

FILE COPY



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

Company No. 3709549

The Registrar of Companies for England and Wales hereby certifies that
FATHERS DIRECT

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 February 1999



N037095490



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

FATHERS DIRECT

I, DUNCAN MARK FISHER

of TAMARISK HO, 37 THE TELEVILLAGE, CRICKHOWELL, POWYS

† 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

Duncan Fisher

Declared at CRICKHOWELL in the County of Powys

Day Month Year

On 12 01 1999

• Please print name.

before me *Adrian R Beale* A.R. BEALE.

Signed

Adrian R Beale

Date 12 January 1999

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

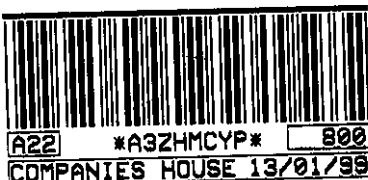
Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

DUNCAN FISHER, TAMARISK HOUSE, 37 THE
TELEVILLAGE, CRICKHOWELL, NP8 1BP

Tel 01873 810515

DX number

DX exchange



Form revised June 1998

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

FATHERS DIRECT



F030A01T

I,

DUNCAN FISHER

of

Tamarisk House, 37 The Televillage, Crickhowell

† 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

Duncan Fisher

Declared at

Crickhowell Towy.

the

9:01:99

day of

One thousand nine hundred and ninety

● Please print name.

before me ●

E. F. Maddison

E. F. Maddison
Solicitor

Signed

E. F. Maddison

Date

9:01:99

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.

DUNCAN FISHER, TAMARISK HOUSE, 37 THE
TELEVILLAGE, CRICKHOWELL

NP8 1BP

Tel

0873 810515

DX number

DX exchange



A01 *ADRHND9* 323
COMPANIES HOUSE 29/01/99

Form revised March 1995

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

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or

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

for companies registered in Scotland

DX 235 Edinburgh



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

CHFP000

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full

FATHERS DIRECT

Proposed Registered Office

(PO Box numbers only, are not acceptable)

TAMARISK HOUSE

37 THE TELEVILLAGE

Post town

CRICKHOWELL

County / Region

POWYS

Postcode

NP8 1BP

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

10

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.

DUNCAN FISHER, TAMARISK HOUSE, 37 THE
TELEVILLAGE, CRICKHOWELL, NP8 1BP

Tel 01873 810515

DX number

DX exchange

When you have completed and signed the form please send it to the
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for companies registered in Scotland

DX 235 Edinburgh



A22 *A3ZHLCY0* 799
COMPANIES HOUSE 13/01/99

Company Secretary (see notes 1-5)

Company name

FATHERS DIRECT

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

DUNCAN MARK

Surname

FISHER

Previous forename(s)

Previous surname(s)

Address

TAMARISK HOUSE, 37 THE TELE LAGE,

Usual residential address

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

Post town

CRICKHOWELL

County / Region

POWYS

Postcode

NP8 1BP

Country

WALES UK

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

Consent signature

Duncan Fisher

Date

28 Dec 98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

DUNCAN MARK

Surname

FISHER

Previous forename(s)

Previous surname(s)

Address

TAMARISK HOUSE,

Usual residential address

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

Post town

CRICKHOWELL

County / Region

POWYS

Postcode

NP8 1BP

Country

WALES UK

Day Month Year

Date of birth

03 11 1961

Nationality

BRITISH

Business occupation

CHARITY MANAGER

Other directorships

MULTIMODAL FINANCE LTD.

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

Consent signature

Duncan Fisher

Date

28 Dec 98

Directors (continued) (see notes 1-5)

* Voluntary details	NAME	*Style / Title	MR	*Honours etc	
		Forename(s)	DAVID IAN		
		Surname	BARTLETT		
		Previous forename(s)			
		Previous surname(s)			
Address		171 SAINT ASAPH ROAD			
Usual residential address For a corporation, give the registered or principal office address.		BROCKLEY			
		Post town	LONDON		
		County / Region		Postcode	SE4 2DY
		Country	ENGLAND		
		Day	Month	Year	
	Date of birth	04	08	1960	Nationality BRITISH
	Business occupation	SOCIAL WORK MANAGER			
	Other directorships	NONE			
I consent to act as director of the company named on page 1					
	Consent signature	David Bartlett			Date 28 Dec 98

This section must be signed by
Either

**an agent on behalf
of all subscribers**

Signed

Date

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

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text" value="MS"/>		*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text" value="CLARE RACHEL"/>			
	Surname	<input type="text" value="FISHER"/>			
	Previous forename(s)	<input type="text"/>			
	Previous surname(s)	<input type="text" value="WARREN"/>			
Address	<input type="text" value="TAMARISK HOUSE"/>				
Usual residential address	<input type="text" value="37 THE TELEVILLAGE"/>				
For a corporation, give the registered or principal office address.	Post town	<input type="text" value="CRICKHOWELL"/>			
	County / Region	<input type="text" value="POWYS"/>	Postcode	<input type="text" value="NP8 1BP"/>	
	Country	<input type="text" value="WALES UK"/>			
	Date of birth	Day	Month	Year	Nationality
	<input type="text" value="22"/>	<input type="text" value="09"/>	<input type="text" value="19"/>	<input type="text" value="65"/>	<input type="text" value="BRITISH"/>
	Business occupation	<input type="text" value="CLINICAL PSYCHOLOGIST"/>			
	Other directorships	<input type="text" value="None"/>			
	<input type="text"/>				
	I consent to act as director of the company named on page 1				
Consent signature	<input type="text" value="Clare Fisher"/>			Date	<input type="text" value="28-12-98"/>

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

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.

3709549100508 INC

0172490

THE COMPANIES ACTS 1985 and 1989

CHARITY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

FATHERS DIRECT

28 December 1998

1. The name of the Charity (hereinafter called "the Charity") is Fathers Direct.
2. The registered office of the Charity will be situate in England and Wales.

Objects

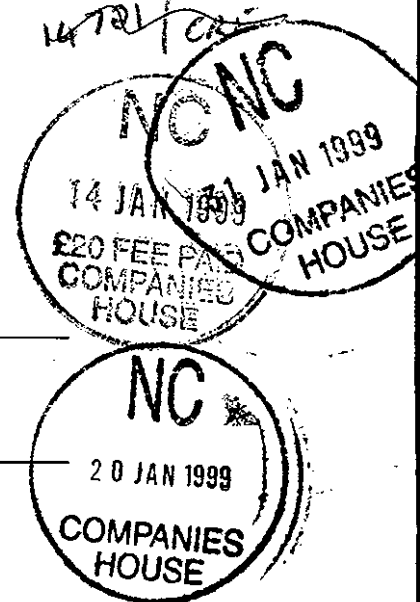
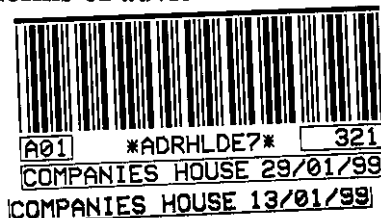
3. The Charity's objects are:-

to promote the protection and preservation of mental health amongst parents, in particular fathers;

to promote the good health of children, both mental and physical, through enhancing understanding of the role of fathers in fulfilling the developmental and emotional needs of children, and by promoting the acquisition by fathers of specific skills and knowledge that foster competent and nurturant parenting;

to advance public education in and promote research into the psychological, social, economic or other influences on parents, in particular fathers, and to publish useful results of such research;

to assist in relieving fathers in families from mental distress or emotional difficulties, and in educating professional workers and volunteers on appropriate forms of advice and support for fathers.



Powers

4. To promote its objects but not for any other purpose, the Charity may:-

- (a) inform and educate the public concerning the actual and potential need for promotion of the objects and the best means of meeting those needs;
- (b) write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any format, or assist in these activities;
- (c) promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes;
- (d) promote, encourage, carry out or commission research, surveys, studies or other work, publishing useful results;
- (e) purchase, lease, hire, receive in exchange or as a gift any interest whatever in real or personal property and equip it for use;
- (f) subject to any consent required by law sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of the Charity's property with or without payment and subject to such conditions as the Charity may think suitable;
- (g) subject to any consent required by law borrow and raise money on such terms and security as the Charity may think suitable;
- (h) raise funds and invite and receive contributions from any person(s) provided that the Charity shall not undertake any permanent trading activities in raising funds;
- (i) carry on trade in the course of carrying out a primary object of the Charity;
- (j) carry on temporary trade ancillary to carrying out the Charity's objects;
- (k) incorporate wholly owned subsidiary companies to carry on any trade;
- (l) employ and pay employees and professional or other advisors;
- (m) grant pensions and retirement benefits to employees of the Charity and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Charity and their dependants;
- (n) establish, promote, support, aid, amalgamate or co-operate with, become a part or member affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control charitable institutions whether corporate or unincorporate with objects similar to the Charity's objects and subscribe, lend or guarantee money to such charitable institutions;
- (o) undertake and execute any charitable trusts that may lawfully be undertaken by the Charity;
- (p) invest and deal with the Charity's money not immediately required for its objects in or upon any investments, securities or property;
- (q) guarantee and become or give security for the performance of contracts by any person or Charity;
- (r) open and operate banking accounts and other facilities for banking and

draw, accept, endorse, negotiate, discount, issue or execute promissory notes, bills of exchange and other negotiable instruments;

- (s) purchase or acquire or undertake all or any of the property, assets, liabilities and engagements of any charitable institutions whether corporate or unincorporate with objects similar to the Charity's objects;
- (t) pay out of the funds the costs of forming and registering the Charity;
- (u) do all such other lawful things as shall further the Charity's objects.

5. The income and property of the Charity, shall be applied solely towards the promotion of its objects set out in this Memorandum. No part shall be paid or transferred directly or indirectly to members of the Charity except for payment in good faith of:-

- (a) reasonable and proper wages to any employee (not being a Trustee) for any services given to the Charity and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member officer or employee of the Charity;
- (b) interest on money lent to the Charity at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Trustees;
- (c) reasonable and proper rent for premises let to the Charity;
- (d) fees, or other benefits to any Charity of which a Trustee is also a member holding not more than 1/100th part of the capital;
- (e) reasonable and proper premiums in respect of indemnity insurance effected to cover the liability of the Trustees (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 Charity, provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not or to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Charity;
- (f) the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or be any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf; except that at no time shall a majority of the members of the Charity or of the Trustees benefit under this provision and provided that any such member or Trustee shall withdraw from any meetings at which his or her appointment or remuneration or that of his or her partner is under discussion.

6. The liability of the members is limited.

7. Every member of the Charity undertakes to contribute such amount as may be required, not exceeding £1, to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member:-
 - (a) for the payment of the Charity's debts and liabilities contracted before he or she ceased to be a member;
 - (b) for the costs, charges and expenses of winding up; and
 - (c) for the adjustment among themselves of the rights of persons who have contributed to the Charity's assets.
8. If any property remains after the Charity has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Charity. It shall instead be given or transferred to some other charitable institutions or institutions having similar charitable objects to those of the Charity and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as Clause 5 of this Memorandum imposes upon the Charity. The institution or institutions that are to benefit shall be decided by the members of the Charity at or before the time of winding up of dissolution.

We, the subscribers to this Memorandum, wish to be formed into a Charity in accordance with this Memorandum.

SIGNATURES, NAMES AND ADDRESSES OF SUBSCRIBERS

Guarantee

1. Duncan Fisher £1
Charity manager
Tamarisk House
37 The Televillage
Crickhowell
Powys NP8 1BP

Signature:

Date:

WITNESS to the above signature

Name:

Address: OLD BANK HOUSE CRICKHOWELL POWYS

Profession:

Signature:

2. David Bartlett £1
Social Worker
171 St Asaph Road
London SE4 2DY

Signature:

Date:

WITNESS to the above signature

Name: LIZ SANDERS

Address: 65 ARDGOWAN ROAD, SE6 10X

Profession: FAMILY THERAPIST

Signature

THE COMPANIES ACTS 1985 to 1989

CHARITY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

FATHERS DIRECT

28 December 1998

Interpretation

1. In these Articles and the Memorandum of Association the following terms shall have the following meanings:-

<u>Term</u>	<u>Meaning</u>
"the Act"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
"the Articles"	these Articles of the Charity.
"clear days"	in relation to the period of a notice, 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 Charity"	Fathers Direct.
"office"	the registered office of the Charity.
"Secretary"	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 of Trustees" and "the Trustees"	the equivalent of and fulfils the functions of respectively, the board and the directors of the Charity as defined in the Act.

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

MEMBERSHIP

2. The subscribers to the Memorandum of Association of the Charity and such other persons as are admitted to membership in accordance with the Articles shall be members of the Charity. Subject to Article 3 every person who wishes to become a member shall deliver to the Charity an application for membership in such form as the Trustees require signed by him or her.
3.
 - (a) The Trustees may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.
 - (b) The Trustees may from time to time prescribe criteria for membership but shall not be so doing become obliged to accept persons fulfilling those criteria as members.
4.
 - (a) If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members.
 - (b) Subject to the Trustees' right to decline to accept any person as a member, the unincorporated association or body shall be able to replace the member who is its representative with another person by giving notice in writing to the Charity without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.
5. Subject to Article 4, 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 by him or her to the Charity of his or her intention to withdraw;
 - (b) if he or she 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 solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or
 - (c) if, at a meeting of the 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 that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity or being heard by or of making written representations to the Trustees.

6. Patron

- (a) The Trustees may subject to Article 6(c) below appoint and remove any person or persons as a patron or patrons of the Charity and on such terms as it shall think fit.
- (b) A patron shall have the right to attend and speak (but not vote) at any general meeting of the Charity and to be given notice thereof as if a member and shall also have the right to receive accounts of the Charity when available to members.
- (c) There shall be no more than 4 patrons at any one time.

GENERAL MEETINGS

7. Annual General Meeting

The Charity shall hold an annual general meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Trustees shall think suitable.

8. Other General Meetings

The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by not less than 10% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Act.

9. Length of Notice

- (a) Unless Clause 9 (b) below applies, an annual general meeting and a general meeting called to pass a special resolution or a resolution appointing a person as a Trustee shall be called by 21 clear days' written notice and any other general meeting shall be called by 14 clear days' written notice.
- (b) A general meeting may be called by shorter notice if it is so agreed:-
 - (i) in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
 - (ii) in the case of any other general meeting, by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent not less than 95% of the total voting rights at that meeting of all the members.

10. Contents of Notice

Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

11. Service of Notice

Notice of general meetings shall be given to every member and to the Trustees and any patron and to the auditors of the Charity.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member or ten percent of the total membership, whichever is the greater, shall be a quorum.
13. 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.
14. The chair, if any, of the Board of Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of the meeting, but if neither the chair 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 chair and, if there is only one Trustee present and willing to act, he or she shall be chair.
15. If no Trustee is willing to act as chair, 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 choose one of their number to be chair.
16. A Trustee shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting.
17. 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 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 provisions of the Act, a poll may be demanded:-
- (a) by the chair; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
19. 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, 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 chair 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 chair 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 chair 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 the chair 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 chair 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 or any want of qualification in any of the persons present or voting.
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 signed by or on behalf of one or more members.

27. Votes of members

On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy 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 in person or by proxy 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 Charity have been paid.
30. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
31. 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 chair whose decision shall be final and binding.
32. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

"FATHERS DIRECT

I/We,
of

being a member/members of the above named Charity, hereby appoint
, of , or failing him,
, of , as my/our proxy to
vote in my/our name(s) and on my/our behalf at the annual/extraordinary general
meeting of the Charity to be held on , and at any adjournment
thereof.

Signed on

"

33. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

"FATHERS DIRECT

I/We, _____, of _____, being a member/members of the above named Charity, hereby appoint _____, of _____, or failing him, _____, of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on _____, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against
Resolution No 2 *for *against
*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on _____."

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

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any Trustee;

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

35. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.

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

Trustees

37. Number of Trustees

Unless otherwise decided by ordinary resolution the maximum number of Trustees shall be fifteen and the minimum shall be three.

38. Powers of Trustees

Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. 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 the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

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

40. Delegation of Trustees' powers

- (a) The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee. More particularly the Trustees may delegate their powers relating to the day to day operation of the Charity to an Executive Committee of up to 5 of their number.
- (b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number).
- (c) Save as provided for in sub-article 40(a) above, 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 they may from time to time think fit.
- (g) For the avoidance of doubt the Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee provided always that no committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the Trustees.

41. (1) The Trustees may appoint as the investment manager for the Charity a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either:
- (i) an individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986 ("FSA 1986"); or
 - (ii) a company or firm of repute which is an authorised or exempt person within the meaning of FSA 1986 otherwise than by virtue of S45 (1)(j) of FSA 1986.
- (2) The Trustees may delegate to an investment manager so appointed power at his or her discretion to buy and sell investments for the Charity on behalf of the Trustees in accordance with the investment policy laid down by the Trustees. The Trustees may do so only on terms consistent with this article 41.
- (3) Where the Trustees make any delegation under this Article 41 they shall:
- (i) inform the investment manager in writing of the extent of the Charity's investment powers;
 - (ii) lay down a detailed investment policy for the Charity and immediately inform the investment manager in writing of it and of any change to it;
 - (iii) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
 - (iv) ensure that they are kept informed and review on a regular basis the performance of their investment portfolio managed by the investment manager and on the exercise by him or her of his or her delegated authority;
 - (v) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
 - (vi) review the appointment at such intervals and not exceeding 24 months as they think fit.
- (4) Where the Trustees make any delegation under this Article 41 they shall do so on the terms that:-
- (i) the investment manager shall comply with the terms of his or her delegated authority;
 - (ii) the investment manager shall not do anything which the Trustees do not have the power to do;
 - (iii) the Trustees may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this Article 41; and
 - (iv) the Trustees shall give directions to the investment manager as to the manner in which he or she is to report to them all sales and purchases of investments made on their behalf.

42. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

43. Appointment and retirement of Trustees

At the third annual general meeting one third of all the Trustees shall retire from office, and at every subsequent annual general meeting one-third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. If there is only one Trustee who is subject to retirement by rotation, he shall retire.

44. 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 reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.

45. If the Charity at the meeting at which a Trustee retires by rotation does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.

46. No person other than a Trustee retiring by rotation shall be appointed or reappointed 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 Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of Trustees together with notice executed by that person of his or her willingness to be appointed or reappointed.

47. No person may be appointed as a Trustee:

(a) unless he or she has attained the age of 18 years; or

(b) 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 52.

(c) if he or she has served as a Trustee of the Charity for 6 consecutive years without a break of one year.

48. 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 Charity 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 reappointed, be required to be included in the Charity's register of Trustees.

49. Subject to the above articles the Charity 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 decide the rotation in which any additional Trustees are to retire provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles.
50. 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 reappointed at such annual general meeting, he or she shall vacate office at the end of the meeting.
51. Subject to the above articles, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed. If he or she is not reappointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.

52. Disqualification and removal of Trustees

The office of a Trustee shall be vacated if:-

- (a) he or she ceases to be a Trustee by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee; or
- (b) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (c) he or she is, or may be, suffering from mental disorder and either:-
 - (i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- (d) he or she resigns his or her office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect).

53. Trustees' Expenses

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 Charity or otherwise in connection with the discharge of their duties.

PROCEEDINGS OF TRUSTEES

54. 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 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. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
55. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and unless so fixed at any other number shall be three.
56. The continuing Trustees or a sole continuing Trustee 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 a quorum the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of the Charity but for no other purpose.
57. The Trustees may appoint one of their number to be the chair of the Board of Trustees for a period of three years. However, the Trustees may at any time remove him or her from that office and no Trustee shall serve as Chair for a period exceeding six consecutive years. 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. 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 chair of the meeting.
58. 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.
59. 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.
60. The Trustees shall have power to resolve pursuant to Clause 5(e) of the Memorandum of Association to effect Trustees Indemnity Insurance notwithstanding their interest in such policy.
61. Secretary

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 may be removed by them.

62. Regulations

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

63. Minutes

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 Charity 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 chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.

64. Accounts

The Charity 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 Charity 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.

65. Notices

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.

66. The Charity 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 Charity 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 Charity.

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

68. 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 two full working days after the envelope containing it was posted.

69. Indemnity

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 Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement 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 Charity, 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.

70. Winding-up

The provisions of clauses 6 and 7 of the Memorandum of Association relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in the Articles.

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

1. Duncan Fisher
Charity manager
Tamarisk House
37 The Televillage
Crickhowell
Powys NP8 1BP

Signature:

Date:

12 Jan 99

WITNESS to the above signature

Name:

A. R. BEAZE

Address:

OLD BANK HOUSE. CRICKHOWELL POWYS

Profession:

Solicitor

Signature:

2. David Bartlett
Social Worker
171 St Asaph Road
London SE4 2DY

Signature:

Date:

28.12.98

WITNESS to the above signature

Name:

LIZ SANDERS

Address:

65 ARDGOWAN ROAD SE6 1UX

Profession:

FAMILY THERAPIST

Signature:

L Sanders