

Company No: 3636219

**The Companies Acts 1948 to 1989  
Company Limited by Guarantee and not having a Share Capital**

**ELECTIVE RESOLUTION**

**Of**

**KIDS OUT (UK)**

Passed on 4 May 2000



At an Extraordinary General Meeting of the above named Company, duly commenced and held at 3.15 pm on 4 May 2000 the following RESOLUTIONS were passed as ELECTIVE RESOLUTIONS:-

**ELECTIVE RESOLUTIONS**

**THAT:-**

1. Pursuant to Section 252 of the Companies Act 1985 the Company shall dispense with the laying of accounts and reports before the Company in General Meeting;
2. Pursuant to Section 366A of the Companies Act 1985 the Company shall dispense with holding Annual General Meetings;
3. Pursuant to Section 386 of the Companies Act 1985 the Company shall dispense with the obligation to appoint auditors annually.

**SPECIAL RESOLUTION**

**THAT:-**

4. That the Articles of Association of the Company be altered by the substitution of the following new clause 37 for the old clauses 37, 38 and 39:-

"37. The Trustees shall not be required to retire by rotation"

and that accordingly the new Articles of Association in the form attached to this Resolution and initialled for the purposes of identification only by the Chairman of the meeting be and they are adopted by the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

I certify that the above is a true extract from the Minutes of the <sup>Extraordinary</sup> ~~Annual~~ General Meeting of the Company, held on 4 May 2000.

Signed:

Chelette Brooks

Company Secretary of KidsOut (UK)

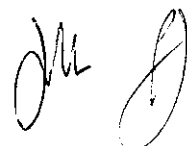
THE COMPANIES ACTS 1985 to 1989

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION



OF

KIDS OUT

Interpretation

1. In these Articles and the Memorandum of Association:-

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

"the Articles" means the Articles of the Company.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"the Company" means KIDS OUT

"executed" includes any mode of execution.

"office" means the registered office of the Company.

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

"Secretary" means the Secretary of the Company or any other person appointed to

perform the duties of the Secretary of the Company, including a joint, assistant or deputy Secretary.

"the Board of Trustees" means and "the Trustees" shall be the equivalent of and shall fulfil the functions of, respectively, the board and the directors of the Company, as defined in the Act.

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

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

#### Members

2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
3. The Board of Trustees may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members. The Board of Trustees may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.
4. Subject to Article 5 every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Board of Trustees require.
- 5.(a) An unincorporated Company or body wishing to become a member shall appoint a representative to assume membership on its behalf. If a person becomes a member as a representative of an unincorporated Company or body, the name of the member, the name of the unincorporated Company or body and the fact that the member is its representative shall be entered in the register of members.
- (b) Subject to the Board of Trustees' right to decline to accept any person as a member, the unincorporated Company or body shall be able to replace the member who is its representative with another person by notice in writing to the Company without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.

### Subscriptions

6. The Board of Trustees may in its discretion levy subscriptions on all members of the Company at such rate(s) as it shall determine and may levy subscriptions at different rates on different categories of members.

### Termination of membership

7. Subject to Article 5, membership shall not be transferable and shall cease on death. A member shall cease to be a member:-
  - (a) on the expiry of at least seven clear days' notice given to the Company of his or her intention to withdraw;
  - (b) if any subscription or other sum payable by the member to the Company is not paid on the due date and remains unpaid seven days after notice served on the member by the Company stating that he or she will be removed from membership if it is not paid.
  - (c) if the member becomes bankrupt or makes any arrangement or composition with his or her creditors generally or it goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or a petition is presented or an order made or a resolution passed for its winding up; or
  - (d) if, at a meeting of the Board of Trustees at which not less than half of the Trustees are present, a resolution is passed resolving that the member be expelled. Such a resolution shall not be passed unless the member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board of Trustees. If such a resolution as is referred to in this paragraph is passed, then the member shall forthwith cease to be a member.

### Honorary Members

8. The Board of Trustees may invite individuals to become honorary members of the Company and may revoke honorary membership. The Board of Trustees may determine the rights and obligations of honorary members but an honorary

member shall have no right to vote and shall not be a member of the Company for the purposes of company law.

Presidents, Vice Presidents and Patrons

- 9.(a) The Trustees may appoint and remove any person as a president, vice president or patron of the Company and on such terms as they shall think fit.
- (b) A person so appointed shall have the right to be given notice of and to attend and speak (but not vote) at any general meeting of the Company as if a member and shall also have the right to receive accounts of the Company when available to members.

General meetings

10. All general meetings shall be called extraordinary general meetings.
11. The Trustees may call general meetings and, on the requisition of members 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 Trustees to call a general meeting, any Trustee or any member of the Company may call a general meeting.

Notice of general meetings

12. An extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

The notice shall be given to all the members and any president, vice president or patron and to the Trustees and auditors.



Proceedings at general meetings

13. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a corporation, or ten percent of the total membership, whichever is the greater, shall be a quorum.
14. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
15. The chairman, if any, of the Board of Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as of the meeting, but if neither the nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he or she shall be chairman.
16. If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall chose one of their number to be chairman.
17. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
18. A resolution put to the vote of a 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 duly demanded. Subject to the provision of the Act, a poll may be demanded:-
  - (a) by the chairman; or
  - (b) by at least two members having the right to vote at the meeting.

19. Unless a poll is duly demanded a declaration by the chairman that a resolution has 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 the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
20. 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 declared before the demand was made.
21. A poll shall be taken as the chairman directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he or she may have.
23. 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 directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
24. No notice need be given of a poll not taken forthwith if the time and place at which it is to be 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.
25. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.
26. A resolution in writing executed 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 or she 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

27. Subject to Article 22 every member present shall have one vote.
28. No member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present at the meeting such permission to be given or withheld without discussion.
29. No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Company have been paid.
30. 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.
31. A vote given or poll demanded the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office 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.

#### Board of Trustees

32. The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

#### Powers of Trustees

33. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not

been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Trustees by these Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

34. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

Delegation of Trustees' powers

- 35.(a) The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee.
- (b) The resolution making that delegation shall specify those who shall serve or be asked to serve on any such committee (though the resolution may allow the committee to make co-options up to a specified number).
  - (c) The composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify.
  - (d) The deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary.
  - (e) All delegations under this article shall be revocable at any time.
  - (f) The Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.
  - (g) For the avoidance of doubt the Trustees may delegate financial matters to any committee provided always that no committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Trustees.
36. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board of Trustees so far as the same are applicable and are not superseded by any regulations made by the Board of Trustees.

Appointment and retirement of Trustees

37. The trustees shall not be required to retire by rotation.
38. Subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last re-appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
39. No person shall be appointed or re-appointed a Trustee at any general meeting unless:-
  - (a) he or she is recommended by the Trustees; or
  - (b) not less than fourteen nor more than thirty-five 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 Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or re-appointed, be required to be included in the Company's register of Trustees together with notice executed by that person of his or her willingness to be appointed or re-appointed.
40. No person may be appointed as a Trustee:
  - (1) unless he or she has attained the age of 18 years; or
  - (2) in circumstances such that had he or she already been a Trustee he or she would have been disqualified from acting under the provisions of Article 44.
41. Not less than seven nor more than twenty-eight 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 Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him or her at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or

re-appointed, be required to be included in the Company's register of Trustees.

42. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire.
43. The Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.

#### Disqualification and removal of Trustees

44. The office of a Trustee shall be vacated if the Trustee:-
  - (a) ceases to be a Trustee by virtue of any provision of the Act or is disqualified from acting as a charity trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
  - (c) resigns office by notice to the Company (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
  - (d) is absent without permission of the Trustees from three consecutive meetings of the Trustees and the Trustees resolve that his or her office be vacated.

#### Trustees' expenses

45. The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the



discharge of their duties.

Proceedings of Trustees

46. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. Two Trustees may, and the Secretary at the request of two Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Board of Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post to each Trustee at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. Questions arising at a 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.
47. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one-third of their number or two whichever is the greater.
48. The Trustees may act notwithstanding any vacancies in their number but if and so long as the number of Trustees is less than the number fixed as the quorum the continuing Trustees may act for the purpose of filling vacancies or of calling a general meeting.
49. The Trustees may appoint one of their number to be the chairman of the Board of Trustees and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he or she is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
50. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.



51. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees.
52. The Trustees shall have power to resolve pursuant to Clause 5 of the Memorandum of Company to effect Trustees' Indemnity Insurance notwithstanding their interest in such policy.

#### Secretary

53. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

#### Regulations

54. The Board of Trustees shall have power from time to time to make repeal or alter regulations as to the management of the Company and the affairs thereof as to the duties of any officers or servants of the Company and as to the conduct of business by the Board of Trustees or any committee and as to any of the matters or things within the powers or under the control of the Board of Trustees provided that the same shall not be inconsistent with the Memorandum of Association or these Articles.

#### Minutes

55. The Trustees shall cause minutes to be made in books kept for the purpose:-

- (a) of all appointments of officers made by the Trustees; and
- (b) of all proceedings at meetings of the Company and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall, as against any member or Trustee of the Company, be sufficient evidence of the proceedings.

#### Accounts

56. The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.
57. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

#### Annual Report

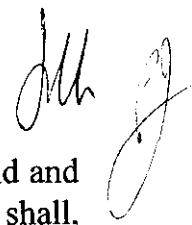
58. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

#### Annual Return

59. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

#### Notices

60. 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 Trustees need not be in writing.
61. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her 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 Company an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
62. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

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63. Proof that an envelope containing a notice was properly addressed, prepaid 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.

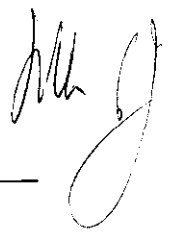
#### Indemnity

64. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

#### Winding-up

65. The provisions of clauses 7 and 8 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.





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NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

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1.     Signature:             Jerry Marston  
       Name:                Jerry Marston  
       Address:             9 The Foxes, Thingwall,  
                              Wirral L61 7YM  
       Date:                13 August 1998

WITNESS to the above signature:

Signature:             Linda Minnis  
Name:                  Linda Minnis  
Address:                97 Beresford Drive, Churchtown,  
                              Southport PR9 7LQ  
Occupation:             Community Involvement Manager

2.     Signature:             Peter Jarvis  
       Name:                Peter Jarvis  
       Address:             Molehills, Mill Lane,  
                              Byfleet, Surrey KT14 7RR  
       Date:                14 August 1998

WITNESS to the above signature:

Signature:             D Cooke  
Name:                  Douglas Leonard Cooke  
Address:                Kersey, Nightingale Crescent,  
                              West Hursley, Surrey KT24 6PD  
Occupation:             Chartered Electrical Engineer (Retired)



3.   Signature:  
      Name:  
      Address:

Date:

WITNESS to the above signature:

Signature:  
Name:  
Address:

Occupation: