

FILE COPY



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

Company No. 3958416

The Registrar of Companies for England and Wales hereby certifies that  
CHILDNET

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 28th March 2000



\*N03958416N\*



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.

CHWP000

## Declaration on application for registration

Company Name in full

Childnet

I, Nigel D Urwin

of Brown Cooper solicitors

† 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

Declared at edge ellson 18 southampton place London WC1R

On Day Month Year  
2 1 0 3 2 0 0 0

• Please print name.

before me • Nicola J Puddephatt

Signed

Date 21.03.2000

† 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.

Nigel D Urwin

7 Southampton Place, London WC1A 2DR

Tel 0171 4040422

DX number 35731 DX exchange Bloomsbury



LD6

\*L1BBLOZG\*

0171

21/03/00

Form revised June 1999

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

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

DX 235 Edinburgh



Companies House

— for the record —

Please complete in typescript,  
or in bold black capitals.

CHFP000

# 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

CHILDNET

I,

NIGEL D URWIN

of

BROWN COOPER SOLICITORS

a [Solicitor engaged in the formation of the company] ~~person named as~~  
~~secretary of the company in the statement delivered under~~  
~~section 10 of the Companies Act 1985~~ do solemnly and sincerely declare

that the company complies with the requirements of section 30(3) of the  
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to  
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

edge ellison 18 Southampton place London WC1R

Day Month Year

on

21 03 2000

Please print name.

before me

Nicola J Puddephatt

Signed

Date

21-03-2000

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

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

NIGEL D URWIN

7 Southampton Place London WC1A 2DR

Tel 0171 404 0422

DX number 35731

DX exchange Bloomsbury



LD6  
COMPANIES HOUSE

0170  
21/03/00

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

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

or

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

for companies registered in Scotland

DX 235 Edinburgh



**Companies House**

*for the record*

# 10

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

Childnet

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Studio 14, Brockley Cross Business

Centre, 96 Endwell Road

Post town

London

County / Region

Postcode

SE4 2PD

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

Brown Cooper Solicitors

Address

7 Southampton Place

Post town

London

County / Region

Postcode

WC1A 2DR

Number of continuation sheets attached

3

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.

Nigel Urwin, 7 Southampton Place

London WC1A 2DR

Tel 0171 4040422

DX number 35731 DX exchange Bloomsbury



LD6  
COMPANIES HOUSE

0172  
21/03/00

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

**Companies House, Crown Way, Cardiff, CF14 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 **Childnet**

NAME \*Style / Title **Mr** \*Honours etc

\* Voluntary details

Forename(s) **Nigel**

Surname **Williams**

Previous forename(s)

Previous surname(s)

Address

**14 Talfourd Road**

## Usual residential address

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

**Peckham**

Post town **London**

County / Region

Postcode **SE15 5NY**

Country **England**

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

Consent signature

*Nigel Williams*

Date **21/3/00**

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title **Mr** \*Honours etc

Forename(s) **Michael Anthony**

Surname **Conway**

Previous forename(s)

Previous surname(s)

Address

**85 Dallinger Road**

## Usual residential address

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

**Lee**

Post town **London**

County / Region

Postcode **SE12 0TQ**

Country **England**

Day Month Year

Date of birth

**1 8 1 2 1 9 5 3**

Nationality **British**

Business occupation

**Account Director**

Other directorships

**None**

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

Consent signature

*M Conway*

Date **21/3/00**

CHWP000

Company name Childnet

NAME \*Style / Title

\*Honours

\* 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

Mr

\*Honours etc

Forename(s)

Stephen Terence

Surname

Hingston

Previous forename(s)

Previous surname(s)

Address

48 Effingham Road

**Usual residential address**

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

Post town

London

County / Region

Postcode

SE12 8NU

Country

U . K .

Day Month Year

Date of birth

0 6 0 5 1 9 4 8

Nationality British

Business occupation

Chartered Accountant

Other directorships

None

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

Consent signature

Date

20.3.00

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

<b>NAME</b>	<b>*Style / Title</b>	Mr	<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	Michael Francis		
	<b>Surname</b>	Sheridan		
	<b>Previous forename(s)</b>			
	<b>Previous surname(s)</b>			
<b>Address</b>	16 Harland Road, Lee			
<b>Usual residential address</b>				
For a corporation, give the registered or principal office address.	<b>Post town</b>	London		
	<b>County / Region</b>		<b>Postcode</b>	SE12 0JA
	<b>Country</b>	England		
	<b>Date of birth</b>	Day 2   8	Month 1   1	Year 1   9   4   9
		<b>Nationality</b> British		
	<b>Business occupation</b>	Headteacher		
	<b>Other directorships</b>	None		
	I consent to act as director of the company named on page 1			
<b>Consent signature</b>	X <i>Mr Sheridan</i>		<b>Date</b>	X 20/3/00

**This section must be signed by**  
**Either**

**an agent on behalf  
of all subscribers**

**Signed**

*Brown Cooper*

**Date**

21/3/00

**Or the subscribers**

**Signed**

**Date**

**( i.e those who signed  
as members on the  
memorandum of  
association).**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

CHWP000

Company name

Childnet

NAME \*Style / Title

\*Honours

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

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

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date



CHWP000

Company name

Childnet

NAME

\*Style / Title

\*Honours

\* 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

Dr

\*Honours etc

Forename(s)

Alice

Surname

Swann

Previous forename(s)

Previous surname(s)

Address

27 Hawthornden Road

**Usual residential address**

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

Post town

Belfast

County / Region

Northern Ireland

Postcode

BT4 3JU

Country

UK

Day Month Year

Date of birth

19 01 1944

Nationality

British

Business occupation

Doctor

Other directorships

NONE

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

Consent signature

Date

Alice Swann

20 March 2005

3958416

ACCEPT UNSTAMPED £ 20  
NC/EN  
SIGNED .....  
DATE ..... 23/3/00

THE COMPANIES ACT 1985 to 1989



COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF  
**CHILDNET**

- 1 The Company's name is "Childnet" (and in this document it is called "the Charity").
- 2 The registered office of the Charity will be situated in England.
- 3 The Charity's object's ("the Objects") are:-
  - (a)
    - (i) To advance the education of the public in any part of the world in all aspects of computer communications and Internet technology including the most effective software for the education and training of children;
    - (ii) To advance the education and training of children in any part of the world in and by the use of computer communications and Internet technology;
    - (iii) To protect the moral welfare of children in any part of the world by the promotion of measures directed to prevent their exposure to racist pornographic obscene or other harmful electronic computer and televisual material and
    - (iv) Such other purposes as may from time to time be determined.
- 4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
  - (a) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange and other negotiable or transferable instruments and to operate bank accounts in the name of the Charity;
  - (b) To raise funds and to invite and receive contributions, provided that in

raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

- (c) To purchase and take on lease or in exchange or by any other means acquire and take options over any property real or personal, and any rights or privileges of any kind over or in respect of any property and to alter and improve maintain and equip any property for use and (subject to section 38 of the Charities Act 1993 and such other consents as may be required by law) to charge the whole or any part of the Charity's property or assets (whether present or future) and to sell, lease, or otherwise dispose of, all or any part of the Charity's property, subject to complying with the restrictions on disposals imposed by section 36 of the Charities Act 1993, unless the disposal is excepted from these restrictions by section 36(9)(b) or (c) or section 36(10) of that Act;
- (d) Subject to clause 5 below to employ such staff, who shall not be directors of the Charity (which directors are hereinafter referred to as "the trustees") as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- (e) To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (f) To co-operate with other Charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (g) To pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- (h) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, licences, secret processes, trade marks and designs and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Charity may acquire or propose to acquire.
- (i) To invest and deal with the moneys of the Charity not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made as if it were the beneficial owner thereof but so that monies subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law and provided that no investment (other than one coming within part 1 of the First Schedule to the Trustee Investments Act 1961) shall be made except upon the advice of an authorised person (within the

meaning of the Financial Services Act 1986) with at least 15 years experience in the relevant area of investment.

- (j) To borrow money on such terms as the Charity shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Charity of any obligation or liability it may undertake or which may become binding on it, subject in each case to complying with the restrictions on mortgages imposed by the Charities Act 1993;
- (k) To undertake such research as the Board of Directors may from time to time determine and to publish the useful results of such research
- (l) To enter into any arrangements with any Government or authority (supra-national, international, municipal, local, or otherwise) that may seem conducive to the attainment of the Charity's objects and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Charity may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Charity and to co-ordinate, finance and manage the businesses and operation of any company in which the Charity holds any such interest.
- (n) To purchase and maintain policies of insurance indemnifying any director or other officer against any liability which by virtue of any rule of law would otherwise attach to him or her in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity or any other body corporate in which the Charity has for the time being a shareholding.
- (o) To procure the Charity to be registered or recognised in any part of the world.
- (p) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, sub-contractors or trustees for any person firm or company or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (q) To do all such other lawful things as further the Charity's objects or any of them.

5. The income and property of the Charity from wherever derived shall be applied solely towards the promotion of the objects of the Charity as set forth

in this Memorandum of Association and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Charity and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity Provided that nothing in this document shall prevent any payment in good faith by the Charity

(1) of the usual charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or has, when instructed by the Charity to act in a professional capacity of its behalf provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

(2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;

(3) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the trustees;

(4) of fees remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member and in which such member shall not hold more than 1/100th part of the issued capital of that company;

(5) of reasonable and proper rent for premises demised or let by any member to the Charity or a trustee

(6) to any trustee of reasonable out of pocket expenses .

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 £10) to the Charity's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Charity's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property whatsoever it shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity at or before the time of dissolution and that cannot be done then to some other charitable object.

9. References in this document to the Charities Act 1993 shall extend to its provisions as amended or re-enacted at any time hereafter.

We, the persons whose names and addresses are written below, wish to be formed into a company pursuant to this memorandum.

**Signatures, Names and Addresses of Subscribers**

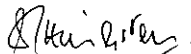
Michael Anthony Conway  
85 Dallinger Road  
Lee  
London SE12 0TQ



Michael Francis Sheridan  
16 Harland Road  
Lee  
London SE12 0JA




Stephen Terence Hingston  
48 Effingham Road  
Lee  
London SE12 8NU



Alice Swann  
27 Hawthornden Road  
Belfast BT4 3JU  
Northern Ireland



Thomas Bick  
19 Cantley Road  
Hanwell  
London W7 2BQ



Dated: 20<sup>th</sup> March 2000

witness to the above signatures:



Name: STEPHEN CARRICK-DAVIES

Address: 26, MUSGROVE ROAD, NEWCROSS, LONDON SE14 5PW

Occupation: MANAGER OF CHARITY.

No. \_\_\_\_\_

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF  
**CHILDNET**

1. **Interpretation**

(1) In these articles:

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

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

"the articles" means of these articles of association of the Charity

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

"executed" includes any mode of execution

"the memorandum" means the memorandum of association of the charity

"office" means the registered office of the charity

"the seal" means the common seal of the charity if it has one

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

"the trustees" means the directors of the charity (and "trustee" has a corresponding meaning);

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

- (2) These Articles and the regulations incorporated herein shall take effect subject to the requirements of the Companies Act 1985 and the Charities Acts 1992 and 1993 (as modified or re-enacted from time to time) and of every other Act for the time being in force affecting the Charity (hereinafter together referred to as "the Statutes").
- (3) In these Articles, where the context so permits, words importing the singular number only shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine gender; words importing persons shall include corporations; and reference to an article is to an article of these Articles and to a paragraph to a paragraph of the article in which the reference appears. Subject as aforesaid words or expressions contained in these Articles shall unless the context otherwise requires bear the same meaning as in the Act.

### **Members**

2. The subscribers to the Memorandum of Association of the Charity and such other persons as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Charity. No other person shall be admitted a member of the Charity unless his application for membership is approved by the Trustees. *Every person who wishes to become a member shall deliver to the Charity an application for membership in such form as the trustees require executed by him.*

Unless the trustees or the Charity in general meeting make other provision under Article 61 membership shall cease on death and a member may at any time withdraw from the Charity by giving at least seven clear days' notice to the Charity, provided that after such retirement the number of members is not less than two. Membership shall not be transferable.

### **General Meetings**

- 3 The charity shall hold an annual general meeting each year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the charity and that of the next Provided that so long as the charity holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than



annual general meeting shall be called extraordinary general meetings.

- 4 The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the charity may call a general meeting.

#### **Notice of general meetings**

- 5 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

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

(2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

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

- 6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **Proceedings at general meetings**

- 7 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 duly authorised representative of a member organisation, or one-tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

- 8 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, 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.

- 9 The chairman, if any, of the trustees or in his absence some other trustee

nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

- 10 If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 11 A trustee shall notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 12 The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourned 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 adjournment not taken place. When a meeting is adjourned for 14 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 any such notice.
- 13 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:
  - (1) by the chairman; or
  - (2) by at least two members having the right to vote at the meeting; or
  - (3) 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.
- 14 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution..
- 15 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 16 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 17 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 18 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of the meeting for the transaction of any business other than the question on which the poll is 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.
- 19 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

A resolution in writing signed by all the members of the Charity entitled to receive notice of and attend and vote at a meeting of the Charity (which resolution may consist of several documents in the like form each signed by one or more of the said members) or a resolution to which every such member has signified his approval in writing or by email, facsimile transmission or telex shall be as valid and effectual as if it had been passed at a meeting of the Charity duly called and constituted. In the case of an organisation which is a member of the Charity the resolution may be signed or approved on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative.

#### **Votes of members**

- 20 Subject to Article 17, every member shall have one vote.
- 21 No member shall be entitled to vote at any general meeting unless all monies then payable by him to the Charity have been paid.
- 22 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 23 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is

given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

- 24 Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity. An instrument appointing such a representative shall be in such form as may be specified by, or acceptable to, the trustees, provided that any such form shall not prevent any member indicating the manner in which its representative is to exercise his vote and shall be delivered to the office at any time up to the time scheduled for the relevant meeting.

### **Trustees**

- 25 The number of trustees shall be not less than 2 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 26 The first trustees shall be those persons named in the statement delivered pursuant to section 10 (2) of the Act who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

### **Powers of Trustees**

- 27 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 the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if the Corporation had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles. A meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
- 28 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustee shall have the following powers, namely:
- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;
- (2) to enter into contracts on behalf of the Charity

(3) to grant or procure the grant by the Charity, either alone or in conjunction with another or others, of retirement pensions or annuities, gratuities or allowances, to any person who has been in the employment of the Charity or its predecessor the unincorporated charity of the same name or of any subsidiary of the Charity or to such person's spouse or dependants but excluding always any person who has been a trustee and such trustee's spouse or dependants.

(4) to procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any persons permitted to be benefited under the preceding paragraph.

### **Appointment and retirement of Trustees**

29 At the first annual general meeting 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 3 or a multiple of 3, the number nearest to one-third shall retire from office but if there is only one trustee who is subject to retirement by rotation he shall retire.

30 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 re-appointment but as between persons who became or were last re-appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

31 If the Charity at a 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 re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the trustee is put to the meeting and lost.

32 No person to the trustee retiring by rotation shall be appointed or re-appointed trustee at any general meeting unless:

(1) he is recommended by the trustees; or

(2) not less than 14 or more than 35 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 re-appointment stating the particulars which would if he was so appointed or re-appointed be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or re-appointed.

33 No person may be appointed as a trustee:

(1) if he is under the age of 18 years unless the Charity is a registered Company; or

(2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of article 38.

- 34 Notice shall be given not less than 7 nor more than 28 clear days before the date appointed for holding a general meeting to all persons who are entitled to receive notice of the meeting specifying the name and address of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or re-appointment 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 at the meeting for appointment or re-appointment as a trustee. The notice shall give any further particulars concerning that person which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of trustees.
- 35 Subject as aforesaid 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 determine the rotation in which any additional Trustees are to retire.
- 36 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. The trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 37 Subject as aforesaid a trustee who retires at an annual general meeting may if willing to act be re-appointed.

#### **Disqualification and Removal of Trustees**

- 38 A trustee shall cease to hold office if he:
- (1) ceases to be a director by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993
  - (2) becomes incapable by reason of mental disorder, illness or injury of managing administering his own affairs
  - (3) resigns his 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) or
  - (4) is absent without permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

### **Trustees' expenses**

- 39 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 otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.

### **Trustees' appointments**

- 40 Subject to the provisions of the act and to clause 5 of the memorandum the trustees may from time to time appoint one or more of their number to the unremunerated office of managing director and Managing Trustee or to any other unremunerated executive office in the Charity, including the offices of Chairman or Vice-chairman. Any such appointment may be made upon such terms as the trustees determine and the trustees may at any time revoke such appointment.

The trustees may entrust to and confer upon any trustee holding executive office in the Charity any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

A managing director and any trustee holding any other executive office shall not be subject to retirement by rotation nor shall such trustee be counted as one of the persons liable to retirement by rotation.

- 41 Except to the extent permitted by clause 5 of the memorandum no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration whether by way of salary, commission or otherwise or be interested otherwise than as a trustee in any other contract to which the Charity is party.

### **Proceedings of trustees**

- 42 Subject to the provisions of the articles the trustees may regulate their proceedings as they think fit. A trustee may and the secretary at the request of the trustee shall call a meeting of the trustees.

Notices of meetings of the trustees shall be given to all trustees, whether or not they are within 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 chairman shall have a second or casting vote.

- 43 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one-third of their number or two trustees

whichever is the greater.

- 44 The trustees may act notwithstanding any vacancies in the number but if the number of trustees is less than the number fixed as the quorum the continuing trustees or trustees may act only for the purpose of filling vacancies or of calling a general meeting.
- 45 The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from office. Unless he is unwilling to do so the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting the trustees present may appoint one of their number to be chairman of the meeting.
- 46 The trustees may appoint one or more subcommittee is consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a subcommittee provided that all acts and proceedings of any such subcommittee shall be fully and promptly reported to the trustees.
- 47 All acts done by a meeting of trustees or of a committee of trustees shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them was disqualified from holding office or had vacated office or was not entitled 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.
- 48 A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or by all the members of a committee for the time being (which resolution may consist of several documents in the like form each signed by one or more of such trustees or members of such committee) or a resolution to which every such trustee or every such member of a committee has signified his approval in writing or by cable, facsimile transmission or telex shall be as valid and effectual as if it had been passed at a meeting of the trustees or of such committee (as the case may be) duly called and constituted.
- 49 Any bank account in which any part of the assets of the charity is deposited shall be operated by the trustees and shall indicate the name of charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

### **Secretary**

- 50 Subject to the provisions of the Act the Secretary shall be appointed by the trustees for such term at such remuneration (if not a Trustee) and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.



### **Minutes**

- 51 The trustees shall keep minutes in books kept for the purpose:
- (1) of all appointments of officers made by the trustees and
  - (2) 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

### **The seal**

- 52 The seal shall any be used by the authority of the trustees or other committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument which the seal is affixed and unless otherwise so determined a shall be signed by a trustee and by the Secretary or by a second trustee.

### **Accounts**

- 53 Accounts shall be prepared in accordance with the provisions of Part VII of the Act. Without prejudice to the generality of the foregoing the trustees shall cause true accounts to be kept of the sums of money received and expended by the Charity and the matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Charity; and subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed by the trustees from time to time shall be open to the inspection of the members. Once at least in every year the accounts of the Charity 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.

### **Annual report**

- 54 The trustees shall comply with their obligations under the Charities Act 1992 with regard to the preparation of annual report and its transmission to the commissioners

### **Annual return**

- 55 The trustees shall comply with their obligations under the Charities Act 1992 with regard to the preparation of annual return and its transmission to the commissioners.

### **Notices**

- 56 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.
- 57 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 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 shall be entitled to have notices given to him at that address but otherwise no such member shall be entitled to receive any notice from the Charity.
- 58 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and where necessary of the purposes for which it was called.
- 59 Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given. The notice shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted.

### **Indemnity**

- 60 Subject to the provisions of the Statutes, every trustee or other officer of the Charity shall be entitled to be indemnified out of the assets of the Charity against all liability which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto provided that such indemnity shall not extend to cover any deliberate fraud, wrongdoing or wrongful omission on the part of the trustee or other officer of the Charity who is sought to be made liable; and no trustee or other officer having acted in good faith shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Charity in the execution of the duties of his office or in relation thereto.

### **Rules**

- 61 (1) The Trustees may from time to time make such rules or bylaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bylaws regulate:
- (i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

(ii) the conduct of members of the Charity in relation to one another, and to the Charity's employees;

(iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times of the any particular purpose or purposes

(iv) the procedure general meetings and meetings of the trustees and committees of the trustees insofar as such procedure is not regulated by the articles and

(v) generally all such matters as are commonly the subject matter of company rules

(2) The Charity in general meeting shall have power to alter add to or repeal the rules or bylaws and the trustees shall adopt such means they think sufficient to bring to the notice of members of the Charity all such rules or bylaws, all of which shall be binding on all members of the Charity provided that no rule or by or shall be inconsistent with or shall affect or repeal anything contained in the memorandum or the articles.

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Names, addresses & description of subscribers

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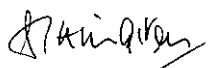
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Dated this 20<sup>th</sup> day of March 2000  
Witness to the above signatures:

9.3.2000/15082

STEPHEN CARRICK-DAVIES

26, MUSGROVE ROAD, NEW CROSS, LONDON SE14 5PW