasant

S.M. PHEASANT
'HEATHCOTE'
PURBROOK HEATH
WATERLOOVILLE
HANTS PO15RX

Vivienne M. Catlin

V.M. CATLIN
"foxgloves"
3 Chase Farm Close
Waltham Chase
SO32 2UB.

Alan W Barrow

ALAN W BARROW,
8 WESTBOURNE AVENUE,
EMSWORTH
HANTS PO10 7QU

Elizabeth Bond

ELIZABETH BOND
14 FRASER GARDENS
SOUTHBOURNE
EMSWORTH
HANTS, PO10 8PY.

Dated this eighth day of February

1996

Witness to the above signatures :-

X J.H.P. Pheasant
Director

Heathcote
Purbrook Heath
Waterlooville
Hants PO15RX.