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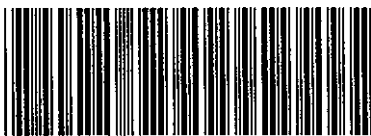
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3719101

The Registrar of Companies for England and Wales hereby certifies that
COMMUNITY FOSTER CARE

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 24th February 1999



N037191019



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 —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

10

First directors and secretary and intended situation of registered office

Company Name in full

COMMUNITY FOSTER CARE

Proposed Registered Office

(PO Box numbers only, are not acceptable)

CONY HILL NEZAMBOURHOOD PROJECT

1A STANWAY ROAD, CONY HILL

Post town

GLOUCESTER

County / Region

GLOS.

Postcode

GL4 4RE

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.

☐

N.B. PLEASE SEND ALL CORRESPONDENCE TO ME AT
THE FOLLOWING ADDRESS:- *Suzanna*

Agent's Name

SUZANNA JACOBY

Address

HOSTERS WAY NEZAMBOURHOOD PROJECT,

34 EDINBURGH PLACE, CORONATION SQUARE

Post town

CHELTENHAM

County / Region

GLOS

Postcode

GL51 7SA

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.

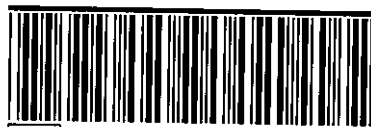
SUZANNA JACOBY

ADDRESS AS ABOVE

Tel 01242-521319

DX number

DX exchange



A13 *ADDURDW5* 767

COMPANIES HOUSE 16/02/99

A17 *HUNWOLUT*
COMPANIES HOUSE 03/02/99

Form revised July 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**

Company Secretary (see notes 1-5)

Company name **COMMUNITY FOSTER CARE**

NAME *Style / Title **MISS** *Honours etc **BSC (HONS)**

* Voluntary details Forename(s) **SUZANNA**

Surname **JACOBY**

Previous forename(s) **-**

Previous surname(s) **-**

Address**Usual residential address**

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

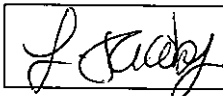
HESTERS WAY NEIGHBOURHOOD PROJECT,
34 EDINBURGH PLACE, CORONATION SQUARE

Post town **CHELTENHAM**

County / Region **GLOS** Postcode **GL91 7SA**

Country **UK**

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

Consent signature

Date **26/1/99**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **Ms.** *Honours etc

Forename(s) **Christine**

Surname **Cowley**

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

8, Orchard Rd.

Post town **Birmingham**

County / Region **West Midlands** Postcode **B24 9JL**

Country **UK**

Day Month Year

Date of birth

1/3/11/1949

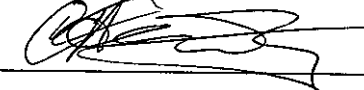
Nationality **British**

Business occupation

Social Worker

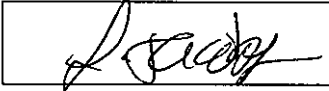
Other directorships


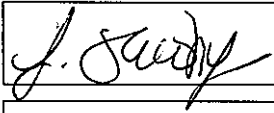
I consent to act as director of the company named on page 1

Consent signature

Date **1. 2 1999**

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MISS		*Honours etc	BSC (Hons)
* Voluntary details	Forename(s)	SUZANNA			
	Surname	JACOBY			
	Previous forename(s)	-			
	Previous surname(s)	-			
Address	HESTERS WAY NEIGHBOURHOOD PROJECT,				
Usual residential address	34 EDINBURGH PLACE, CORONATION SQUARE				
For a corporation, give the registered or principal office address.	Post town	CH ELTENHAM			
	County / Region	GLOS	Postcode	GL51 7SA.	
	Country	U.K.			
	Day	Month	Year		
Date of birth	30	04	1975	Nationality	BRITISH
Business occupation	COMMUNITY BUSINESS DEVELOPMENT + BUSINESS MANAGER				
Other directorships	COMMUNITY HOME CARE.				
I consent to act as director of the company named on page 1					
Consent signature				Date	26/1/99.

This section must be signed by						
Either						
an agent on behalf of all subscribers	Signed				Date	26/1/99.
Or the subscribers (i.e. those who signed as members on the memorandum of association).	Signed				Date	26/1/99.
	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.

Company number

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

VAL →

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date



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

COMMUNITY FOSTER CARE



F030A01T

† Please delete as appropriate.

I, SUZANNA JACOBY
of 212 PRESTBURY ROAD, CHELTENHAM GL52 3EP

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

S. Jacoby

Declared at

123 PROMENADE, CHELTENHAM

the

TWENTY EIGHTH

day of

JANUARY

One thousand nine hundred and ninety

NINE

• Please print name.

before me •

DAVID NICHOLDS

Signed

David Nichols

Date

28 / 1 / 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.

SUZANNA JACOBY

AS ABOVE

Tel 01242-521319

DX number

DX exchange



A13 *A0DUPDW3* 765

COMPANIES HOUSE 16/02/99

COMPANIES HOUSE 03/02/99

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



12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

COMMUNITY FOSTER CARE



F012001J

I, SUZANNA JACOBY

of 212 PRESTBURY ROAD, CHELTENHAM GL52 3ER.

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

S. Jacoby

Declared at

123 PROMENADE, CHELTENHAM

the

28TH

day of

JANUARY

One thousand nine hundred and ninety

NINE.

● Please print name.

before me ●

David Nicholas. DAVID NICHOLDS

Signed

David Nicholas

Date

28/1/99

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.

SUZANNA JACOBY

AS ABOVE

Tel 01242-521319.

DX number

DX exchange



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

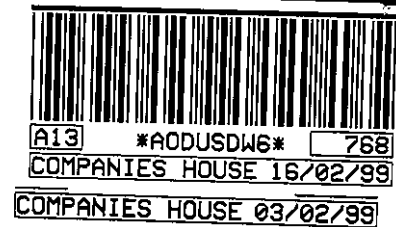
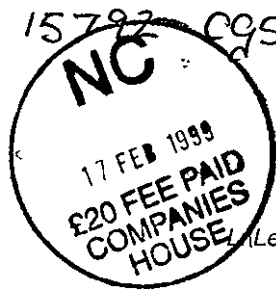
or

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

for companies registered in Scotland

DX 235 Edinburgh

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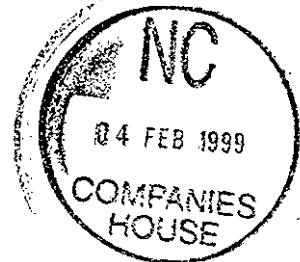
Legal\Rules\Company\1999\Foster\Foster.Mem F94 (1)

The Companies Acts 1985 & 1989

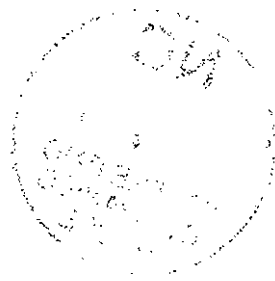
COMPANY LIMITED BY GUARANTEE

Memorandum of Association of
Community Foster Care

3719101



- 0003151
1. The name of the Company is "Community Foster Care
 2. The registered office of the Company will be situated in England and Wales.
 3. The object of the Company is to operate a foster care agency in Gloucestershire and its environs; recruiting, training and accepting foster carers in particular but not exclusively from socially and economically deprived areas, and to provide foster placements for children resident in Gloucestershire.
 4. In furtherance of the above objects, the Company shall have the following powers:
 - (a) To carry on any other trade or business whatsoever which can in the opinion of the Company be advantageously carried on by the Company incidental to or conducive to or ancillary to any of the objects of the Company or is calculated directly to benefit the Company or enhance the value of or render profitable any of the Company's property or rights or is required by any client or customer or persons (legal or natural) dealing with the Company.
 - (b) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, property of any kind necessary or convenient for the purpose of or in connection with the Company's objects.
 - (c) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, ways, plant and machinery necessary or convenient for the Company's objects and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (d) To borrow or raise or secure the payment of any money for the purposes of or in connection with the Company's objects, and for the purpose of and in connection with the borrowing or raising of money by the Company to become a member of any Building Society.
 - (e) To mortgage and charge the undertaking and all or any of the real or personal property and assets, present and future, and to issue at par or at a premium or discount, and for such consideration (and with and subject to



100

such rights, powers and privileges and conditions as may be thought fit) debentures or debenture stock, either permanent or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (f) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or in whose undertakings the Company is interested, whether directly or indirectly.
- (g) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee the obligations and contracts of clients and customers including Members of the Company.
- (h) To receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Company's objects or any of them and to hold funds in trust for same.
- (i) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, cheques and other negotiable instruments.
- (j) To invest and deal with the monies of the Company not immediately required for the purposes of its objects in or upon such investments or securities and in such manner as may from time to time be determined by the Company.
- (k) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (l) To enter into any partnership or joint-purse arrangement for sharing profits, union of interests or co-operation, or amalgamate with any company, firm or person carrying on or proposing to carry on any objects within the objects of the Company, and to acquire and hold, sell, deal with or dispose of shares, stock, securities or property of any such body, and to guarantee the contracts or liabilities of or payments of the dividends, interest or capital of any shares, stock, securities or property of and to subsidise or otherwise assist any such body.
- (m) To establish or promote or concur in establishing or promoting any company, firm, co-operative or other organisation the promotion of which shall in any manner be calculated to advance directly or indirectly the objects or interests of the Company and to acquire and hold or dispose of shares, stock, securities or property issued by or any other obligations of such organisation.

- (n) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on.
 - (o) To make, publish, supply, sell or deal in books, periodicals, audio film and video recordings, and other publications in any medium or any other educational or training materials.
 - (p) To obtain, acquire and purchase all necessary permits, licences or trade marks and other intellectual property rights required for the purpose of enabling the Company to carry on its objects upon such terms and conditions as it may think fit.
 - (q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant easements, licences and other rights in or over, and in any other manner deal with or dispose of the undertaking and any or all of the property and assets for the time being of the Company for such consideration as the Company may think fit.
5. The income and property of the Company shall be applied solely towards the promotion of its objects set out in this Memorandum of Association, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to the Members of the Company except by way of reasonable and proper payment, fees or wages for any service actually rendered to the Company.
6. The liability of the Members is limited.
7. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while s/he is a Member (or within one year after s/he ceases to be a Member) for payment of the debts and liabilities of the Company contracted before s/he ceased to be a Member, and of the costs, charges or expenses of winding up and for the adjustments of the rights of the contributories amongst themselves, such amount as may be required not exceeding one pound.
8. If on the winding up or dissolution of the Company any of its assets remain to be disposed of after its liabilities are satisfied, these assets shall not be distributed among the Members, but shall be transferred instead to some other non-profit-distributing organisation having objects similar to or compatible with those of the Company, as may be decided by the Members at the time of or prior to the dissolution. In the event that for whatever reason any residual assets cannot be so transferred, they shall be given for charitable purposes.

We, the several persons whose names, addresses, signatures and descriptions are below subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association:

NAMES, SIGNATURES AND ADDRESSES OF SUBSCRIBERS

Name SUZANNA JACOBY
(company/charity no.)
Address 212 PRESTBURY ROAD
CHELTENHAM
GL52 3ER.

[Signature]
(Signature of a duly authorised officer)

Name Christine Cowley Address 8 Orchard Rd, Birmingham B49 5JL
Signature [Signature]
Occupation Social Worker.

Name VALERIE O'CONNOR Address 31 OAK MANOR DRIVE CHELTENHAM
Signature [Signature] GL52 6SZ.
Occupation COORDINATOR - COMMUNITY PROJECT

DATED THIS 26th DAY OF Jan 1999

WITNESS TO THE ABOVE SIGNATURES

Name Sue Blackmon Address 42 Byron Rd.
Signature S. Blackmon Cheltenham
Occupation Training Enabling Worker.

The Companies Acts 1985 & 1989

COMPANY LIMITED BY GUARANTEE

Articles of Association of Community Foster Care

Interpretations

1. In these articles:

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.

"The Company" means the above-named company.

"The Management Committee" means all those persons appointed to perform the duties of directors of the Company.

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

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

"In writing" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these articles shall bear the same meaning as in the Act.

Members

2. The first Members of the Company shall be the Subscribers to the Memorandum of Association. The Management Committee may at its discretion admit to Membership individuals who support the objects of the Company, provided that any such person has paid or has agreed to pay the appropriate annual subscription for the time being in force (if any), and who shall be allocated to the following categories of Membership:

- a) Full Membership shall be open to persons who work or reside in Gloucestershire and its environs;
- b) Associate Membership shall be open to organisations who have an interest in the work of the Company.

3. Associate Members shall be entitled to receive notice of, attend and speak at General Meetings of the Company, but shall not hold voting rights, and shall not be counted for the purpose of calculating quorums and shall not be treated as Members

of the Company for any other purpose of these Memorandum and Articles of Association nor of statute.

4. Each Associate Member organisation shall appoint a representative who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the Member would exercise if it were an individual person. Each Member organisation shall send to the Secretary of the Company written notification of its choice of representative.

Register of Members

5. The Company shall maintain a Register of Members in which shall be recorded the name and address of every Full Member, and the dates on which they became a Member and on which they ceased to be a Member. Every Member shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member. A Member shall notify the Secretary in writing within seven days of a change to their name or address.
6. The Company shall maintain a separate record of Associate Members.

Cessation of Membership

7. The rights and privileges of a Member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the Member ceasing to be such. A Member shall cease to be a Member if s/he:
 - a) resigns in writing to the Secretary; or
 - b) ceases to meet the criteria necessary to qualify for any of the categories of Membership described in article 2 above; or
 - c) fails to pay the annual Membership subscription (if any) within twenty-eight days of its becoming due; or
 - d) dies; or
 - e) is expelled by the Management Committee for conduct prejudicial to the Company, provided that any Member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

General Meetings

8. The Company shall (unless it has passed an Elective Resolution to the contrary) in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation nor in the following year. The business of an Annual General Meeting shall comprise:
 - a) the consideration of the Report and Accounts presented by the Management Committee;
 - b) the election of Members to the Management Committee;
 - c) the election of members of the Management Committee as Honorary officers;

- d) the setting of the annual Membership subscription (if any);
 - e) the appointment and the fixing of the remuneration of the auditor or auditors;
 - f) such other business as may have been specified in the notices calling the meeting.
9. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
10. The Management Committee may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the Members of the Company, as provided by section 368 of the Act.
11. Decisions at General Meetings shall be made by passing resolutions:
- a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast.
 - b) Decisions to dispense with the requirement to hold Annual General Meetings, to dispense with the requirement to appoint or re-appoint auditors annually, or to dispense with the requirement to lay annual accounts and reports before a General Meeting shall be made by Elective Resolution. An Elective Resolution is one passed by all the Members for the time being who are entitled to vote. An Elective Resolution once passed may be revoked by Ordinary Resolution.
 - c) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of votes cast at a General Meeting.

Notices

12. An Annual General Meeting and any General Meeting which is to consider a Special or an Elective Resolution or a resolution to remove the auditor or a member of the Management Committee shall be called by at least twenty-one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice.
13. Notice of every General Meeting shall be given in writing to every Member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each Member at the address recorded in the Register of Members and to other persons at their Registered Office.
14. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special or an Elective Resolution or a resolution to remove a Management Committee member or the auditor, such resolution shall be specified in the notices calling that meeting, and in the case of all other General Meetings the general nature of the business to be raised shall be indicated.
15. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.
16. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at General Meetings

17. On any resolution to be decided on a show of hands, only Members present in person shall be entitled to cast a vote. Only one vote may be cast by each Member on any particular resolution.
18. A Member shall declare an interest in, and shall not debate or vote in respect of, any matter in which s/he has a personal material or financial interest without the permission of a majority of the other Members present.
19. No business shall be transacted at a General Meeting unless a quorum is present. Unless and until otherwise decided by a General Meeting, five Members or one-quarter of the total Membership, whichever is the greater, shall be a quorum.
20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting—if convened upon the requisition of Members—shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Management Committee may decide and all Members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The Members present at a meeting so adjourned shall constitute a quorum for that meeting only.
21. At every General Meeting the Chairperson of the Company shall preside, but if there is no Chairperson or if s/he is not present fifteen minutes after the time appointed for the commencement of the meeting, the Members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
22. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two Members present in person or by proxy. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.
24. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each Member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot may be withdrawn.
25. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded.

26. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall have a second or casting vote.
27. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Management Committee

28. The initial Management Committee of the Company from incorporation until the first Annual General Meeting shall be appointed by the Subscribers to the Memorandum of Association. New Management Committee shall be appointed in accordance with article 29 and with such procedures as may be adopted by the Management Committee from time to time.
29. After the first Annual General Meeting of the Company, the Company shall have a Management Committee comprising not less than five and not more than fifteen persons, as follows:
 - a) not more than nine Members elected by and from the Full Members of the Company at the Annual General Meeting;
 - b) not more than four persons nominated by other organisations, such nominating organisations to be selected by the Management Committee;
 - c) not more than two persons co-opted onto the Management Committee who may or may not be Members of the Company.

For the avoidance of doubt, members of the Management Committee are directors of the Company within the meaning of the Act.

30. Elected Management Committee members shall serve until the Annual General Meeting following their election. Retiring members shall be eligible for re-election.
31. Co-opted and nominated members of the Management Committee shall retire at the Annual General Meeting following their appointment.
32. A Management Committee member shall declare an interest in any contract or matter in which s/he has a personal interest, whether directly or indirectly, and shall not speak or vote on such matter or any related topic, except where that interest is shared with a majority of other Management Committee members.
33. Management Committee members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Management Committee or General Meetings of the Company or in connection with the business of the Company, and may be paid all reasonable fees, wages and other payments for services actually rendered to the Company.
34. The office of Management Committee member shall be immediately vacated if s/he:
 - a) resigns her/his office in writing to the Company; or
 - b) ceases to be a Member of the Company; or
 - c) in the opinion of a majority of the Management Committee, fails to declare her/his interest in any contract as referred to in article 32; or
 - d) becomes bankrupt or, in the opinion of the Management Committee, incapable on medical or psychological grounds of carrying out the duties; or
 - e) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act; or

- f) is disqualified by law from serving as a company director.

Honorary Officers

35. The Members of the Company shall elect at each Annual General Meeting honorary officers, who shall have such titles, functions and duties as may be decided from time to time by the Management Committee. Honorary officers shall retire at the Annual General Meeting following their election.

Powers and Duties of the Management Committee

36. The business of the Company shall be managed by the Management Committee who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these articles required to be exercised or done by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made.
37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Management Committee shall from time to time direct.
38. Without prejudice to its general powers, the Management Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, subject to such consents as may be required by law.

Proceedings of the Management Committee

39. Members of the Management Committee may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit.
40. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
41. An honorary officer may, and the Secretary on the requisition of two or more Management Committee members shall summon a meeting of the Management Committee by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Management Committee to any of its members for the time being absent from the United Kingdom.
42. The quorum necessary for the transaction of the business of the Management Committee shall be five Management Committee members.
43. The Management Committee may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these articles, the Management Committee may act for the purposes of increasing the number to that number, or of summoning a General Meeting of the Company, but for no other purpose.
44. At every meeting of the Management Committee the Chairperson of the Company shall preside, but if there is no Chairperson or if s/he is not present fifteen minutes after the time appointed for the commencement of the meeting, the Management Committee members present shall choose one of their number to be Chairperson of

the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

45. The Management Committee shall cause accurate records to be made, in books provided for that purpose, of:
- a) the name, details and date of appointment of all persons appointed to office;
 - b) the names of the Members, officers, Management Committee members and other persons present at all General, Management Committee and Sub-Committee meetings of the Company;
 - c) minutes of all proceedings and resolutions at all General, Management Committee and Sub-Committee meetings of the Company;
 - d) all applications of the Seal to any document.
46. All such records and minutes shall be open to inspection during normal working hours by any member of the Management Committee. Membership records and minutes of General Meetings shall be available for inspection by any Member of the Company during normal working hours.
47. The Management Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Management Committee, which regulations shall always include provision for regular and prompt reports to the Management Committee.
48. All acts done by any meeting of the Management Committee or by any person acting as a member of the Management Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any such Management Committee member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Management Committee member.
49. A resolution in writing, signed by all members of the Management Committee who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Management Committee, and may consist of several documents in similar form, each signed by one or more Management Committee members.
50. The Management Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Secretary

51. The Management Committee shall appoint a Secretary of the Company upon such conditions as they think fit and any Secretary so appointed may be removed by them.
52. A provision of the Act or these articles requiring or authorising a thing to be done by or to a Management Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

53. If the Company has a Seal, it shall only be used by the authority of the Management Committee and every instrument to which the Seal shall be applied shall be signed by a Management Committee member and shall be countersigned by the Secretary

or by a second Management Committee member. Every such application of the Seal shall be minuted.

Accounts

54. The Management Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
- a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - b) all sales and purchases of goods by the Company;
 - c) the assets and liabilities of the Company.
 - d) Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
55. The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Management Committee thinks fit, and shall always be open to the inspection of all Members and officers and by other persons authorised by the Company in General Meeting.
56. The Management Committee shall from time to time, in accordance with sections 226 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections, unless the company has passed an Elective Resolution to the contrary.
57. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Management Committee's report, shall not less than twenty-one days before the date of the meeting (subject nevertheless to the provisions of section 238 (4) of the Act) be sent to every Member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.

Audit

58. Subject to such statutory regulations and exemptions as may be in force, once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
59. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Indemnity

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

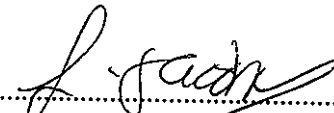
Dissolution

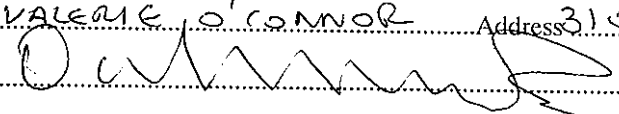
61. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these articles.

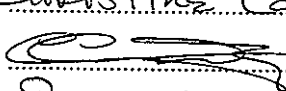
- SW/ICOM 1999 -

NAMES, SIGNATURES AND ADDRESSES OF SUBSCRIBERS

Name SUZANNA JACOBY
(company no/charity no.....)
Address FLAT 2
212 PLASTBURY ROAD
CHELTENHAM
GL52 3ER


(Signature of a duly authorised officer)

Name VALEAIE O'CONNOR Address 31 OAK MANOR DRIVE CHELTENHAM
Signature  GL52 6SY
Occupation CO-ORDINATOR - COMMUNITY PROJECT

Name CHRISTINE COWLEY Address 8 Orchard Rd, Birmingham B24 9SL
Signature 
Occupation Social Worker

DATED THIS 26th DAY OF JAN 1998

WITNESS TO THE ABOVE SIGNATURES

Name Sue Blackmon Address 42 Byron Rd.
Signature P. Blackmon Chesterham
Occupation Training Enabling Worker