

FILE COPY



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

Company No. 3262602

The Registrar of Companies for England and Wales hereby certifies that
KENT LANGUAGE AND COMMUNICATION CENTRE

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 11th October 1996



N032626028

E. P. Owen
MR. E. P. OWEN

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

KENT LANGUAGE & COMMUNICATION CENTRE.

***F0120C10***

I, **JOY BUTCHER**
of **56 MOUNTBATTEN WAY, BRABOURNE LEES, ASHFORD KENT**

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

JOY BUTCHER

Declared at

2 Elwick Road Ashford Kent.

the

first

day of

October

One thousand nine hundred and ninety

six

*Please print name.

before me*

Jonathan Carell

Signed

JOY BUTCHER

Date

21/10/96

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.

JOY BUTCHER.
56 MOUNTBATTEN WAY BRABOURNE LEES
ASHFORD KENT Tel 01303 812753.
DX number DX exchange



A21 *AFPV4PHJ* 22
COMPANIES HOUSE 03/10/96

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

KENT LANGUAGE AND COMMUNICATION
CENTRE.

I, JOY BUTCHER

of 56 MOUNTBATTEN BEARBOURNE LEE
ASHFORD KENT.

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]† 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.

†Please delete as appropriate.

Declarant's signature

Declared at 2 Elwich Road Ashford Kent

the First day of October

One thousand nine hundred and ninety six

*Please print name.

before me* Jonathan Cawell

Signed

Date 01/10/96.

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.

JOY BUTCHER
56 MOUNTBATTEN WAY BEARBOURNE LEE
ASHFORD KENT Tel 01303 812753.
DX number DX exchange



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for companies registered in Scotland **DX 235 Edinburgh**



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**

KENT LANGUAGE and COMMUNICATION
CENTRE.

Post town

ASHFOLD

County/Region

KENT

Postcode

TN 25 6PU

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

Address

Post town

County/Region

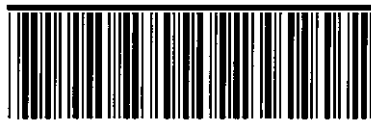
Postcode

Number of continuation sheets attached.

☐

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.

JOY BUTCHER	
56 MOUNTBATTEN WAY BRABOURNE LEES	
ASHFOLD KENT Tel 01303 812753.	
DX number	DX exchange



A21 *AFPV2PHH* 20
COMPANIES HOUSE 03/10/96

When you have completed and signed the form please send it to
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Companies House, Crown Way, Cardiff, CF4 3UZ
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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 **KENT LANGUAGE AND COMMUNICATION CENTRE***Voluntary details. **NAME** *Style/Title **MRS.** *Honours etc. **MCSP SRP.**Forename(s) **URSULA MARY ASHUELL**Surname **MARTINDALE**Previous forename(s) **—**Previous surname(s) **GRIFFITHS****Address** **56 MOUNTBATTEN WAY, BRABOURNE LEES****Usual residential address** **~~18 HAYMAKERS LANE~~**

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

Post town **ASHFORD**County/Region **KENT** Postcode **TN256 9LL**Country **ENGLAND**

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

Consent signature **U M Martindale** Date **1/10/96****Directors** (see notes 1-5)

Please list directors in alphabetical order.

NAME *Style/Title **MRS** *Honours etc.Forename(s) **Joy**Surname **BUTCHER.**

Previous forename(s)

Previous surname(s) **EDMED.****Address** **56 MOUNTBATTEN WAY****Usual residential address** **BRABOURNE LEES**

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

Post town **ASHFORD**County/Region **KENT** Postcode **TN25 6PU**Country **ENGLAND**Date of birth Day Month Year **29 9 53** Nationality **BRITISH.**Business occupation **NONE**

Other directorships

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

Consent signature **J Butcher** Date **1/10/96.**

Directors (continued) (see notes 1-5)

NAME	*Style/Title	*Honours etc.	
	MRS	RGN·RM·DNew FIRM.	
*Voluntary details.	Forename(s)	HEATHER AMELIA	
	Surname	BUTHER. GANNE	
	Previous forename(s)	NORMAN.	
	Previous surname(s)	↓	
Address	56 Mountbatten Way		
Usual residential address	Brabourne Lees		
For a corporation, give the registered or principal office address.	Post town	ASHFORD	
	County/Region	Postcode	TN25 6PU
	Country	ENGLAND	
	Date of birth	Nationality	BRITISH
	Day Month Year		
	28 6 37		
	Business occupation	Director of Home Care Nursing Services	
	Other directorships		
	I consent to act as director of the company named on page 1		
	Consent signature	Date	1.10.96.
	Heather Butther Ganne		

This section must be signed by**Either**
an agent on behalf
of all subscribers**Signed** 8/10/96 **Date** 1/10/96.**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.

MEMORANDUM AND ARTICLES OF ASSOCIATION FOR A COMPANY
GUARANTEE HAVING CHARITABLE STATUS



PART A - MEMORANDUM OF ASSOCIATION

3262602

THE COMPANIES ACT 1985

A COMPANY BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association of
the KENT LANGUAGE AND COMMUNICATION CENTRE ~~LIMITED~~

1. The name of the company (hereinafter called the "KENT LANGUAGE AND COMMUNICATION CENTRE")

is the KENT LANGUAGE AND COMMUNICATION CENTRE

2. The registered office of the KENT LANGUAGE AND COMMUNICATION CENTRE

will be situated in England.

3. The KENT LANGUAGE AND COMMUNICATION CENTRE is established

to provide relief and assistance to children with disabilities, and where they are in need to families and carers of such children, in particular by providing advice, information, support, assessment and therapeutic facilities within the County of Kent.

787490



- (ii) To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses.
- (iii) To bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individuals.
- (iv) To provide evidence for government and other inquiries.
- (F) To provide financial assistance to make grants and donations and to provide equipment and apparatus for the furtherance of the OBJECTS of the KENT LANGUAGE AND COMMUNICATION CENTRE .
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary for the promotion of its OBJECTS, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the KENT LANGUAGE AND COMMUNICATION CENTRE .
- (H) Subject to such consents as may be required by law to manage, mortgage, sell, dispose of or otherwise deal with all or any part of the property of the KENT LANGUAGE AND COMMUNICATION CENTRE .
- (I) To accept any gifts, subscriptions (whether or not under deed of covenant), donations, bequests or devises or lands, moneys, securities or other real or personal property.

- (J) To take such lawful steps by personal or written appeals, public meetings or otherwise as may be deemed expedient for the purposes of procuring contributions to the funds of the KENT LANGUAGE AND COMMUNICATION CENTRE in the shape of donations, annual subscriptions, or otherwise and for that purpose to appoint collectors as may be considered expedient provided that the KENT LANGUAGE AND COMMUNICATION CENTRE shall not undertake any permanent trading activities in raising funds for its charitable objects;
- (K) To undertake, accept, execute and administer any charitable trust;
- (L) Subject to such consents as may be required by law, to borrow and raise money in such manner and on such security as the KENT LANGUAGE AND COMMUNICATION CENTRE may think fit, and to issue debentures and other securities;
- (M) To invest the moneys of the KENT LANGUAGE AND COMMUNICATION CENTRE not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (N) To engage and pay any agents or employees to supervise, organise and carry on the work of the KENT LANGUAGE AND COMMUNICATION CENTRE and to make all reasonable and

necessary provision for the payment of pensions and superannuation to or on behalf of employees, former employees and their widows and other dependants;

- (O) To subscribe to, support, affiliate, become a member of, amalgamate with, or co-operate with any other charitable organisation, institution, society or body not formed for 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 KENT LANGUAGE AND COMMUNICATION CENTRE and which by its constitution prohibits the distribution of its income and property among its members to an extent of a least as great as imposed on the KENT LANGUAGE AND COMMUNICATION CENTRE ;
- (P) To purchase acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the KENT LANGUAGE AND COMMUNICATION CENTRE of any one or more of the charitable organisations, institutions, societies or bodies having objects altogether or in part similar to those of the KENT LANGUAGE AND COMMUNICATION CENTRE .
- (Q) To establish where necessary local branches (Whether autonomous or not)

- (R) To do all such other lawful things as shall further the attainment of the above OBJECTS;

Provided that:

- (i) In case the KENT LANGUAGE AND COMMUNICATION CENTRE shall take or hold any property which may be subject to any trusts, the KENT LANGUAGE AND COMMUNICATION CENTRE 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 KENT LANGUAGE AND COMMUNICATION CENTRE shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the KENT LANGUAGE AND COMMUNICATION CENTRE shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the KENT LANGUAGE AND COMMUNICATION CENTRE 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 Governing Body of the KENT LANGUAGE AND COMMUNICATION CENTRE 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 Governing Body have been if no incorporation had been effected, and the incorporation of the KENT LANGUAGE AND COMMUNICATION CENTRE shall not diminish nor impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Governing Body but they shall as regards any such property by subject jointly and separately to such control or authority as if the KENT LANGUAGE AND COMMUNICATION CENTRE were not incorporated.

4. The income and property of the KENT LANGUAGE AND COMMUNICATION CENTRE shall be applied solely towards the promotion of its OBJECTS as set forth in the 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 KENT LANGUAGE AND COMMUNICATION CENTRE and no member of its Governing Body shall be appointed to any office of the KENT LANGUAGE AND COMMUNICATION CENTRE paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the KENT LANGUAGE AND COMMUNICATION CENTRE provided that nothing herein shall prevent any payment in good faith by the KENT LANGUAGE AND COMMUNICATION CENTRE ;

- (a) of reasonable and proper remuneration to any member, officer or servant of the KENT LANGUAGE AND COMMUNICATION CENTRE not being a member of its Governing Body for any services rendered to KENT LANGUAGE AND COMMUNICATION CENTRE .
- (b) or reasonable and proper rent for premises demised or let by any member of the KENT LANGUAGE AND COMMUNICATION CENTRE or of its Governing Body,
- (c) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the KENT LANGUAGE AND COMMUNICATION CENTRE or of its Governing Body is a member holding not more than 1/100th part of the capital of that company.
- (d) of fees remuneration or other benefit in money or money's worth directly or indirectly to a member of the KENT LANGUAGE AND COMMUNICATION CENTRE or of its Governing Body for goods or services provided that such member was prior to his election or appointment already supplying goods or services to he KENT LANGUAGE AND COMMUNICATION CENTRE and further that such goods or services are supplied at a price not exceeding the fair market price on normal trade terms, and further that such member of the KENT LANGUAGE AND COMMUNICATION CENTRE or of the Governing Body shall

absent himself from any meeting during the discussion of such supply and shall refrain from voting on the matter, and further that at no time shall a majority of the Governing Body benefit under this provision.

- (e) of reasonable out-of-pocket expenses to any member of the Governing Body.
- (f) of a benefit, in reasonable and proper furtherance of its charitable OBJECTS, to a member of the Governing Body, provided that in the case of a new benefit or an existing benefit that is being reviewed.
 - (i) that member is absent and does not participate in the Governing Body's consideration of that benefit and does not as such member vote upon the matter; and
 - (ii) the Governing Body in the absence of such member passes a resolution (which matter may not be delegated in pursuance of any provision contained in the Memorandum or Articles of Association of the KENT LANGUAGE AND COMMUNICATION CENTRE to any Committee, body or person) that provision of the benefit is in reasonable and proper furtherance of the KENT LANGUAGE AND COMMUNICATION CENTRE charitable objects.


(iii) at no time shall a majority of the Governing Body benefit under this provision.

5. No alteration shall be made to the Memorandum and Articles of Association except in accordance with the requirements of the Charities Act 1993.
6. The liability of the members is limited.
7. Every member of the KENT LANGUAGE AND COMMUNICATION CENTRE undertakes to contribute to the assets of the KENT LANGUAGE AND COMMUNICATION CENTRE , in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of debts and liabilities of the KENT LANGUAGE AND COMMUNICATION CENTRE 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 contributors among themselves, such amount as may be required not exceeding five pounds sterling.
8. If upon the winding-up or dissolution of the KENT LANGUAGE AND COMMUNICATION CENTRE 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 KENT LANGUAGE AND COMMUNICATION CENTRE , but shall be given or transferred to some other charitable institution or institutions having OBJECTS

similar to the objects of the KENT LANGUAGE AND
COMMUNICATION CENTRE , 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 KENT LANGUAGE AND COMMUNICATION CENTRE
under or by virtue of clause 4 hereof, such institution or institutions to
be determined by the members of the KENT LANGUAGE AND
COMMUNICATION CENTRE at or before the time of dissolution, and
insofar as effect cannot be given to such provision, then to some other
charitable object.

We, the subscribers to the Memorandum of Association, wish to be
formed into a company pursuant to the Memorandum.

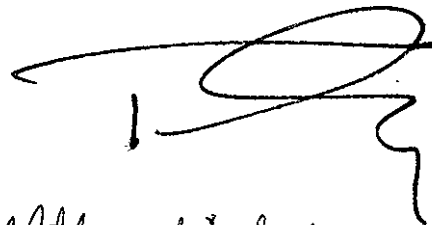
Howard
M. P. Nicolson


Peter Sallis.

Jul. James

W. H. H.





U. M. Martindale

NAMES AND ADDRESSES OF SUBSCRIBERS

Mrs Joy Butcher Chairman
56 Mountbatten Way
Brabourne Lees
Ashford
Kent
TN25 6PU

Mr. Michael Nicolaou. Treasurer
Lynwood
Hornash Lane
Shadoxhurst
Ashford
Kent
TN23 4GN

Mrs Ursula Martindale. Secretary
18 Haymarkets Lane
Chartfield Hamlet
Ashford
Kent
TN23 4GN

Mrs Marion Westacott
Stoneleigh
Church Road
Mersham
Ashford
Kent
TN25 6NT

Mr. Timothy Fagg
Hollis Barn
Egerton
Ashford
Kent
TN22 9BD

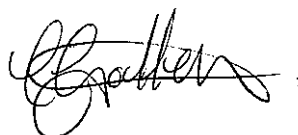
Mrs Heather Butler-Gallie
Gorse Bank
Bowl Road
Charing
Ashford
Kent
TN27 OHB

Cllr Gordon Turner
120 Faversham Road
Kennington
Ashford
Kent
TN24 9DE

Mr. Stephen White
14 Mendip Walk
Tunbridge Wells
Kent
TN2 3NL

Revd. John Hewes
Brambledown
Tamley Lane
Hastingleigh
Ashford
Kent
TN25 5HW

Witness to the above signatures:



Date: 1/10 1996.

PART B - ARTICLES OF ASSOCIATION

The Companies Act 1985

COMPANY BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

Articles of Association of

the KENT LANGUAGE AND COMMUNICATION CENTRE

INTERPRETATION

1. In these Articles, the words in the first column of the table below shall bear the meanings set opposite to them in the second column, if not inconsistent with the subject or context.

Words

The Act

Meanings

The Companies Act 1985, including any
statutory modification or re-enactment,
thereof for the time being in force.

The KENT LANGUAGE AND COMMUNICATION CENTRE
The above named

The Council

The Governing Body of the KENT
LANGUAGE AND COMMUNICATION CENTRE

The Office

The Registered office of the KENT LANGUAGE
AND COMMUNICATION CENTRE

The Seal

The Common Seal of the KENT LANGUAGE AND
COMMUNICATION CENTRE

Month	Calendar month
Year	Calendar year
Clear days	In relation to the period of a notice means that period excluding the day when notice is given or deemed be given and the day for which it is given or on which it is effect.
The Secretary	Any person appointed to perform the duties of secretary of the KENT LANGUAGE AND COMMUNICATION CENTRE

Words importing the singular shall include the plural and vice versa.

Words importing the masculine shall include the feminine. Words importing persons shall include corporations.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing works 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 time at which these Articles become binding on the KENT LANGUAGE AND COMMUNICATION CENTRE .

OBJECTS

2. The KENT LANGUAGE AND COMMUNICATION CENTRE is established for the OBJECTS expressed in the Memorandum of Association.

MEMBERS

3. The following persons shall be members:
 - (i) The subscribers to the Memorandum of Association.
 - (ii) The members of the Council.
 - (iii) Such other persons as the Council shall admit to membership in accordance with Rules or Bye Laws made by the Council under Article 38.
4. The Council shall have the right for good and sufficient reason to reject an application for membership.
5. If not less than three-fourths of the members of the Council present at a meeting so resolve, the Council shall have the right for good and sufficient reason to terminate the membership of any member provided that he shall have the right to be heard by the Council before any final decision is made.
6. No paid employee whether in full or part-time employment of the KENT LANGUAGE AND COMMUNICATION CENTRE shall be eligible for membership of the KENT LANGUAGE AND COMMUNICATION CENTRE or of the Council. Provided that the Council may suspend the operation of this clause in individual cases only in respect of membership of the KENT LANGUAGE AND COMMUNICATION CENTRE .
7. The KENT LANGUAGE AND COMMUNICATION CENTRE shall keep a register of members of the KENT LANGUAGE AND COMMUNICATION CENTRE in accordance with the Act. Every member shall either sign

the register on becoming a member or shall sign a written consent to become a member.

GENERAL MEETINGS

8. The KENT LANGUAGE AND COMMUNICATION CENTRE shall hold an annual general meeting not more than 18 months after its incorporation and subsequently once in every year at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the Council. All other general meetings shall be called extraordinary general meetings.
9. The Council may call general meetings and, on the requisition of members of the KENT LANGUAGE AND COMMUNICATION CENTRE pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Council to call a general meeting any member of the KENT LANGUAGE AND COMMUNICATION CENTRE may call a general meeting.
10. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed.

- (a) in the case of an annual general meeting by all 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 being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all members.
11. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an annual general meeting shall specify the meeting as such. If any resolution is to be proposed as a extraordinary resolution or as a special resolution the notice shall contain a statement to that effect.
12. The notice shall be given to all the members of the KENT LANGUAGE AND COMMUNICATION CENTRE and to the auditors.
13. 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.

PROCEEDINGS AT GENERAL MEETINGS

14. The business to be transacted at an annual general meeting shall include the consideration of the audited financial statements and the report of the Council, the election of members of the Council and the appointment of and the fixing of the remuneration of the auditors.
15. No business shall be transacted at any general meeting unless a quorum of members is present. The quorum at any general meeting shall be ten members or one-tenth of the membership - whichever shall

be greater, present in person or by proxy, or such other number being not less than ten as the KENT LANGUAGE AND COMMUNICATION CENTRE may from time to time determine in general meeting. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Council may determine.

16. The chairman, if any, of the Council shall preside as chairman at every general meeting of the KENT LANGUAGE AND COMMUNICATION CENTRE , or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council present shall elect one of their number to preside.
17. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
18. The chairman 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 14 days or more, at least seven days'

notice of the adjourned meeting shall be given, specifying the time and place of the meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

19. A resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded:

- (a) by the chairman, or
- (b) by at least two members having the right to vote at the meeting, or
- (c) by a member representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and a demand by a person as proxy for a member shall be the same as a demand by a member.

20. Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of that 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, before the poll is taken, be withdrawn, but only with the consent of the chairman, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands before the demand was made.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote, in addition to any other vote he may have.
22. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs, not being more than 30 days after the poll is demanded, and any business other than that upon which poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. No notice need be given of a poll not taken forthwith if the time and place at which it is taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
24. A resolution in writing by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

25. No member shall be entitled to vote at any general meeting unless all moneys presently payable by her/him to the KENT LANGUAGE AND COMMUNICATION CENTRE have been paid.

Subject as aforesaid, on a show of hands every member present in person shall have one vote; and on a poll every member present in person or by proxy shall have one vote. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman, whose decision shall be final and conclusive.

26. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

27. Any member of the KENT LANGUAGE AND COMMUNICATION CENTRE entitled to attend and vote at a general meeting is entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him.

28. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointed and shall be in the following form (or in any form appropriate to the circumstances as the Council may approve):

I _____ of _____
being a member of the above-named _____ hereby
appoint _____ of _____
or failing him _____ of _____
as my proxy to vote in my name and on my behalf at the
annual/extraordinary general meeting of the _____, to be
held on _____ 19 _____ and at any adjournment thereof. This form
is to be used in respect of the resolutions mentioned below as
follows:-

Resolution No 1 *for _____ *against _____

Resolution No.2 *for _____ *against _____

*Strike out whichever is not desired. Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this _____ day of _____ 19 _____

previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

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

COUNCIL OF MANAGEMENT

33. The number of members of the Council shall be a minimum of five or such greater number as may be determined by the KENT LANGUAGE AND COMMUNICATION CENTRE in general meeting.
34. The members of the Council shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or general meetings of the KENT LANGUAGE AND COMMUNICATION

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

30. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may:

(a) be deposited at the office or at such other place within the United Kingdom as is specified on the notice convening the meeting or in any instrument of proxy sent out by the KENT LANGUAGE AND COMMUNICATION CENTRE in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any member of the Council;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

31. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the

CENTRE or in connection with the business of the KENT LANGUAGE
AND COMMUNICATION CENTRE
POWERS AND DUTIES OF THE COUNCIL

35. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the KENT LANGUAGE AND COMMUNICATION CENTRE shall be managed by the Council, who may exercise all the powers of the KENT LANGUAGE AND COMMUNICATION CENTRE . No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by the Article shall not be by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council. The members of the Council shall be treated as directors for the purposes of the Act.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the KENT LANGUAGE AND COMMUNICATION CENTRE , shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.
37. The Council shall cause minutes to be made in books provided for the purpose.
- (a) of all appointments of officers made by the Council;

- (b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;
 - (c) of all resolutions and proceedings at all meetings of the KENT LANGUAGE AND COMMUNICATION CENTRE , and of the Council and of committees of the Council.
38. (a) The Council may from time to time make such rules or bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the KENT LANGUAGE AND COMMUNICATION CENTRE and in particular but not exclusively it may by such rules or bye-laws regulate:
- (i) the admission of members of the KENT LANGUAGE AND COMMUNICATION CENTRE , the rights and privileges of such members, the conditions of membership including any payments to be made by members, and the terms of which members may resign or have the membership terminated;
 - (ii) the co-operation of members of the KENT LANGUAGE AND CENTRE with each other, and the KENT LANGUAGE AND COMMUNICATION CENTRE 's paid and voluntary staff;
 - (iii) the procedure at general meetings and meetings of the Council and committees of the Council in so far as such procedure is not regulated by these Articles;
 - (iv) the management of any property that may be acquired;

- (v) the establishment of local branches as may be necessary and appropriate.

39. The Council shall adopt such means as it may deem sufficient to bring to the notice of members of the KENT LANGUAGE AND COMMUNICATION CENTRE all such rules or bye-laws, which so long as they shall be in force shall be binding on all members of the KENT LANGUAGE AND COMMUNICATION CENTRE in general meeting shall have power to alter or repeal the rules or bye-laws and to make additions thereto provided, nevertheless, that no rule or bye-law shall be inconsistent, with, or shall affect or repeal anything contained in, the Memorandum or Articles or Association of the KENT LANGUAGE AND COMMUNICATION CENTRE .

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COUNCIL

40. At the first annual general meeting of the KENT LANGUAGE AND COMMUNICATION CENTRE all the members of the Council shall retire from office and at every subsequent annual general meeting one-third of the members of the Council for the time being who are subject to retirement by rotation or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office.
41. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to

retire shall (unless they otherwise agree among themselves) be determined by lot.

42. A retiring member of the Council shall be eligible for re-election.
43. The KENT LANGUAGE AND COMMUNICATION CENTRE at the meeting at which a member of the Council retires in the manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Council shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Council shall have been put to the meeting and lost.
44. No person other than a member of the Council retiring by rotation shall be appointed or re-appointed a member of the Council at any general meeting unless:
 - (a) he is recommended by the Council; or
 - (b) not less than 28 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the KENT LANGUAGE AND COMMUNICATION CENTRE of the intention to propose that person for appointment or re-appointment stating the particulars which would if he were so appointed or re-appointed be required to be included in the KENT LANGUAGE AND COMMUNICATION CENTRE 's register of directors, to with notice by that person of his willingness to be appointed or re-appointed and (if not already a member of the

KENT LANGUAGE AND COMMUNICATION CENTRE) to become
a member

45. Not less than 21 clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a member of the Council retiring by rotation at the meeting) who is recommended by the Council.

46. Subject to Article 33 hereof, the KENT LANGUAGE AND COMMUNICATION CENTRE may from time to time by ordinary resolution appoint a person who is willing to act either to fill a vacancy or as an additional member and may also determine in what rotation any additional members of the Council are to retire.

47. The Council may appoint any person who is willing to act to be a member of the Council, either to fill a casual vacancy or as an addition to the existing members of the Council, but so that the total number of members of the Council shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of the Council so appointed shall hold office until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting.

REMOVAL AND DISQUALIFICATION OF MEMBERS OF THE COUNCIL

48. Subject to the provision of the Act, the KENT LANGUAGE AND COMMUNICATION CENTRE may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the

Act, remove any member of the Council before the expiration of his period office notwithstanding anything in these Articles or in any agreement between the KENT LANGUAGE AND COMMUNICATION CENTRE and such member of the Council. The KENT LANGUAGE AND COMMUNICATION CENTRE may by ordinary resolution appoint another person in place of a member of the Council removed from office under this Article.

49. The office of a member of the Council shall be vacated if:
- (a) he ceases to be a member of the Council by virtue of any provision of the Act or he becomes prohibited by law from being a member of the Council; or
 - (b) he becomes bankrupt or makes any arrangement of composition with his creditors generally; or
 - (c) he is or may be suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

- (d) he resign his office by notice to the KENT LANGUAGE AND COMMUNICATION CENTRE ; or
- (e) he is absent from more than half the meetings of the Council in any period of twelve consecutive months, and the Council resolve that his office be vacated.

50. A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising therefrom and if he does so vote shall not be counted.

PROCEEDINGS OF THE COUNCIL

51. The Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Council may, and the Secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give a notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.

52. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be one-third of the membership of the Council subject to a minimum of three. The continuing members of the Council may act notwithstanding any

vacancy in their body but, if their number is less than the number fixed as the quorum, the continuing members or member of the Council may act only for the purpose of filling vacancies or of calling a general meeting.

53. The chairman of the Council (or in his absence the vice-chairman) shall be entitled to preside at all meetings but if at any meeting neither the chairman nor vice-chairman is present within five minutes of the appointed time, or if present is unwilling to preside, the members of the Council present shall choose one of their number to be chairman of the meeting.

54. The Council may delegate any of its powers to committees consisting of such member or members of its body or other persons as it thinks fit, provided that any committee so formed shall in the exercise of the powers so delegated.

- (a) conform to any regulations that may be imposed on it by the Council;
- (b) report all acts and proceedings to the Council as soon as reasonable practicable;
- (c) incur no expenditure other than in accordance with a budget approved by the Council or with specific prior approval of the Council.

55. The meetings and proceedings of any committee formed under Article 54 shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council as far as applicable and unless superseded by any regulations made by the Council.

56. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council 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 Council.
57. A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held, and may consist of several documents in like form each signed by one or more members of the Council.

HONORARY OFFICERS

58. The Council shall have power to appoint and remove such person or persons (whether or not a member or members of the KENT LANGUAGE AND COMMUNICATION CENTRE) as it shall think fit to be the President and one or more Vice-Presidents and such person or person (whether or not a member of members) as it shall think fit to be the Patron or Patrons of the KENT LANGUAGE AND COMMUNICATION CENTRE .
59. The Council shall elect annually from amongst its members a Chairman, Vice-Chairman, Treasurer, and such other Honorary Officers as the KENT LANGUAGE AND COMMUNICATION CENTRE shall decide, each of whom shall hold office until commencement of

the first meeting of the Council after the annual general meeting next following his appointment when he shall retire. An Honorary Officer so retiring shall be (so long as he remains a member of the Council) eligible for re-election.

The Honorary Officers elected under this Article shall be ex-officio members of all committees formed pursuant to Article 54

SECRETARY

60. Subject to Section 283 of the Act, the Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any Secretary so appointed may be removed by it provided always that no member of the Council may occupy the salaried position of Secretary.
61. A provision of the Act or these Articles requiring or authorising a thing to be done by or to the same person acting both as member of the Council and as, or in place of the Secretary.

THE SEAL

62. The Seal shall be used only by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and by the Secretary or a second member of the Council.

ACCOUNTS

63. The Council shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act.
64. The accounting records shall be kept at the Office or at such other place or places as the Council thinks fit and shall always be open to the inspection of the officers of the KENT LANGUAGE AND COMMUNICATION CENTRE .

65. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the KENT LANGUAGE AND COMMUNICATION CENTRE or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the KENT LANGUAGE AND COMMUNICATION CENTRE except as conferred by statute or authorised by the Council or by the KENT LANGUAGE AND COMMUNICATION CENTRE in general meeting.
66. The Council shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the KENT LANGUAGE AND COMMUNICATION CENTRE in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act. The auditor's report shall be open to inspection and read before the meeting as required by the Act.
67. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the KENT LANGUAGE AND COMMUNICATION CENTRE in general meeting, together with a copy of the auditor's report, and the Council's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the KENT LANGUAGE AND COMMUNICATION CENTRE . Provided

that this Article shall not require a copy of those documents to be sent to any person of whose address the KENT LANGUAGE AND COMMUNICATION CENTRE is not aware or to more than one of the joint holders of any debentures.

AUDIT

68 Auditors shall be appointed and their duties regulated in accordance with Sections 384-392 of the Act.

69 The Council shall procure that a copy of the auditor's report referred to in Article 66 above together with copies of the Accounts referred to in Article 66 relating to the KENT LANGUAGE AND COMMUNICATION CENTRE are sent to the Charity Commission within ten months of the date being the end of the financial year of the KENT LANGUAGE AND COMMUNICATION CENTRE.

NOTICES

70. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.

71. The KENT LANGUAGE AND COMMUNICATION CENTRE may give any notice to a member of the KENT LANGUAGE AND COMMUNICATION CENTRE either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member

whose registered address is not within the United Kingdom and who gives to the KENT LANGUAGE AND COMMUNICATION CENTRE an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the KENT LANGUAGE AND COMMUNICATION CENTRE . Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

72. A member present, either in person or by proxy at any meeting of the KENT LANGUAGE AND COMMUNICATION CENTRE , shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

INDEMNITY

73. Subject to the provisions of the Act, every member of the Council or other officer, employee or auditor of the KENT LANGUAGE AND COMMUNICATION CENTRE shall be indemnified out of the assts of the KENT LANGUAGE AND COMMUNICATION CENTRE against any liability incurred by him 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 by the court from liability for

negligence, default, breach or duty or breach of trust in relation to
the affairs of the KENT LANGUAGE AND COMMUNICATION
CENTRE .

John James

John

W.H.

[Signature]

Heather Butler Sallie.

M. P. Nielsen

Patricia D.

UNAM Antidote
[Signature]

NAMES AND ADDRESSES OF SUBSCRIBERS

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▪ 56 Mountbatten Way
▪ Brabourne Lees
▪ Ashford
▪ Kent
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Revd. John Hewes
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Tamley Lane
Hastingleigh
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Kent
TN25 5HW

Witness to the above signatures:



Date: 1/10

1996 .