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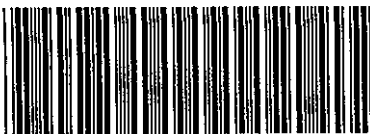
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3692925

The Registrar of Companies for England and Wales hereby certifies that  
SWANSWELL CHARITABLE TRUST

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 8th January 1999



\*N03692925N\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**C O M P A N I E S   H O U S E**

HC007B

Please complete in typescript,  
or in bold black capitals.

**Declaration on application for registration**

Company Name in full

SWANSWELL CHARITABLE TRUST



\*F012001J\*

I,

JOANNE MARIE HUGHES

of

68 PAXMEAD CLOSE KERELEY COVENTRY CV6 2NJ

† 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

*[Handwritten signature]*

Declared at

QUEENS HOUSE QUEENS ROAD COVENTRY

the

TWENTY THIRD

day of

DECEMBER

One thousand nine hundred and ninety

EIGHT

① Please print name.

before me ①

JOHN RICHARD JAMES COTTERILL

J.R.J. COTTERILL  
SOLICITOR  
COVENTRY

Signed

*[Handwritten signature]*

Date

23 December 1998

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.

B.P. COVE WOLVERHAMPTON VOLUNTARY  
SECTOR COUNCIL 2/3 BEL STREET  
WOLVERHAMPTON Tel 01 902 714071  
DX number DX exchange



A09 \*AWZ4YCK3\* 53  
COMPANIES HOUSE 30/12/98

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



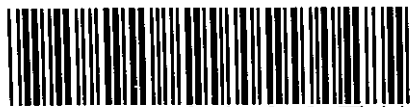
Please complete in typescript,  
or in bold black capitals.

# 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

SWANSWELL CHARITABLE TRUST.



\*F030A01T\*

I,

JOANNE MARIE HUGHES

of

68 PAXHEAD CLOSE KERSLEY COVENTRY CV6 2NJ.

† 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

Declared at

QUEENS HOUSE QUEENS ROAD COVENTRY

the

TWENTY THIRD

day of

DECEMBER

One thousand nine hundred and ninety

EIGHT

• Please print name.

before me •

JOHN RICHARD JAMES COTTERILL

J.R.J. COTTERILL  
SOLICITOR  
COVENTRY

Signed

Date

23 December 1998

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.

B.P. COVE WOLVERHAMPTON VSC 2/3 BELL  
STREET WOLVERHAMPTON WV1 3PR

Tel 01 902 714011

DX number

DX exchange



A09 \*AWZ4ZCK4\* 54  
COMPANIES HOUSE 30/12/98

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



COMPANIES HOUSE

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

10

First directors and secretary and intended situation of  
registered office

Company Name in full

SWANSWELL CHARITABLE TRUST.



\*F010001H\*

Proposed Registered Office

(PO Box numbers only, are not acceptable)

SWANSWELL HOUSE

MORTON STREET

Post town

COVENTRY

County / Region

WEST MIDLANDS

Postcode

CV1 5FY

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

B.P. COVE WOLVERHAMPTON V.S.C

Address

2/3 BEU STREET

Post town

WOLVERHAMPTON

County / Region

W.MIDLANDS

Postcode

WV1 3PR

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.

B.P. COVE WOLVERHAMPTON VOLUNTARY  
SECTOR COUNCIL 2/3 BEU STREET  
WOLVERHAMPTON Tel

DX number

DX exchange



A09 \*AWZ4XCK2\* 52  
COMPANIES HOUSE 30/12/98

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

SWANSWELL CHARITABLE TRUST

NAME \*Style / Title

N/A

\*Honours etc

N/A

\* Voluntary details

Forename(s)

JANNE MARIE

Surname

HUGHES

Previous forename(s)

N/A

Previous surname(s)

N/A

Address

68 PAXMEAD CLOSE KERSLEY

**Usual residential address**

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

Post town

COVENTRY

County / Region

W. MIDLANDS

Postcode

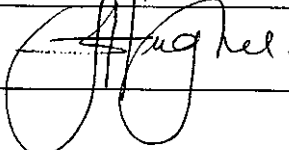
CV6 2NJ

Country

UK

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

Consent signature



Date

23/12/98

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

N/A

\*Honours etc

Forename(s)

RODNEY ARTHUR

Surname

MOORE

Previous forename(s)

N/A

Previous surname(s)

N/A

Address

1 CROSS ROAD.

**Usual residential address**

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

Post town

LEICESTER

County / Region

LEICESTERSHIRE

Postcode

LE2 3AA

Country

UK

Day Month Year

Date of birth

23

10

47

Nationality

UK

Business occupation

COMMUNITY PROJECT DIRECTOR

Other directorships

N/A

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

Consent signature



Date

22/12/98

# Directors (continued) (see notes 1-5)

<b>NAME</b>	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details		Forename(s)		
		Surname		
		Previous forename(s)		
		Previous surname(s)		
<b>Address</b>		<input type="text"/>		
<b>Usual residential address</b>		<input type="text"/>		
For a corporation, give the registered or principal office address.		Post town		
		County / Region	Postcode	<input type="text"/>
		Country	<input type="text"/>	
		Day	Month	Year
<b>Date of birth</b>		<input type="text"/>	<input type="text"/>	<input type="text"/>
		<b>Nationality</b>		<input type="text"/>
<b>Business occupation</b>		<input type="text"/>		
<b>Other directorships</b>		<input type="text"/>		
		<input type="text"/>		
I consent to act as director of the company named on page 1				
<b>Consent signature</b>		<input type="text"/>	<b>Date</b>	<input type="text"/>

**This section must be signed by**

**Either**

**an agent on behalf of all subscribers**

**Signed**

*B. P. Cox*

**Date**

*22/12/98*

**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. 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.

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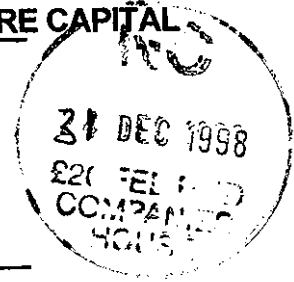
**THE COMPANIES ACTS 1985 AND 1989**

**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**OF**

**SWANSWELL CHARITABLE TRUST**



1. The name of the Charity will be "Swanswell Charitable Trust".
2. The registered office of the Charity will be situated in England.
3. The objects for which the Charity is established are
  - 3.1 To promote education and training, relieve sickness and old age, preserve and protect good-health and to provide facilities in the interest of social welfare for recreation and other leisure-time occupation with the object of improving the conditions of life of the public living or working in the Midlands and in such other Area within England and Wales as the Charity from time to time in general meeting shall consider appropriate. ("The Area Of Benefit").
  - 3.2 In particular but not exclusively to provide for those who are suffering from, or who have suffered from alcohol or drug abuse of any sort.
  - 3.3 To advance the education of such persons, their relatives and carers, persons working in the fields of alcohol and drug abuse mental health and the general public by the provision of advice, counselling and training.
  - 3.4 To assist persons suffering from disability of any form to achieve a full and settled way of life in the Community within the Area of Benefit and where appropriate to assist such persons to obtain employment
- 4 The Charity shall have the following powers exercisable in furtherance of the said objects but not otherwise, namely :
  - 4.1 To promote and to organise co-operation in the achievement of the same locally and to that end to bring together representatives of voluntary agencies, statutory authorities and individuals engaged in the furtherance of the Project.
  - 4.2 To promote, provide and carry on or assist in any way in the promotion, provision and carrying on of facilities of any kind pursuant to the objects set out in Article 3 and to arrange and hold seminars, training courses, workshops, exhibitions. meetings, conferences and lectures.

0500598





4.3 Subject to such consents as may be required by Law, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Charity may think necessary for the promotion of its objects.

4.4 Subject to such consents as may be required by law to borrow or raise money for the furtherance of the objects of the Charity in such manner and on such security as the Charity may think fit and to mortgage and charge the undertaking and all or any of the real or personal property and assets, present or future of the Charity.

4.5 To solicit, receive and accept financial assistance, donations, endowments, gifts, (both Testamentary and inter vivos), devises, bequests and loans of Money, rents, hereditament and other property whatsoever, real or personal and subject or not to any specific Charitable Trusts or conditions.

4.6 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

4.7 To invest the monies of the Charity not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.

4.8 To accept payment for the property or assets sold or otherwise disposed of or dealt with by the Charity, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or other securities (which such Charity or corporation is empowered to issue) of any Charity or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend, interest or repayment of capital or otherwise, or partly in cash and partly in shares or securities and generally on such terms as the Charity decides, and to hold, dispose of or otherwise deal with any shares or securities so acquired.

4.9 To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Charity and which by its governing instrument prohibited the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity under or by virtue of Clause 5 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Charity of any such charitable organisation institution, society or body.

4.10 To carry out all or any of the objects of the Charity and to do all or any of the above acts matters or things and to exercise all or any of the above powers in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others and either by or through agents, trustees or otherwise.

Provided always that the Charity shall not undertake any activities of a permanent trading nature.

4.11 To lend any part of the monies of the Charity and to do so with or without interest and in the case of a loan not exceeding £20 with or without security and in any other case with such security as the Charity may reasonably require and consider sufficient, to enter into guarantees, contracts of indemnity and suretyships of all kinds and to become surety or to offer security for any persons firms or companies.

4.12 To engage and pay agents not being member of the Board of Directors of the Charity ( " the Board") and to make all reasonable and necessary provision for the payment of pensions and superannuation to and on behalf of employees, former employees and their widows and other dependants.

4.13 To establish and support or aid in the establishment of and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

4.14 To do all such other lawful things as are necessary to the attainment of the above objects or any of them. Provided that :

4.14.1 In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall deal with or invest the same only in such manner allowed by Law, having regard to such trusts.

4.14.2. The Charity's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

4.14.3 In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Charity 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 Directors of the Charity 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 administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners (over the Directors or governing body) but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

5.1 The income and property of the Charity whencesoever derived, shall be applied solely towards the promotion of the objects of the Charity 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 the members or directors of the Charity. Provided that nothing herein shall prevent the payment in good faith by the Charity

5.1.1 of reasonable and proper interest on money lent by any member of the Charity, or reasonable and proper rent for premises let by any member of the Charity but that no director or member of the Board and no other person appointed director by them any receive any remuneration or be interested in the supply of work or goods at the cost of the Charity.

5.1.2. of reasonable and proper remuneration to any member, officer or servant of the Charity ( not being a member of the Board )

5.1.3. of fees, remuneration or other benefit in money or monies worth to any Charity of which the Charity may be a member holding not less than 1/100th part of the Capital of the Charity

5.2 Any Board Member for the time being hereof may be remunerated out of the funds of the Charity for necessary work done by him on behalf of the Charity or shall be entitled to be paid reasonable charges for such work provided that

5.2.1. Any such Board Members shall not be present or take part in any discussions relating to any such proposed remuneration or the conferring of other benefits.

5.2.2. Any decision or resolution to remunerate or confer other benefits on such Board Member shall be taken or made unanimously by all the remaining members of the Board.

5.2.3 The remaining Board members are satisfied that the level of remuneration and the nature and the scale of the benefits conferred on such Board member is reasonable and proper having regard to all the circumstances of the work carried out by such Board member for the Charity.

6. The liability of the members is limited.

7. Every member of the Charity undertakes to contribute to the assets of the Charity 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 of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

8. If upon winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the members of the Charity, but shall be given or transferred to some other charitable institutions having objects similar to the objects of the Charity, and which shall profit the distribution of its or their income and

property among its or their members to an extent at least as great as is imposed on the Charity under or by virtue of this memorandum, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution or in default thereof by such court of law as may be given to such provisions then to some other charitable object or objects.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Charity in pursuance of this Memorandum of Association. *Conf*

---

**NAMES AND ADDRESSES**

**SIGNATURES**

RODNEY ARTHUR MOORE  
1 Cross Road  
Clarendon Park  
Leicester  
LE2 3AA

*Rodney Moore*

Dated this *22* day of *December*

1998

Witness to the above signatures

*B. P. Cox 2/3. Bell Street Wolverhampton*

---

**THE COMPANIES ACTS 1985 AND 1989**

**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL**

**ARTICLES OF ASSOCIATION**

of

**SWANSWELL CHARITABLE TRUST**

---

**INTERPRETATION**

1 In these Articles:

" the Charity" means the company intended to be regulated by these Articles;

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

" these Articles" means the Articles of Association of the Charity;

" clear days" in relation to a period of notice means the 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;

" executed" means any mode of execution;

" Special General Meeting" shall mean any general meeting of the Members of the Charity which is not the Annual General Meeting

" the Memorandum" means the Memorandum of Association of the Charity;

" office" means the Registered Office of the Charity;

" seal" means the common seal of the Charity if it has one;

" Secretary" means the secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity, including a joint assistant or deputy secretary;

" the Board" means the Board of Directors of the Charity;

"Board Member " means a member of the Board

Words importing the Feminine gender only shall include the Masculine Gender and words importing the person only shall include the Group or organisation

Subject to this Article words and expressions contained in these Articles shall, unless the context requires otherwise, bear the same meanings as in the Act.

## **OBJECTS**

2 The Charity is established for the objects expressed in the Memorandum.

## **MEMBERS**

3.1 There shall be no maximum number of members of the Charity.

3.2 The Subscribers to the Memorandum shall be the first members of the Charity and, subject the provisions of Article 3.3, such other persons (" Individual Members ") and organisations (" Group Members ") as are admitted to membership in accordance with the Articles shall be members of the Charity. No Individual or Group Member shall be admitted to be a member of the Charity unless an application for membership in such form as the Board requires is approved by the Board and the Board has the right to refuse membership to any individual or organisation. All members must be committed to the furtherance of the objects of the Charity.

3.3 At no time shall the number of Group Members exceed one third of the number of Individual Members

3.4 The provisions of Section 22 of the Act shall be observed by the Charity and every member of the Charity shall either sign a written consent to become a member or sign the register of members on becoming a member.

3.5 Membership of the Charity is personal and is not transferable.

3.6 A person shall cease to be a member if she shall give a letter of resignation to the Board or if her membership is terminated under Article 4.

4.1 If any member shall fail to observe any of the Articles or rules of the Board made under powers vested in the Board or whose conduct is prejudicial to the Charity or who shall fail to attend three consecutive meetings whether of the Board or any sub-committee of the Board or for any other sufficient reason, the Board may convene an extraordinary general meeting of the Charity to consider passing an extraordinary resolution to expel such member and on such extraordinary resolution being passed the name of the member shall be removed from the register of members and shall cease to be a member.

4.2 Any member who is the subject of a resolution to expel under the terms of the preceding Article, shall be entitled to address the said extraordinary meeting either in person or through a representative.

## **GENERAL MEETINGS**

5 The Charity shall hold an annual general meeting each year 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 Charity and that of the next; Provide that so long as the Charity holds its first annual general meeting within fifteen 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 times and at such places as the Board shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

6 The Board may call general meetings when it thinks fit and general meetings may also be convened on the requisition of members pursuant to the provisions of the Act.

## **NOTICE OF GENERAL MEETINGS**

7 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution 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 agreed as follows;

( a ) in the case of an annual general meeting, by all the members entitled to attend and vote; and

( b ) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95percent 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 and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all members and to the Board and auditors.

## **PROCEEDINGS AT GENERAL MEETINGS**

8 No business shall be transacted at any General meeting unless a quorum is present. A quorum shall be 4 members present and entitled to vote upon the business to be transacted provided that there shall be no quorum unless the number of Individual Members present and entitled to vote shall exceed the number of Group Members present.

9 If a quorum is not present within half an hour of the time appointed for the meeting or, if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Board may determine but those persons present may agree in principle upon the business set out in the notice to be transacted

at the meeting, subject to the ratification of such business at the adjourned meeting.

10 The chairperson, (" the Chair") if any, of the Board or in her absence some other Board Member nominated by the other Board members present shall preside as the Chair of the meeting, but if neither the Chair nor such other Board Member be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board Members present shall elect one of their number to be the Chair, and, if there is only one Board Member present and willing to act, shall be the Chair.

11 If no Board member is willing to act as the Chair, or if no Board Member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote, shall choose one of their number to be the Chair.

12 The Chair 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 that properly might have been transacted at the meeting had an 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.

13 A resolution put to the vote of as 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 provisions of the Act, a poll may be demanded;

- (a) by the Chair; or
- (b) subject to the provisions of Article 8 by at least 10 members having the right to vote at the meeting; or
- (c) subject as aforesaid by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

14 Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or 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 or against the resolution.

15 The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.

16 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote may have.



17 . No poll shall be demanded on the election of a Chair or on the question of adjournment.

18 The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll was demanded.

### **VOTES OF MEMBERS**

19 At any general meeting when a resolution is put to the vote either by a show of hands or a poll, all members shall have one vote.

20 No member shall be entitled to vote at any general meeting unless any monies then payable by her or, in the case of a Group Member, by the Group concerned to the Charity shall have been paid.

21 No objection shall be raised to the qualification of any voter except at the meeting or the 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 Chair whose decision shall be final and conclusive.

22 Any Group Member may by resolution of its governing body authorise such named persons as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the General Member as if the General Member were an individual member of the Charity provided that the representative of any such General Member shall only be entitled to one vote.

### **ANNUAL GENERAL MEETING**

23 The Business to be transacted at the Annual General Meeting of the Charity shall be in accordance with the provisions of the Act and shall include but be not limited to:

23.1 Consideration and if thought fit the approval of the Accounts of the Charity for the most recent financial year of the Charity and the report of the Auditors.

23.2. Consideration of the Report of the Directors.

23.3 Election of Directors.

23.4 Appointment of Auditors .

### **BOARD OF DIRECTORS**

24 Until otherwise determined by members in general meeting the number of Board Members shall not be less than 5 nor more than 12.

25 No Individual or Group which is not respectively an Individual or a Group Member of the Charity shall in any circumstances be eligible to nominate a representative to hold office as a Board Member.

26 The Board may from time to time request any Group member of the Charity to nominate a representative to be a member of the Board to fill a casual vacancy or by way of addition provided that the maximum is not exceeded. Any such Board Member shall only hold office until the next annual general meeting but shall be eligible for re-election.

27 The Charity may from time to time by special resolution increase the maximum number of Board Members.

28 The first Board Members shall be the subscribers to the Memorandum and shall serve from the date of incorporation until the end of the first Annual General Meeting of the Charity.

29 The Board may appoint any relevant persons to attend any of its meetings without the power to vote.

30 In addition and without prejudice to the provisions of section 303 of the Act the Charity may by extraordinary Resolution remove any member of the Board before the expiration of her period of office and may by an extraordinary resolution appoint another member in her place; but any person so appointed shall hold office so long only as the member in whose place was appointed would have held the same had not been removed.

#### **POWERS OF THE BOARD**

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

32 In addition to all powers hereby expressly conferred upon it and without detracting from the generality of its powers under the Articles the Board shall have the following powers;

32.1 To expend the funds of the Charity in such manner as it shall consider most beneficial for the achievement of the objects set out in the Memorandum of Association and to invest in the name of the Charity such part of the funds as it may see fit and to direct the sale and transposition of such investments and to expend the proceeds of any such sale in furtherance of the said objects;

32.2 To enter into contracts on behalf of the Charity.

33 The Board Members may act notwithstanding any vacancy in its body; provided always that in case the number of Board Members shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance

with these Articles it shall be lawful for them to act as the Board solely for the purpose of admitting persons to membership of the Company, filling up vacancies on the Board or of summoning a General Meeting.

### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

34 At the first Annual General Meeting all the Board shall retire from office, and at every subsequent Annual General Meeting one third of the Board Members shall be subject to retirement by rotation or, if there number is not three or a multiple of three, the number nearest to one third shall retire from office but, if there is only one Board Member who is subject to retirement by rotation, shall retire.

35 Subject to the provisions of the Act, the Board Members to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Board Members on the same day those to retire shall ( unless they otherwise agree among themselves ) shall be determined by lot.

36 If the Charity at a meeting at which a Board Member retires by rotation does not fill the vacancy, the retiring Board Member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution on the re-appointment of the Board Member is put to the meeting and lost.

37 No person other than a Board Member retiring by rotation shall be appointed or re-appointed a Board Member at any general meeting unless;

37.1 She is nominated by the Board or

37.2 not less than 7 nor more than 21 days before the date appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of her intention to propose such person for election, and notice in writing, signed by the person to be proposed, of her willingness to be elected.

38 No person may be appointed a Board Member unless ;

38.1 She has attained the age of 18 years; and

38.2 She has been nominated by a member of the Charity; and

38.3 If elected, would not have been disqualified under the terms of Article 40.

39 Subject as aforesaid, a Board Member who retires at an Annual General Meeting may, if willing to act , be re-elected.

### **DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS**

40 A Board Member shall cease to hold office if she ;

40.1 ceases to be a Board Member by reason of any provision in the Act or is disqualified from acting as a Board member by reason of Section 72 of the Charities Act 1993 ( or any statutory modification or re-enactment of that provision ) ;

40.2 Becomes by reason of mental illness incapable of managing her own affairs;

40.3 By notice in writing to the Charity resigns her office ;

40.4 Ceases to be a member of the Charity ;

40.5 is absent without the permission of the Board from all its meetings whether of the Board or of relevant sub-committee of the Board held within three months and the Board resolves that her office be vacated.

40.6 The Group which she represents ceases for whatever reason to be a Member of the Charity

#### **EXPENSES OF THE BOARD**

41 Board Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them on connection with their attendance at meetings of the Board or general meetings or otherwise in connection with the discharge of their duties, but otherwise shall be paid no remuneration.

#### **PROCEEDINGS OF THE BOARD**

42 Subject to the provisions of the Articles the Board may regulate their proceedings as they think fit.. A Board Member may, and the Secretary at the request of three Board Members shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes.

43 The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than one third of its number or three Board Members present in person and entitled to vote, whichever shall be the greater.

44 The Board may act notwithstanding any vacancies in its number, but, if the number of Board Members is less than the number fixed for the quorum, the continuing Board Members may act only for the purpose of filling vacancies or of calling a general meeting.

45.1 At the first meeting of the Board after the Annual General Meeting the Board shall elect the Honorary Officers. For the purposes of these Articles, the term “Honorary Officers” shall mean and include the Chairperson, the Vice-Chairperson and

the Treasurer. The Honorary officers shall hold office until the conclusion of the next Annual General meeting following their election.

45.2 The Chairperson of the Company so elected shall be the Chairperson (" the Chair") of the meetings of the Board. Unless unwilling to do so, the Chair shall preside at every meeting of the Board at which the Chair is present. If the Chair shall be unavailable, fifteen minutes after the time appointed for the meeting, the Board present may appoint one of its number to be the Chair of the meeting.

46 The Board may appoint one or more sub-committees consisting of one or more Board Members for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a sub-committee. All acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board.

47 All acts done by a meeting of the Board, or of a sub-committee of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member or that any of them was 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 Board Member and had been entitled to vote.

48 A resolution in writing signed by all the Board entitled to receive notice of a meeting of the Board or of a sub-committee of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board or a sub-committee of the Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Board Members.

49 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Board and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by two people as authorised by the Board.

### **SECRETARY**

50 Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration ( if not a Board Member ) and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board.

### **MINUTES**

51 The Board shall keep minutes in books kept for the purpose ;

51.1 Of all appointments of officers made by the Board; and

51.2 of all proceedings at meetings of the Charity and of the Board and of sub-committees of the Board including the names of the Board Members present at each such meeting.

## **THE SEAL**

52 The seal shall only be used with the authority of the Board or of a sub-committee authorised by the Board. The Board may determine who shall sign any instrument to, which the seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or a second Board Member.

## **ACCOUNTS**

53 Accounts shall be prepared in accordance with the provisions of the Act and the requirements of the Charities Acts.

## **ANNUAL REPORTS**

54 The Board shall comply with all the requirements of the Charities Act 1993 with regard to the preparation and submission of an annual report.

## **ANNUAL RETURNS**

55 The Board shall comply with all the requirements of the Act with regard to the preparation and submission of annual returns.

## **NOTICES**

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

57 The Charity may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at 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 Charity an address within the United Kingdom at which notices may be given to her shall be entitled to have notices given to her at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

58 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

59 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 be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted.

## **INDEMNITY**

60 Subject to the provisions of the Act every Board Member or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any

liability incurred by her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her favour or in which is acquitted or in connection with any application in which relief is granted to her by any court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

## **RULES**

61. Provided that at all times the Board complies in every respect with the provisions of the Charities Acts, the Board may from time to time make such rules or bye-laws as it may deem necessary, expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes and conditions of membership.

In particular but without limitation to the generality of the foregoing, it may by such rules or bye-laws regulate;

- 61.1 The admission and classification of members of the Charity ( including the admission of organisations to membership ) and the rights and privileges of such members, and the conditions of membership and the terms on which subscriptions shall be paid by members;
- 61.2 The conduct of members of the Charity in relation to one another and to the employees of the Charity;
- 61.3 The setting aside of the whole or any part or parts of the premises of the Charity at any particular time and for any particular purpose ;
- 61.4 The procedure at general, meetings and at the meetings and committees of the Board in so far as such procedure is not regulated by these Articles ;
- 61.5 Generally, all such matters as are commonly the subject matter of Charity Rules.

62 The Charity in General meeting shall have the power to alter, add to or repeal the rules or bye-laws and the board shall adopt such means as it thinks sufficient to bring to the notice of members of the Charity all such rules or bye-laws, which shall be binding on all members of the Charity provided that no such rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum and the Articles,

### **NAME AND ADDRESSES OF SUBSCRIBERS**

RODNEY ARTHUR MOORE  
1 Cross Road  
Clarendon Park  
Leicester  
LE2 3AA

### **SIGNATURE**



Dated the 22 day of December

1998

Witness to the above signatures

B. L. Love 2/3 Bell Street Wolverhampton