

FILE COPY



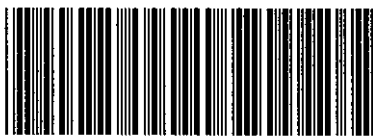
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3246751

The Registrar of Companies for England and Wales hereby certifies that
CROYDON YOUTH DEVELOPMENT TRUST

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 6th September 1996



N03246751F

G. Wookey
G. WOOKEY

For the Registrar of Companies



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

HC007B

**OYEZ**

Please complete in
typescript, or in
bold black capitals.

12

Declaration on Application for Registration

Company Name in full

CROYDON YOUTH DEVELOPMENT TRUST

***F0120C10***

I, JOHN BRIAN PARKER

of 77/79 RUSHEY GREEN, LONDON SE6 4AF

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 of the Companies Act 1985]~~ and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at SUITE C 139 HIGH STR. BECKENHAM KENT

the 23rd day of AUGUST

One thousand nine hundred and ninety SIX

*Please print name.

before me* JOHN W. THOMSON

Signed

Date 23-8-96

A Commissioner for Oaths or Notary Public or Justice of the Peace
or Solicitor

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



A17 *AZGAHOJN* 470
COMPANIES HOUSE 30/08/96

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**



OYEZ

Please complete in
typescript, or in
bold black capitals.



F030AC10

Company
Name in full

CROYDON YOUTH DEVELOPMENT TRUST

I, **JOHN BRIAN PARKER**

of **77/79 Rushey Green, London SE6 4AF**

a [Solicitor engaged in the formation of the company] ~~[person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985]~~ I do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

John Parker

Declared at

SITE C 139 HIGH STREET BECKENHAM KENT

the

23rd

day of

AUGUST

One thousand nine hundred and ninety

SIX

*Please print name.

before me*

JOHN W. THOMSON

Signed

John W. Thomson

Date

23-8-96

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

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 ALLENBERG DAWSON & COBB

Tel **0181 461 1500**

DX number **34365** DX exchange **CATFORD**



A17 *AZGAGOJM* 469
COMPANIES HOUSE 30/08/96

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

OYEZ

The Solicitors' Law Stationery Society Ltd, Oyez House, 7 Spa Road, London SE16 3QQ

Companies 30(5)(a)

1995 Edition

3.95 F29026

5017979



OYEZ

Please complete in
typescript, or in
bold black capitals.

Notes on completion appear on final page.



F0100C10

Company
Name in
full

CROYDON YOUTH DEVELOPMENT TRUST

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

77/79 RUSHEY GREEN

CATFORD

Post town

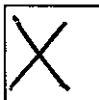
LONDON

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.

7

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



A17 *AZGAFOJL* 468
COMPANIES HOUSE 30/08/96

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

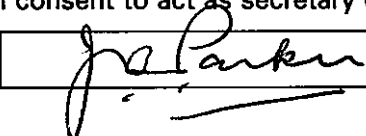
for companies registered in Scotland

DX 235 Edinburgh

IP.T.O.

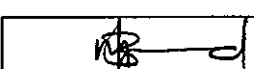
10

Company Secretary (see notes 1-5)

Company Name		CROYDON YOUTH DEVELOPMENT TRUST	
*Voluntary details.	NAME	*Style/Title	*Honours etc.
	Forename(s)	JOHN BRIAN	
	Surname	PARKER	
	Previous forename(s)		
	Previous surname(s)		
Address		CHURCH COTTAGE, DARENTH HILL	
Usual residential address		DARENTH	
For a corporation, give the registered or principal office address.		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
			20.08.96

Directors (see notes 1-5)

Please list directors in alphabetical order.

NAME		*Style/Title	*Honours etc.	
	Forename(s)	MARTIN ROBERT		
	Surname	BEARD		
	Previous forename(s)			
	Previous surname(s)			
Address		42 QUEENS ROAD		
Usual residential address				
For a corporation, give the registered or principal office address.		Post town	CROYDON	
	County/Region	SURREY	Postcode	CRO 2PQ
	Country	ENGLAND		
Date of birth		Day	Month	Year
		08	09	76
		Nationality		BRITISH
Business occupation		STUDENT		
Other directorships		NONE		
I consent to act as director of the company named on page 1				
Consent signature			Date	
			21/8/96	

Company Secretary (see notes 1-5)

Company Name **CROYDON YOUTH DEVELOPMENT TRUST**

*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)

Address

Usual residential address

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

Post town

County/Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company Secretary (see notes 1-5)

Company Name **CROYDON YOUTH DEVELOPMENT TRUST**

*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)

Address

Usual residential address

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

Post town

County/Region

Postcode

Country

Date of birth

Day Month Year

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company Secretary (see notes 1-5)

Company Name

CROYDON YOUTH DEVELOPMENT TRUST

*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)

Address

Usual residential address

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

Post town

County/Region

Postcode

Country

Date of birth

Day Month Year

Nationality

Business occupation

Other directorships

17 03 43 BRITISH
EXECUTIVE, LONDON DEVELOPMENT CORPORATION
CROYDON YOUTH DEVELOPMENT TRUST, WILLOWSLEY TRADING CO. LTD, ONE SMALL STEP TRUST, ONE SMALL STEP LTD, WORKING SUBJECT
LAWST AND COMMUNITY TRUST, ROYAL DOCKS TRUST (LONDON)

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

Consent signature

Date

Company Secretary (see notes 1-5)

Company Name **CROYDON YOUTH DEVELOPMENT TRUST**

*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)

Address

Usual residential address

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

Post town

County/Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company Secretary (see notes 1-5)

Company Name **CROYDON YOUTH DEVELOPMENT TRUST**

*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)

Address

Usual residential address

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

Post town

County/Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

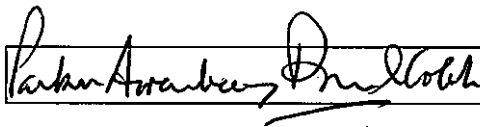
Date

Directors (continued) (see notes 1-5)

NAME	*Style/Title	*Honours etc.	
Forename(s)		PATRICIA FRANCES	
Surname		CREIGHTON	
Previous forename(s)			
Previous surname(s)			
Address		108 MOUNT PARK AVENUE	
Usual residential address For a corporation, give the registered or principal office address.		SOUTH CROYDON	
Post town		CROYDON	
County/Region	SURREY	Postcode	CR2 6DJ
Country	ENGLAND		
Date of birth	Day 03	Month 03	Year 45
	Nationality		BRITISH
Business occupation	TEACHER		
Other directorships	TEACHER/GOVERNOR(BENSHAM MANOR SCHOOL.)		
I consent to act as director of the company named on page 1			
Consent signature	P. J. Creighton		Date 05/08/96

This section must be signed by

Either
an agent on behalf
of all subscribers

Signed**Date**

21.08.96

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.

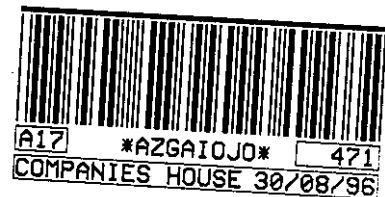
If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

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.

THE COMPANIES ACTS
1985 AND 1989

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

MEMORANDUM OF ASSOCIATION
OF CROYDON YOUTH DEVELOPMENT TRUST



3246751

1. The name of the Company is Croydon Youth Development Trust
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:

(a) To provide or assist in the provision of facilities to educate young people in the London Borough of Croydon and elsewhere especially but not exclusively through their leisure-time activities, so as to develop their physical mental and spiritual capacities and skills in order to enable them to achieve their full potential and to grow to full maturity as individuals and members of society and thereby to enable them to make a positive contribution within the community as a whole

(b) To advance the education of young people (particularly those who are unemployed) by the provision of vocational training and limited periods of work experience

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

- (i) To make gifts of loans whether with or without interest or charge out of the Trust Fund in any one or more of the following ways:
 - (a) to any body of Trustees of a Registered Charity whose objects include those specified above provided and upon the condition that the same shall be strictly applied in or towards the furtherance of such objects and for no other purpose whatsoever and
 - (b) towards the provision of grants for charitable or other bodies or persons undertaking or providing services for young persons compatible with the said objects
 - (c) in such other manner being charitable and within the said objects as the Board shall in its absolute discretion think fit

780150

- (ii) To raise funds and invite and receive contributions from any person or body whatsoever by way of loan subscription donation and otherwise and such terms and conditions may provide for the repayment thereof in case such condition shall be broken PROVIDED THAT the Company shall not undertake any permanent trading activities in raising funds for the said objects
- (iii) To accept donations on any special trusts or agreement within the said objects to the intent that every donation so accepted shall be held subject to the terms and conditions imposed on the making thereof
- (iv) To co-operate and collaborate with voluntary bodies and statutory authorities for any purpose intended to further the said objects and to exchange information and advice
- (v) To employ and pay or otherwise secure the services of any clerk or other agent servant or professional person to transact all or any business of whatever nature required to be done in pursuant of the said objects and as an employer of staff to make all reasonable provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants
- (vi) To purchase take on lease exchange or otherwise acquire any property and any rights and privileges necessary for the attainment of the said objects and to construct maintain and alter any buildings
- (vii) (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 (vii)(a) and (vii)(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.

- (viii) Subject to such consents as may be required by law to sell let mortgage dispose of or turn to account all or any of the property or assets of the Company
- (ix) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company
- (x) 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
- (xi) 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
- (xii) 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 Board of Governors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Governors 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 Board of

Governors 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 Governor 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 Governor for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or Governor 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 Board of Governors or 3% whichever is the greater;

(c) of a proper market rent for premises demised or let by any member of the Company or Governor;

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

(e) to any Governor 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.

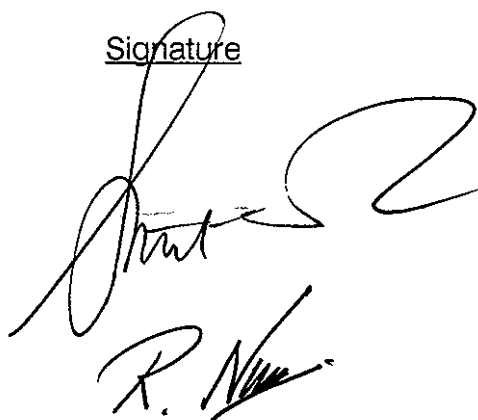
7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution 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.

We, the several persons whose names, addresses and descriptions are subscribed hereto are desirous of being formed into a company in pursuance of this Memorandum of Association

Signature

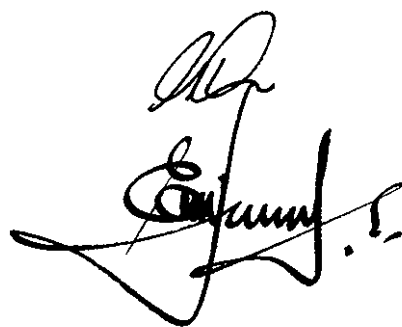
Full Name and
Address



Stuart William Innes
9 Palace Green, Addington
Croydon, Surrey CR0 9AJ



Roy Nunn
63 Bygrove, Fieldway,
New Addington, Croydon,
Surrey, CR0 9DG



Graham John Harrup
4 Southway, Shirley,
Croydon, Surrey CR0 8RP



Eric Neil Trower
158 Addiscombe Road
Croydon, Surrey CR0 7LA

David John Hewetson
5 Talley Road
Limpsfield Chart
Oxted, Surrey RH8 0TJ




Patricia Frances Creighton
108 Mount Park Avenue,
South Croydon, Surrey CR2 6DJ

Jane Elizabeth Stanley
7 Woodbury Close
Croydon
CR0 5PR

Denyse Christine Watts
12 Harcourt Road
Croydon, Surrey, CR7 6BU

Martin Robert Beard
42 Queens Road
Croydon, Surrey, CR0 2PQ

 (B.J. Damsky)

67 Westcott Gardens, Morden, Surrey SW14 4BT

Consultant (youth & community work)

THE COMPANIES ACTS 1985 AND 1989

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

ARTICLES OF ASSOCIATION OF
CROYDON YOUTH DEVELOPMENT TRUST

I GENERAL

1. In these Articles:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

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

"Secretary" means any person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

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

"the Board of Governors" means the Board of Governors for the time being and "Governor" means a member of such Board.

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 nine but the Board of Governors 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 Board of Governors shall admit to membership (subject nevertheless to the provisions of Article 60 hereof) 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) Any member may retire from membership of the Company by notice in writing to the Secretary at the registered office of the Company of her/his intention to do so, and thereupon her/his name shall be removed from the Register of members and s/he shall cease to be a member, provided that after such retirement the number of members shall not be less than two.

(d) Subject to the provisions of Article 60 hereof the Company in General Meeting may at any time, require a member to retire from the Company, and the person so required to retire shall thereupon have her/his name removed from the register of members and shall cease to be a member.

III GENERAL MEETINGS

6. 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 Board of Governors shall appoint.

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

8. The Board of Governors 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 Governors capable of acting to form a quorum, any Governor 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 Board of Governors.

9. An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and meetings 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 the 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. The notice shall, notwithstanding, be given to all members and the Board of Governors and the auditors.

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.

10. 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

11. 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 Board of Governors and auditors, the election of the Board of Governors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

12. 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 greater of one quarter or three of the members present in person (or, being a corporation, by its authorised representative pursuant to Article 26 hereof) shall be a quorum.

13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, 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 Board of Governors may determine.

14. 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.

15. The President (if any) of the Company or, failing her/him, the chairperson, if any, of the Board of Governors shall preside as chairperson at every General Meeting of the Company, or if there is neither a President nor any such chairperson, or if neither shall be present within fifteen minutes after the time appointed for the holding of the meeting or if neither is willing to act the Governors present shall elect one of their number to be chairperson of the meeting, and if there is only one Governor present and willing to act, s/he shall be chairperson.

16. If at any meeting no Governor is willing to act as chairperson or if no Governor 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.

17. The President and any Governor shall, notwithstanding that they are not members of the Company, be entitled to attend and speak at any general 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 fourteen days or more, at least seven clear days notice shall be given specifying the general nature of the business to be transacted, otherwise it shall not be necessary to give any notice.

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, subject to the provisions of the Act:-

(a) by the chairperson; or

(b) by at least two members present in person; or

(c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

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 before the poll is taken, but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands before the demand for the poll was made.

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 exercise a 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, being not more than 30 days after the poll is demanded and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. No notice need be given of a poll not taken immediately if the time and place at which

it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

V VOTES

23. Every 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.

25. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by her/him to the Company have been paid.

VI CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

26. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which s/he represents as that corporation could exercise if it were an individual member of the Company.

27.(a) In order that the Company shall not become subject to local authority influence for the purposes of Section 69 of the Local Government and Housing Act 1989 (or any statutory modification or re-enactment thereof) no local authority shall at any time be admitted to membership of the Company or the Board of Governors (as the case may be) if:

- (1) more than 19 per cent (or such other percentage as may from time to time apply for the like purpose) of the total voting rights of all the members of the Company having the right to vote at a general meeting of the Company would be held by persons who are associated with the authority as mentioned in sub-section (5) of the said Section 69; or
- (2) more than 19 per cent (or such other percentage as may from time to time apply for the like purpose) of the Governors would be persons so associated with it; or
- (3) more than 19 per cent (or such other percentage as may from time to time apply for the like purpose) of the total voting rights

of Governors at a meeting of the Board of Governors would be held by persons who are so associated.

(b) In the event that a change in membership of the Company or in the composition of the Board of Governors occurs such as to cause, in respect of a local authority already in membership of the Company or in respect of which there are already persons associated with it serving on the Board of Governors, the percentages referred to in (a) above to be exceeded, all voting rights of such local authority and of any persons associated with it shall forthwith be suspended until such time as the circumstances which resulted in such suspension cease when the suspended voting rights will automatically revive PROVIDED that the foregoing shall not deny the local authority concerned or the persons associated with it the right to attend and speak at meetings of the Company or the Board of Governors (as the case may be) or to receive all agenda papers and minutes for any such meetings.

(c) It shall be the duty of the Board of Governors to meet as soon as practicable if any of the circumstances referred to in (a) or (b) arise and to take such action as, in their absolute discretion, they deem appropriate with regard to the membership of and/or voting rights at meetings of the Company and/or of the Board of Governors to ameliorate any adverse effect upon the Company.

VII BOARD OF GOVERNORS

28(a) The number of Governors shall not be less than four nor more than fourteen

(b) A Governor shall not be required to be a member of the Company but shall nevertheless be entitled to receive notice of and attend and speak at any general meeting of the Company.

(c) The first Governors shall be as follows:-

	<u>Name</u>	<u>Address</u>	<u>To serve until the end of the undermentioned Annual General Meeting of the Company</u>
(1)	Stuart William Innes	9 Palace Green, Addington Croydon, Surrey CR0 9AJ	First
(2)	Roy Nunn	63 Bygrove, Fieldway, New Addington, Croydon, Surrey, CR0 9DG	First

- | | | | |
|-----|-------------------------------|--|--------|
| (3) | Graham John Harrup | 4 Southway, Shirley,
Croydon, Surrey CR0 8RP | First |
| (4) | Eric Neil Trower | 158 Addiscombe Road
Croydon, Surrey CR0 7LA | First |
| (5) | David John Hewetson | 5 Talley Road
Limpsfield Chart
Oxted, Surrey RH8 0TJ | Second |
| (6) | Patricia Frances
Creighton | 108 Mount Park Avenue,
South Croydon, Surrey CR2 6DJ | Second |
| (7) | Jane Elizabeth Stanley | 7 Woodbury Close
Croydon
CR0 5PR | Second |
| (8) | Denyse Christine Watts | 12 Harcourt Road
Croydon, Surrey, CR7 6BU | Second |
| (9) | Martin Robert Beard | 42 Queens Road
Croydon, Surrey, CR0 2PQ | Third |

(d) In addition to the foregoing Governors, the Local Education Authority shall have the power to appoint remove and replace two Governors (being either members of or employed by the said Authority) and shall forthwith upon any such appointment removal or replacement give due notification thereof to the Secretary.

(e) Subject to Article 28(c) above, the terms of office of all Governors (save those referred to in Article 28(d) above) shall be for a period expiring at the end of the third Annual General Meeting of the Company following their election (or last election in the case of successive terms)

(f) Governors retiring pursuant to Article 28(e) above shall be eligible, without limit, for re-election for a further term.

(g) If no eligible and willing person is available to fill any vacancy in their number the Board of Governors may elect any person to fill any such vacancy for a period expiring at the end of the next Annual General Meeting when an election shall be held to fill the vacancy for the balance (if any) of the respective term of office.

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

29. The Governors may be paid all reasonable travelling, hotel and other out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Board of Governors or any committee thereof or General Meetings or in connection with the activities of the Company.

VIII BORROWING POWERS

30. The Board of Governors 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.

IX POWERS AND DUTIES OF BOARD OF GOVERNORS

31. Subject to the provisions of the Act, the Memorandum and Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board of Governors who may exercise all the powers of the Company. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited to any special power given to the Governors by the Articles and a meeting of the Governors at which a quorum is present may exercise all the powers exercisable by the Board of Governors.

32. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles, the Governors shall have the following powers, namely:-

- (i) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects as they may see fit and direct the sale or the transposition of any such investments and to expend the proceeds of such sale in furtherance of the objects of the Company;
 - (2) to enter into contracts on behalf of the Company.
33. (a) Any bank account in which any part of the assets of the Company is deposited shall be operated by the Governors and shall indicate the name of the Company.
- (b) 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 Board of Governors shall from time to time by resolution determine PROVIDED that all cheques shall require the signatures of not less than two Governors.

34. The Board of Governors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Board of Governors;
- (b) of the names of the Governors present at each meeting of the Board of Governors and of any sub-committee of the Board of Governors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Board of Governors, and of sub-committees of the Board of Governors;

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

35. The Governors 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 dependants.

X ADVISERS

36. In managing the business of the Company pursuant to Article 30, the Board of Governors 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 the equal opportunities issues referred to in Part XXI of these Articles, is required.

XI DISQUALIFICATION OF GOVERNORS

37. The office of Governor shall be vacated if the said Governor:-

- (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 Governor by reason of any order made under the Company Directors Disqualification Act 1986; or

(d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs; 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.

38. A Governor 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.

XII APPOINTMENT AND REMOVAL OF GOVERNORS

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

40.(a) The Company may by Ordinary Resolution at any time and from time to time appoint or remove a Governor.

(b) A Governor who is absent from meetings of the Board of Governors without the permission of the Governors within a continuous period of twelve months shall at the end of such period automatically cease to be a Governor

XIII PROCEEDINGS OF BOARD OF GOVERNORS

41. Subject to the provisions of these Articles, the Governors may regulate their proceedings as they think fit PROVIDED that the Board shall meet on at least two occasions in every year. The Board of Governors 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. It shall not be necessary to give notice of a meeting of the Board of Governors to any Governor for the time being absent from the United Kingdom. A Governor may, and the Secretary on the requisition of any such member shall, at any time summon a meeting of the Board of Governors.

42. 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.

43. The continuing Governors 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 Board of Governors, the continuing Governors or Governor may act for the purpose of increasing the number of Governors to that number, or of summoning a general meeting of the Company, but for no other purpose.

44. The Governors may elect a chairperson of their meetings and determine the period for which s/he is to hold office; but, 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 Governors present may choose one of their number to be chairperson of the meeting.

45. The Governors may delegate any of their powers, other than the power to borrow, to sub-committees consisting of such Governors 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 Board of Governors. All acts and proceedings of any such sub-committee shall be reported back fully to the Board of Governors as soon as possible.

46. 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 of the sub-committee present may choose one of their number to be chairperson of the meeting.

47. 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 of the sub-committee present, and in the case of an equality of votes the chairperson shall have a second or casting vote.

48. All acts done by any meeting of the Board of Governors or of a sub-committee of the Board of Governors, or by any person acting as a Governor, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Governor or person acting as aforesaid, or that they or any of them were disqualified, or had vacated office, or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified to be a Governor.

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

XIV SECRETARY AND HONORARY OFFICERS

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

51. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Governor and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Governor and as, or in place of, the Secretary.

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

Chair

Honorary Treasurer

Honorary Administrative Secretary

XV THE SEAL

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

XVI ACCOUNTS

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

XVII ANNUAL REPORT AND ANNUAL RETURN

55. The Governors shall comply with their obligations under sections 45 and 48 of the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard respectively to the preparation of an annual report and an annual return and transmission of the same to the Charity Commissioners.

XVIII NOTICES

56. Any notice given to or by any person pursuant to these Articles shall be in writing. 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 48 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.

57. 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) the President and any patron or patrons of the Company appointed pursuant to Article 61 hereof

No other person shall be entitled to receive notices of General Meetings and a member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and where necessary, the purpose for which it was called.

XIX INDEMNITY

58. Subject to the provisions of the Act, every Governor or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him/her by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

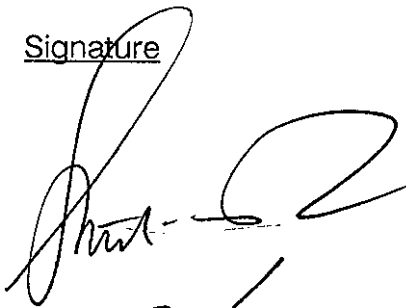
the entrance fees, subscriptions and other fees or payments to be made by members.

- (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.

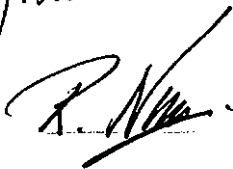
(b) The Company in General Meeting shall have the power to alter or repeal the Rules or Bye Laws and to make additions to them and the Board of Governors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws which so long as they shall 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.

Signature

Full name and
Address



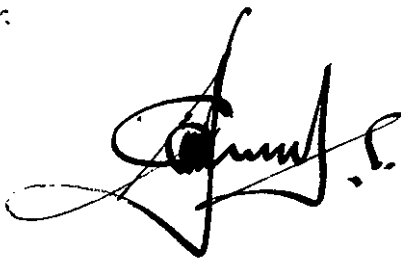
Stuart William Innes
9 Palace Green, Addington
Croydon, Surrey CR0 9AJ



Roy Nunn
63 Bygrove, Fieldway,
New Addington, Croydon,
Surrey, CR0 9DG



Graham John Harrup
4 Southway, Shirley,
Croydon, Surrey CR0 8RP



Eric Neil Trower
158 Addiscombe Road
Croydon, Surrey CR0 7LA

David
Hewetson

David John Hewetson
5 Talley Road
Limpsfield Chart
Oxted, Surrey RH8 0TJ

Pat Creighton

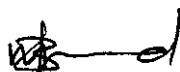
Patricia Frances Creighton
108 Mount Park Avenue,
South Croydon, Surrey CR2 6DJ

Jane Stanley

Jane Elizabeth Stanley
7 Woodbury Close
Croydon
CR0 5PR



Denyse Christine Watts
12 Harcourt Road
Croydon, Surrey, CR7 6BU



Martin Robert Beard
42 Queens Road
Croydon, Surrey, CR0 2PQ

Dated: 24th July 1996

Witnessed by:

 (B.S. Dossne)

Address:

67 Westcote Gardens, Morden - Surrey SM4 4DS

Occupation:

Consultant (Youth and Community Work)