

FILE COPY



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

Company No. 3541920

The Registrar of Companies for England and Wales hereby certifies that
THE WHARFEDALE VINEYARD CHRISTIAN FELLOWSHIP

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 7th April 1998



N03541920B

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



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

HC007B



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full



F012001J

THE WHARFSALE VINEYARD
CHRISTIAN FELLOWSHIP

I, DAVID S. FLOWERS
of 11 BELVUE AVENUE, ALWOODLEY, LEES,

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 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

David S. Flowers

Heard W. Williams Declared at

19th May 1998

the

15th

day of

JANUARY

One thousand nine hundred and ninety

69111

† Please print name before me

Stella R. K. R. K.
Solicitor

ROGER ELLIS

SOLICITOR/BARRISTER/
COMMISSIONER FOR OATHS
NEWCASTLE & CHAPELTOWN

Signed

R. Ellis

Date 15 JAN 1998
11 BELVUE AVENUE, ALWOODLEY, LEES LS8 4HS

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.

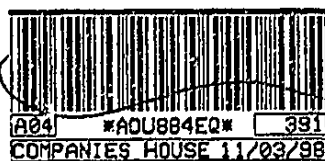
DAVID S. FLOWERS

11 BELVUE AVENUE, ALWOODLEY

LEES LS14 8BN Tel 0113 268 2888

DX number

DX exchange



A04 *A0U884EQ* 391
COMPANIES HOUSE 11/03/98

Form revised March 1995

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



Please complete in typescript,
or in bold black capitals.

30(5)(a)

Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"

Company Name in full



F030A01T

THE LIVERPOOL VINEYARD
CHRISTIAN FELLOWSHIP

I, DAVID S. FLOWERS
of 11 BELVEDERE AVENUE, ALWOODLEY, LEES

† Please delete as appropriate.

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.

Declarant's signature

SOLICITOR/BARRISTER/
COMMISSIONER FOR OATHS
HAREHILLS & CHAPELTOWN
LAW CENTRE
263 ROUNDHAY ROAD
LEEDS LS8 4HS

Declared at

1

the

16th

day of

January

One thousand nine hundred and ninety

eight

① Please print name.

before me ①

Ryan Glen. R. ELLIS,

Signed

Ryan Glen

Date

16.1.98

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.

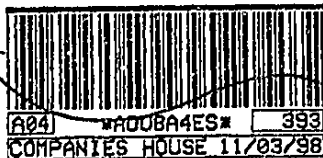
DAVID S FLOWERS

11 BELVEDERE AVENUE, ALWOODLEY

LEES, LS14 8BN Tel 0113 268 7888

DX number

DX exchange



A04 *A00BA4ES* 393
COMPANIES HOUSE 11/03/98

Form revised March 1995

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for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh



10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full



F010001H

THE LINARFELDE VINEYARD
CHRISTIAN FELLOWSHIP

Proposed Registered Office

(PO Box numbers only, are not acceptable)

11 BELVEDERE AVENUE, ALWOODLEY
LEEDS

Post town

County / Region

W. YORKS

Postcode

LS17 8BN

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

1

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.

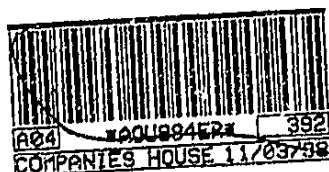
DAVID S FLOWERS

11 BELVEDERE AVENUE, ALWOODLEY

LEEDS LS17 8BN Tel 0113 268 2888

DX number

DX exchange



Form revised March 1995

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	MR	*Honours etc
Forename(s)		DAVID	
Surname		FLOWERS	
Previous forename(s)			
Previous surname(s)			
Address		11 BELVEDERE AVENUE, ALWOODLEY,	
Usual residential address		LEES	
For a corporation, give the registered or principal office address.			
Post town			
County / Region		W. YORKS	Postcode
Country		LS17 8RN	
I consent to act as secretary of the company named on page 1			
Consent signature		Date 15/1/98	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
Forename(s)		DAVID	
Surname		FLOWERS	
Previous forename(s)			
Previous surname(s)			
Address		X ALWOODLEY 11 BELVEDERE AVENUE,	
Usual residential address		ALWOODLEY,	
For a corporation, give the registered or principal office address.			
Post town		LEES	
County / Region		W. YORKS	Postcode
Country		UK	
Day		Month	Year
Date of birth	04	09	59
Business occupation		PASTOR & FINANCIAL ADVISOR	
Other directorships		SW LONDON VINEYARD, TRENT VINEYARD	
		THE INVESTMENT PRACTICE PLC	
I consent to act as director of the company named on page 1			
Consent signature		Date 15/1/98	

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

Company number

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

MARU ANTHONY

Surname

WAGNER

Previous forename(s)

Previous surname(s)

Address

41 SPENCER ROAD

Usual residential address

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

RAYNES PARK

Post town

LONDON

County / Region

Postcode

SW20 0QL

Country

UK

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

MR

*Honours etc

Forename(s)

MARU ANTHONY

Surname

WAGNER

Previous forename(s)

Previous surname(s)

Address

41 SPENCER ROAD

Usual residential address

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

RAYNES PARK

Post town

LONDON

County / Region

Postcode

SW20 0QL

Country

UK

Day Month Year

Date of birth

18 12 58

Nationality

BRITISH

Business occupation

FUND MANAGER

Other directorships

SABRE FUND MANAGEMENT LTD., SABRE GROUP LTD.,

DATAVITUM LTD., S.W. LONDON VINEYARD.

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

Consent signature

M.A. Wagner

Date

26/3/98

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

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

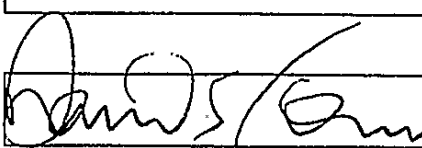
I consent to act as director of the company named on page 1

Consent signature

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MRS		*Honours etc	
* Voluntary details	Forename(s)	SARA JOANNA			
	Surname	ROBINSON			
	Previous forename(s)				
	Previous surname(s)	BROWN			
Address	CLEVELAND HOUSE				
Usual residential address	49 SPRINGS LANE				
For a corporation, give the registered or principal office address.	Post town	ILKLEY			
	County / Region	WEST YORKS.	Postcode	LS29 8TE	
	Country				
	Day	Month	Year		
	Date of birth	12	9	62	Nationality BRITISH
	Business occupation	MANAGEMENT ACCOUNTANT			
	Other directorships	NONE			
	I consent to act as director of the company named on page 1				
	Consent signature	Sam Robinson		Date	15/1/98

This section must be signed by					
Either					
an agent on behalf of all subscribers	Signed		Date		
Or the subscribers	Signed			Date	15/1/98
(i.e those who signed as members on the memorandum of association).	Signed	Sam Robinson		Date	15/1/98
	Signed	M.A. Wagner		Date	2/3/98
	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. Directors 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

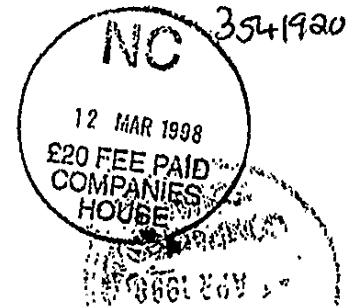
- another wholly owned subsidiary of the same parent company.

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.

INC 02098/5/W 0040362

MEMORANDUM OF ASSOCIATION OF
THE WHARFEDALE VINEYARD
CHRISTIAN FELLOWSHIP



1. The name of the Association (hereinafter called "the Company") is The Wharfedale Vineyard Christian Fellowship.
2. The registered office of the Company will be situated in England.
3. The Company is established for:
 - I. the furtherance of religious or secular public education;
 - II. the advancement of the Christian faith including missionary activities in the United Kingdom and overseas and also including but not limited to the planting of new churches and organisations or congregations;
 - III. the relief of the poor and needy;
 - IV. the relief of the sick and elderly;
 - V. such other charitable objects and for the benefit of such other charitable bodies and institutions as the Committee shall in their absolute discretion see fit.

In furtherance of the said objects, but not further or otherwise, the Company shall have power:

- (a) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes;
- (b) to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- (c) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research;
- (d) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (e) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (f) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company and the same of donations, subscriptions or otherwise;
- (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (h) to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED THAT the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;

- (i) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- (j) to invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (k) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- (l) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- (m) subject to clause 4, to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company; and in particular to appoint a Pastor whose duties will be to deal with all ecclesiastical matters relating to the Company, matters concerning its policy working and government and matters of doctrine and interpretation, matters concerning spiritual ordinances of the Company, direction of the ministry of the Company, decisions concerning the initiation and termination of specific activities of the ministry of the Company and any other matters reasonably connected with spiritual guidance and leadership which shall be the sole prerogative and responsibility of the Pastor;
- (n) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (o) subject to the provisions of clause 4 hereof to pay reasonable annual sums of premiums for or towards the provision of pension for officers or servants for the time being of the Company or their dependants;
- (p) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;
- (q) to provide indemnity insurance to cover the liability of the members of the committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company. Provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the committee (or any of them) know to be a breach of trust or breach of duty or which was committed by the members of the committee (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;
- (r) to pay out of the funds of the Company the costs, charges, and expenses of and incidental to the formation and registration of the Company;
- (s) to establish where necessary local branches (whether autonomous or not);

- (t) to do all such other lawful things as shall further 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 shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their acts, receipts, neglects and defaults, and for the due administrations of such property in the same manner and to the same extent as they would as such management Committee have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of the Charity Commissioners over such Management Committee but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set for the in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Management Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

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

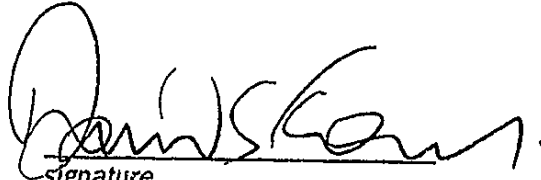
- (a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Management Committee, provided that, for so long as he shall be Senior Pastor, the Senior Pastor may serve on the Management Committee and be paid for services rendered to the Company in his capacity as Senior Pastor, on condition that the aforementioned pastor shall:
 - (i) be absent from all meetings of the members or committee of management at which his appointment and remuneration are discussed during the relevant discussions and


- (ii) not vote on any resolution relating to his appointment or remuneration.
 - (b) of interest on money lent by any member of the Company or its Management Committee at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Management Committee or 3 per cent whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member or the Company or its Management Committee;
 - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Management Committee may be a member holding not more than 1/100th part of the capital of that company; and
 - (e) to any member of its Management Committee of reasonable out-of-pocket expenses;
 - (f) of the usual professional charges for business done by any member of the Management Committee who is a solicitor, accountant, or other person engaged in a profession, or by any partner of his or hers, or by any firm of which he or she is a partner, when instructed by the Company to act in a professional capacity on its behalf; provided that at no time shall a majority of the members of the management Committee benefit under this provision and that a member of the Management Committee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner or firm is under discussion;
 - (g) the payment of any premiums in respect of any indemnity insurance to cover the liabilities of the members of the committee (or any of them) in respect of any negligence, default, breach of trust or breach of duty or which they may be guilty in relation to the Company: provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the committee (or any of them) knew to be a breach of trust or breach of duty or which was committed by the members of the committee (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.
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 he is member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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 one pound.
 7. If upon the windup or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable

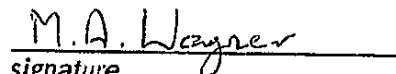
institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

**SCHEDULE OF NAMES AND SIGNATURES OF
THE SUBSCRIBERS TO THE MEMORANDUM OF ASSOCIATION**

1. Name DAVID S FLOWERS
& address 11 BELVEDERE AVENUE
ALLWOODLEY
LEEDS
LS17 8BN
2. Name SARA J. ROBINSON
& address CLEVELAND HOUSE
49 SPRINGS LANE
FLKLEY
W. YORKS LS29 8TE
3. Name MARK A. WAGNER
& address 61 SPENCER ROAD
LONDON SW20 0QN
4. Name _____
& address _____

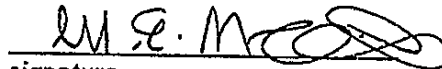

signature


signature


signature

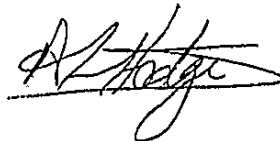
signature

Witnessed by: WENDY ELIZABETH MARKS,
22 WOODLIFFE CRESCENT,
Witness name
& address LEEDS,
LS7 3RE,


signature

Date: 16/1/98.

A. L. HODGES
Willow Cottage
Pitch Place
Trussley
Godalming
Surrey GU8 6QW
2nd March 1998



**ARTICLES OF ASSOCIATION OF
THE WHARFEDALE VINEYARD
CHRISTIAN FELLOWSHIP**

INTERPRETATION

1. In these Articles:

"the Act" means the Companies Acts, 1985 and 1989, including any statutory modification or re-enactment thereof for the time being in force.

"the Committee" means the Management Committee of the Company.

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

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

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

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

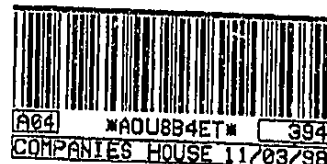
Unless the context otherwise required, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

OBJECTIVES

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

MEMBERS

3. The number of members with which the Company proposes to be registered is four, but the committee may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Company.
5. An application for membership may be approved or rejected by the Committee. The committee shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the



- member concerned shall have a right to be heard before a final decision is made.
6. Unless the members of the Committee or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 61 the Committee members may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than three.

GENERAL MEETINGS

7. The Company shall 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 Committee shall appoint. All General Meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.
8. The Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum, any member of the Committee or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

NOTICE OF GENERAL MEETINGS

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

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

- (a) in case of the Annual General Meeting, by all members entitled to attend and vote; and
 - (b) In the case of any other meeting, by a majority 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.

PROCEEDINGS AT GENERAL MEETINGS

11. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee 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; three members present in person or one-tenth of the membership, whichever is greater, shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall be adjourned to the same day in the next week at the same time and place, or to such other and at such other time and place at the Committee may determine.
13. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting there is.
14. The chairman, if any, of the Committee shall chair every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to chair the meeting.
15. If at any meeting no Committee member is willing to act as chairman or if no Committee member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.
16. 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

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

- (a) by the chairman; or
- (b) by at least two members present; or
- (c) by any member or members present in person and representing not less than one-third of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is 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 and an entry to that effect in 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.

18. 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 second or casting vote.
19. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately, a poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a 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.
20. Subject to the provision of the Act, a resolution in writing signed by all members entitled to receive notice of and to attend and vote at General Meetings (or being organisation by their duly authorised representative) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

VOTES OF MEMBERS

21. Every member shall have one vote.
22. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

23. Any organisation which is a member of the Company may by resolution of its Committee 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 organisation which they represent as that organisation could exercise if it were an individual member of the Company.

COMMITTEE OF MANAGEMENT

24. The maximum number of committee members shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number. The minimum number of Committee members shall be three.
25. The Committee members shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from Committee meetings or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

26. The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security or any debt, liability or obligation of the Company or of any charitable body where such action will directly further the object of the Association.

POWERS AND DUTIES OF THE COMMITTEE

27. The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.
28. All cheques and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed drawn accepted, endorsed or otherwise executed, as the case may be, by at least two persons, in such manner as the Committee shall from time to time determine.
29. The Committee shall cause minutes to be made:
 - (a) of all appointments of officers made by the Committee;
 - (b) of the names of the Committee members present at each Committee Meeting;

- (c) of all resolutions and proceedings at all meetings of the Company, and of all the Committee.

DISQUALIFICATION OF COMMITTEE MEMBERS

- 30. The office of Committee members shall be vacated if the member:
 - (a) ceases to be a trustee by virtue of any provisions in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modifications of that provision); or
 - (b) becomes prohibited from being a Committee member by reason of any order made under Section 295 of the Act; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (d) resigns his office by written notice to the Company; or
 - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act.
- 31. Except to the extent permitted by clause 4 of the Memorandum, no member of the Committee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a part.

ELECTION OF COMMITTEE MEMBERS

- 32. At the first meeting and every subsequent Annual General Meeting of the Company all the Committee members shall retire from office.
- 33. A retiring Committee member shall be eligible for re-election.
- 34. The Company at the meeting at which a Committee member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Committee member 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 shall have been put to the meeting and lost.
- 35. No person other than a Committee member retiring at the meeting shall unless recommended by the Committee be eligible for election to the Committee at any General Meeting unless, not less than three nor more than twenty-one days before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member qualified to attend and vote at the meeting or which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
- 36. The Company may from time to time by ordinary resolution increase or reduce the number of the Committee members, but not so as to reduce the minimum number of committee members below three.

37. The Committee shall have power at any time to appoint any person to be a Committee member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Committee members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.
38. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act remove any Committee member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Committee member under this Article.

PROCEEDINGS OF THE COMMITTEE

39. The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think 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 Committee member may, and the secretary on the request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee Meeting to any member for the time being absent from the UK.
40. The quorum necessary for the transaction of the business of the committee may be fixed by the Committee and unless so fixed shall be one-third of the membership of the Committee, subject to a minimum of three.
41. The Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
42. The Committee may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting.
43. The Committee may delegate any of their powers to Sub-Committees consisting of such persons as they think fit; any Sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is practicable.
44. A Sub-Committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.

45. A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
46. All acts done by any meeting of the Committee or of a Sub-Committee, or by any person acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such member had been duly appointed and was qualified to be a Committee member.
47. A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held and may consist of several documents in like form each signed by one or more Committee members.

SECRETARY

48. Subject to Section 283 of the Act the secretary shall be appointed by the Committee for such terms at such remuneration and upon such conditions as the Committee may think fit; and any secretary so appointed may be removed by it; provided always that no Committee member may occupy the salaried position as secretary.
49. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Committee member and the secretary shall not be satisfied by its being done by or to the same person acting both as Committee member and as, or in the place of, the secretary.

THE SEAL

50. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of Sub-Committee authorised by the Committee in that behalf and every instrument to which the seal shall be fixed shall be signed by a Committee member and shall be countersigned by the secretary or by a second Committee member or by some other person appointed by the Committee for the purpose.

ACCOUNTS

51. The Committee shall cause accounting records to be kept in accordance with section 221-222 of the Act.
52. The accounting records shall be kept at the registered office of the Company or subject to Section 227 of the Act at such other place or places as the Committee thinks fit, and shall always be open to inspection of the officers of the Company.
53. The Committee 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 Company or any of them shall be

open to inspection of members not being Committee members, and no member (not being a Committee member) shall have any rights of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in General Meeting.

54. The committee shall from time to time in accordance with Sections 238-242 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
55. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and the Committee'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 Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

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

NOTICES

57. A notice may be given by the Company to any member whether personally or by sending it by post to him or this his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the 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.
58. Notice of every general meeting shall be given in any manner herein before 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 giving notices to them;
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
 - (c) the auditor for the time being of the Company; and
 - (d) each Committee member.

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

DISSOLUTION

59. Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect as if the provision thereof were repeated in these Articles.

INDEMNITY


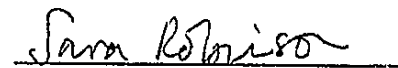
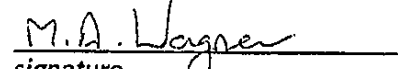
60. Subject to the provisions of the Act every committee member or officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given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


RULES OR BYE LAWS


- 61.1 The Committee may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:
- (a) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) The conduct of members of the Company in relation to one another, and to the Committee in relation to one another and to the Company's employees;
 - (c) 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 purposes;
 - (d) 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;
 - (e) And, generally, all such matters as are commonly the subject matter of Company rules.
- 61.2 The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Committee shall adopt such means as they deem sufficient to bring to the notice of member 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 or Association of the Company.

**SCHEDULE OF NAMES AND SIGNATURES
OF THE SUBSCRIBERS TO THE ARTICLES OF ASSOCIATION**

1. Name DAVID S. FLOWERS 
 & address 11 BELVEDERE AVENUE signature
ALWOODLEY
LEES
LS17 8BN
2. Name SARA J. ROBINSON 
 & address CLEVELAND HOUSE signature
49 SPRINGS LANE
ILKLEY
W YORKS LS29 8TE
3. Name MARK A. WAGNER 
 & address 41 SPENCER ROAD signature
LONDON SW20 0QN
4. Name _____
 & address _____ signature

Witnessed by: Wendy Elizabeth Marks
 Witness name 22 Woodliffe Crescent 
 & address Chapel Allerton signature
LEES
LS7 3RG

Date: 16 January 1998
A. L. HODGES 
Wiflow Cottage
Violet Place
Thursley
Godalming
Surrey GU8 6BN
2nd March 1998