

FILE COPY



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

Company No. 3961606

The Registrar of Companies for England and Wales hereby certifies that
TRIP COMMUNITY TRANSPORT ASSOCIATION

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 31st March 2000



N03961606I



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

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full



F012001J

TRIP COMMUNITY TRANSPORT ASSOCIATION

I,

MICHAEL DONALD KENNEY

of

SELBOURNE, VENTLAKE LANE, UPLYME, LYME REGIS DT73SE

† Please delete as appropriate.

Handwritten signature

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

M. D. Kenney

Declared at

29 Broad Street Lyme Regis Dorset

the

21st

day of

March 2000

One thousand nine hundred and ninety

2000

• Please print name.

before me •

Terence Trott TERENCE TROTT

Signed

Terence Trott

Date

21.3.2000

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.

In case of query, please contact:

Emma Laycock

ICOM Legal Office, 74 Kirkgate, Leeds, LS2 7DJ

Tel: 0113 246 1737 Fax: 0113 244 0002

DX num



A43
COMPANIES HOUSE

0237
25/03/00

Form revised March 1995

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

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

or

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

for companies registered in Scotland

DX 235 Edinburgh



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

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



F030A01T

TRIP COMMUNITY TRANSPORT ASSOCIATION.

I, **MICHAEL DONALD KENNEY**

of **SELBOURVE, VENZAKE LANE, DPLYME, LYMEREGIS, DT7 3SE**

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.

† Please delete as appropriate.

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

MD Kenney

Declared at **29 Broad Street, Lyndal, Dorset**

the **21st** day of **March**

One thousand nine hundred and ninety **2000**

① Please print name.

before me ① **TERENCE TROTT**

Signed

Terence Trott

Date **21.3.00**

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.

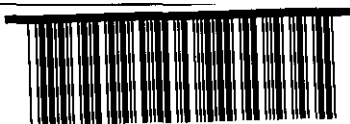
In case of query, please contact:

Emma Laycock

ICOM Legal Office, 74 Kirkgate, Leeds, LS2 7DJ

Tel: 0113 246 1737 Fax: 0113 244 0002

DX r



A43
COMPANIES HOUSE

0238
25/03/00

Form revised March 1995

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

for companies registered in Scotland

DX 235 Edinburgh



COMPANIES HOUSE

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full



F010001H

TRIP COMMUNITY TRANSPORT
ASSOCIATION

Proposed Registered Office

(PO Box numbers only, are not acceptable)

5 KINGS COURT

NEW STREET

Post town

HONITON

County / Region

DEVON

Postcode

EX14 8HA

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.



1HG

Agent's Name

Address

Post town

County / Region

In case of query, please contact:

Emma Laycock

ICOM Legal Office, 74 Kirkgate, Leeds, LS2 7DJ

Tel: 0113 246 1737 Fax: 0113 244 0002

Postcode

Number of continuation sheets attached

1

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.

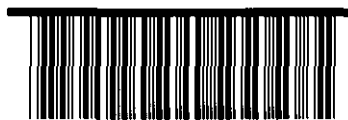
In case of query, please contact:

Emma Laycock

ICOM Legal Office, 74 Kirkgate, Leeds, LS2 7DJ

Tel: 0113 246 1737 Fax: 0113 244 0002

DX nu



A43 *A9HF1P33* 0236
COMPANIES HOUSE 25/03/00

Form revised March 1995

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or

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for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

TRIP COMMUNITY TRANSPORT ASSOCIATION

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

MICHAEL DONALD

Surname

KENNEY

Previous forename(s)

Previous surname(s)

Address

SELBOURNE, VENLAKE LANE

Usual residential address

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

UPLYME

Post town

LYME REGIS

County / Region

DEVON

Postcode

DT7 3SE

Country

UK

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

Consent signature

M. Kenney

Date

18 MARCH 2000

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MRS

*Honours etc

Forename(s)

JALERIE FAITH

Surname

ROYLE

Previous forename(s)

Previous surname(s)

SYMONDS NEE MOYSE

Address

2 NEWTONS

Usual residential address

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

COMBE RALEIGH

Post town

HONITON

County / Region

DEVON

Postcode

EX14 4TH

Country

ENGLAND

Day Month Year

Date of birth

04 09 1937

Nationality

BRITISH

Business occupation

RETIRED SECRETARY

Other directorships

NONE

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

Consent signature

V. Royle

Date

15 November 1999

Directors (continued) (see notes 1-5)

NAME	*Style / Title	Mrs		*Honours etc	
* Voluntary details	Forename(s)	RONALD FREDRICK WALTER			
	Surname	WEBB			
	Previous forename(s)	—			
	Previous surname(s)	Deleted ADKINSON			
Address	EAST MEAD				
Usual residential address	EXETER RD 18 March 2000				
For a corporation, give the registered or principal office address.	Post town	HONITON			
	County / Region	DEVON	Postcode	EX14 1AT	
	Country	ENGLAND			
	Date of birth	Day	Month	Year	Nationality
		4	9	31	BRITISH
	Business occupation	RETIRED, SHOP PROPETIER			
	Other directorships	—			
	I consent to act as director of the company named on page 1				
Consent signature				Date	15-11-99

This section must be signed by		For and on behalf of	
Either		Lynne Ltd (Company No. 01111111)	
an agent on behalf of all subscribers	Signed		Date 18.3.2000

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

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.

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

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

The Companies Acts 1985 & 1989

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of

TRIP COMMUNITY TRANSPORT ASSOCIATION

l:\emma\memart\trip.mem

25 MAR 2000

£20 FEE PAID
COMPANIES
HOUSE

1. The name of the Company is 'Trip Community Transport Association'.
2. The registered office of the Company will be situated in England and Wales.
3. The objects of the Company shall be to provide relief to the inhabitants of Honiton and its environs who have need because of age, mental or physical disability, or poverty, and in particular but not so as to limit the generality of the foregoing:—
 - a) to provide and maintain non-profit community transport services; and
 - b) to assist the charitable work of organisations and bodies engaged in promoting the relief of such persons through the provision of appropriate services.
4. In furtherance of the above but not otherwise, the Company shall have the following powers:
 - (a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects;
 - (b) To open and operate bank accounts and other facilities for banking in the name of the Company;
 - (c) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects;
 - (d) To publish books, pamphlets, reports, leaflets, journals, films and instructional matter;
 - (e) To run lectures, seminars, conferences and courses, particularly in driving standards and passenger safety;
 - (f) 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;
 - (g) Subject to such consents as may be required by law, if any, to borrow or raise money for the Company on such terms and on such security as may be thought fit;
 - (h) To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects;
 - (i) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be necessary to its objects;

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- (j) To invest the monies of the Company not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also as hereinafter provided;
 - (k) To sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of property and assets for the time being of the Company subject to such consents as may be required by law and subject also to the provisions of this Memorandum of Association;
 - (l) Subject to clause 6 below to employ such staff, who shall not be directors or trustees of the charity (hereinafter referred to members of the Management Committee) 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;
 - (m) To engage consultants, advisors and other professionals as appropriate;
 - (n) To raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations.
 - (o) To provide indemnity insurance to cover the liability of the members of the Management Committee, (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of Trust or breach of duty of which they may be guilty in relation to the Company; (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986: Provided that any such insurance in the case of (i) above shall not extend to any claim arising from any act or omission which the members of the Management Committee knew to be a breach of trust or breach of duty or which was committed by the members of the Management Committee in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Management Committee in their capacity as directors of the company and in the case of (ii) shall not extend to any liability to make such a contribution, where the basis of the Management Committee member's liability in her/his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation..
 - (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 register, establish and or hold any copyrights, trade marks or other intellectual property rights the Company thinks necessary to carry on its objects.

- (r) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

PROVIDED THAT:

- (1) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (2) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property that may come into their hands the Management Committee of the Company shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Management Committee of the Company would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Management Committee but they shall, as regards such property, be subject jointly and separately to such control and authority as if the Company were not incorporated;
 - (3) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
5. In carrying out its objects, the Company shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in society generally.
6. The income and property of the Company shall be applied solely towards the promotion of its objects, and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise whatsoever by way of profit, to the members of the Company and no member of the Management Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company, PROVIDED THAT nothing shall prevent any payment in good faith by the Company:
- (a) Of the usual professional charges for business done by any Management Committee member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a Management Committee member shall withdraw from any meeting at which her/his appointment, or that of her/his partner, is under discussion.

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- (b) Of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a member of the Management Committee;
 - (c) Of interest on money lent by any member of the Company (or of its Management Committee) at a rate per annum not exceeding 2 per cent *less than the base lending rate of a clearing bank to be selected by the Management Committee*;
 - (d) Of reasonable and proper rent for premises demised or let by any member of the Company or of its Management Committee;
 - (e) The payment of any premium as permitted by clause 4(o);
 - (f) To any member of the Management Committee in respect of reasonable out-of-pocket expenses.
7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time s/he or it is a member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which s/he or it ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount as may be required **not exceeding one pound**.
9. If upon the winding up or dissolution of the Company there remains after the satisfaction of its debts and liabilities any property whatsoever, such property shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, such institution or institutions to be determined by the members of the Company at or before the time of dissolution; and in the event that it should prove impossible to comply with this provision, then such property shall be given for some other charitable object within the Company's area of benefit.
10. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall cause the Company to cease to be a charity in law.

MEMORANDUM OF ASSOCIATION : SUBSCRIBER SHEET

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, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

VALERIE FAITH		
Name	MRS V.F. ROYLE	Address 2 NEWTONS
Signature	V.F. Royle	COMBE RALEIGH
Occupation	SECRETARY	HONITON, DEVON EX14 4TH
FREDERICK		
Name	VICTOR F. BOYCHER	Address BISHOPSTOWN COTTAGE
Signature	[Signature]	LUPPITT
Occupation	RETIRED	HANITON DEVON EX14 4RT
Name		Address
Signature		
Occupation		
Name		Address
Signature		
Occupation		
Name		Address
Signature		
Occupation		
Name		Address
Signature		
Occupation		
Name		Address
Signature		
Occupation		

DATED THIS 16TH DAY OF March 1992 000

Witness to the above signatures:

Name	NAOMI LOTT	Address POUND COTTAGE
Signature	N. LOTT	LUPPITT
Occupation	TRANSPORT CO-ORDINATOR	HONITON, DEVON, EX14 4TT

The Companies Acts 1985 & 1989

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COMPANY LIMITED BY GUARANTEE

Articles of Association of

TRIP COMMUNITY TRANSPORT ASSOCIATION

Interpretations

1. In these Articles:
"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any amendments from time to time in force.
"Secretary" means any person appointed to perform the duties of the Secretary of the Company.
"The Management Committee" means all those persons appointed to perform the duties of Directors of the Company.
"The Seal" means the Common Seal of the Company.
"In writing" shall, unless the contrary intention appears, be construed as including references to printing, photocopying and other modes of representing or reproducing words in a visible form.
2. 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.
3. Any statutory instruments or regulations from time to time in force shall be deemed to apply to this Company, whether or not these Articles have been amended to comply with such instrument or regulation.

Members

4. The first members of the Company shall be the subscribers to the Memorandum of Association.
5. The Management Committee at its discretion may admit to membership individuals, corporate bodies, associations, statutory bodies and others which support the objects of the Company and which have paid or agreed to pay the annual subscription to the Company, if any.
6. A corporate body or association which is a member shall appoint a deputy who shall during the continuance of her/his appointment be entitled to exercise in any

General Meeting of the Company all such rights and powers as the member organisation would exercise if it were an individual person. The Company shall require such notification of an organisation's appointed deputy as the Management Committee may from time to time decide.

Register of Members

7. The Company shall keep a Register of Members in which shall be recorded the name and address of every member, the date on which they became a member and the date 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. Every member shall be entitled to receive a copy of the Memorandum & Articles of Association of the Company at no charge.

Cessation of Membership

8. 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.
9. A member shall cease to be a member immediately that s/he or it:
 - (a) ceases to fulfil any of the qualifications for membership as specified by Article 5 or by the Management Committee from time to time; or
 - (b) resigns in writing to the Secretary; or
 - (c) fails to pay the annual subscription (if any) within three months of its becoming due; or
 - (d) is expelled by a Special Resolution carried at a General Meeting in accordance with Article 14(a); or
 - (e) dies, if an individual person; or
 - (f) is wound up or goes into liquidation, if a corporate body or association.

Membership of Community Transport Association

10. The Company shall be and remain a member of Community Transport Association, a registered charity (charity registration number 1002222) and shall abide by the standards of the Association as laid down from time to time for its members. Being a member of the Community Transport Association, the Company shall not amend clause 3 of the Memorandum of Association, nor this article of these Articles of Association without the consent of the Executive Committee for the time being of the Community Transport Association.

General Meetings

11. The Company shall 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, provided that 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. The first Annual General Meeting need not be held in the year of incorporation or in the following year provided that it shall be held within eighteen months of incorporation.
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 the Management Committee;
 - (c) the appointment and the fixing of the remuneration of the Auditor or Auditors, if any;
 - (d) the application of any surplus;
 - (e) the fixing of annual subscriptions, if any;
 - (f) such other business as may have been specified in the notices calling the meeting.
12. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
13. The Management Committee may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten percent of the members of the Company, as provided by section 368 of the Act.
14. 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 decisions to expel members of the Company, and other decisions so required from time to time by statute shall be made by Special Resolution. A Special Resolution is defined as one passed by a majority of not less than three-fourths of members of the Company present and voting at a General Meeting.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of those present and voting.

Notices

15. An Annual General Meetings and an Extraordinary General Meeting called to consider a Special Resolution or a resolution to remove a member of the Management Committee under section 303 of the Act or to remove the Auditor shall be called by at least twenty-one clear days notice. Any other Extraordinary General Meeting shall be called by at least fourteen clear days notice.
16. 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.

17. 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 Resolution, 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 specified.
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.
18. 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

19. Except as provided in Article 20, every member shall have one vote. Votes may only be cast personally by individual members or by the duly appointed deputies of organisations which are members; proxy voting is not permitted.
20. No person other than a member duly registered or the deputy of an organisation which is a duly registered member, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of her/his/its membership, shall be entitled to vote on any question at any General Meeting.
21. No person shall debate or vote on any matter in which s/he has a personal financial or material interest, either directly or indirectly, without the permission of a majority of member present.
22. No business shall be transacted at a General Meeting unless a quorum of members is present. One tenth of the membership or five members, whichever is the greater, shall be a quorum.
23. 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 informed of the date and time of the adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum.

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24. At any General Meeting where the Chairperson is not present within twenty minutes of the time appointed for 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.
 25. 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.
 26. 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.
 27. 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 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 resolutions.
 28. 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.
 29. 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. The demand for a secret ballot may be withdrawn.
 30. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson shall not have a second or casting vote and the resolution shall be deemed to be lost.
 31. Subject to the provisions of the following Article, a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form each signed by one or more members.
 32. A copy of any resolution passed under the preceding Article shall be sent to the Company's Auditors if any who may require that the matter be brought to a General Meeting duly convened, in which case the resolution shall not have effect but shall be brought to such a General Meeting. If the Auditors do not make such a request then the resolution shall have effect seven days after copy of it

was received by the Auditors or immediately if the Auditors inform the Company that they do not require the matter to be brought to a General Meeting.

33. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Management Committee

34. The Company shall have a Management Committee comprising not less than three persons. The first Management Committee of the Company shall be appointed by the subscribers to the Memorandum of Association.
35. New Management Committee members shall be elected individually at the Annual General Meeting. Only individual members of the Company or persons nominated by organisations which are members may stand for election to the Management Committee. The Management Committee may in addition co-opt no more than two other persons, whether or not members of the Company, to serve as full voting members of the Management Committee.
36. A member of the Management Committee shall, subject to Article 41 below, hold office until the next Annual General Meeting following her/his election or co-option. On expiration of the period of office for which s/he was appointed, a member of the Management Committee shall be eligible for re-election or further co-option.
37. The Management Committee may co-opt any member of the Company to fill a vacancy on the Management Committee, whether by virtue of a place becoming vacant or a place not being filled at the Annual General Meeting. Persons co-opted under this article shall serve until the following Annual General Meeting.
38. A member of the Management Committee shall declare an interest in and shall not debate or vote in respect of any contract in which s/he has a direct or indirect personal financial or material interest, whether directly or indirectly.
39. Under no circumstances shall any employee of the Company or any person aged less than eighteen years or any person disqualified by law from serving as a director of a company or as a trustee of a charity be a member of the Management Committee.
40. Any member of the Management Committee may act in a professional capacity for the Company, and s/he or his/her firm shall be entitled to remuneration for professional services rendered, provided that nothing shall authorise a member of the Management Committee or his/her firm to act as Auditor to the Company.
41. The office of member of the Management Committee shall be immediately vacated if s/he:

- (a) resigns her/his office in writing to the Company; or
- (b) ceases to be a member in accordance with Article 9 or is the nominee of an organisation which ceases to be a member; or
- (c) in the opinion of the Management Committee, fails to declare her/his interest in any contract as referred to in Article 38; or
- (d) is absent from three successive meetings of the Management Committee during a continuous period of twelve months without special leave of absence from the Management Committee and they pass a resolution that s/he has by reason of such absence vacated office; or
- (e) becomes bankrupt or of unsound mind; or
- (f) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act; or
- (g) ceases to hold office by reason of any disqualification order made against her/him.

Powers and Duties of the Management Committee

- 42. 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.
- 43. 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.
- 44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies 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 decide.
- 45. 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 thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Proceedings of the Management Committee

- 46. Members of the Management Committee shall elect from amongst their own number honorary officers to include a Chairperson and Treasurer, and may at any time remove or replace such officers. Officers shall serve for one year, after which they shall be eligible for re-appointment provided that no person serves for more than five consecutive years in the same officer post.

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47. The Management Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall not have a second or casting vote but the Management Committee may refer the matter to a General Meeting of the Company.
48. An honorary officer may, and the Secretary on the requisition of two or more members of the Management Committee 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.
49. The quorum necessary for the transaction of the business of the Management Committee shall be three members of the Management Committee.
50. The Management Committee may act notwithstanding 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 of members of the Management Committee to that number, or of summoning a General Meeting of the Company, but for no other purpose.
51. At any meeting of the Management Committee where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the 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.
52. The Management Committee shall cause accurate records to be made, for that purpose, of:
- (a) the name and date of appointment of all persons appointed to office;
 - (b) the names of the members of the Management Committee, officers, 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.
- All such records and minutes shall be open to inspection given reasonable notice by any member of the Company and by any person authorised by the Company in General Meeting.

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53. The Management Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit; any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any terms of reference imposed on it by the Management Committee. All acts and proceedings of such committees shall be fully and promptly reported to the Management Committee.
54. 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 member of the Management Committee 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 member of the Management Committee.
55. A resolution in writing, signed by all the 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 the same form each signed by one or more members of the Management Committee.
56. The Management Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Secretary

57. The Management Committee shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them. No remuneration may be paid to a Secretary who is also a member of the Management Committee.
58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Management Committee and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

59. If the Company should have 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 member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee. Every such application of the Seal shall be minuted.

Accounts

60. 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.

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.

- 61. 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, given reasonable notice, of all members and officers of the Company.
- 62. The Management Committee shall from time to time, in accordance with sections 227 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.
- 63. 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 (if any) 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 240(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

- 64. Unless the Company is eligible for and has decided to implement the small company audit exemptions, 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.
- 65. Auditors or Independent Examiners shall be appointed (as necessary) and their duties regulated in accordance with Act.

Social Audit

- 66. A social audit of the Company's activities may, by resolution of the Company in General Meeting, be undertaken annually in addition to the financial audit required by law. The role of such a social audit would be to attempt to identify the social costs and benefits of the Company's work, and to enable an assessment to be made of the Company's overall performance in relation to its objects more easily than may be made from financial accounts alone.

67. Such a social audit may be drawn up by an independent assessor appointed by the Company in General Meeting, or by the Management Committee who may submit their report for verification or comments to an independent assessor. A social audit may include an assessment of the internal management of the Company, democracy and decision-making, education and training opportunities, or other matters concerning the overall well-being of its members and workers; and an assessment of the Company's activities externally, including its effects on people engaged in similar activities, on users of the services and facilities provided, and on persons residing in areas where the Company is located.

Not for profit status

68. Clause 6 of the Memorandum of Association relating to the not-for-profit nature of the Company shall have effect as if its provisions were repeated in these Articles.

Indemnity

69. Subject to the provisions of section 310 of the Act, in the execution of the objects of the Company no member of the Management Committee or the Secretary, auditor or other officer of the Company shall be liable for any loss to the property of the Company arising by reason of any improper investment made in good faith (so long as s/he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary by reason of any mistake or omission made in good faith by any of the above persons or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the person(s) in question.

Dissolution

70. Clause 9 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.

ARTICLES OF ASSOCIATION : SUBSCRIBER SHEET

NAMES, SIGNATURES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

VALERIE FAITH		
Name	MRS V.F. ROYLE	Address 2 NEWTONS
Signature	<i>V.F. Royle</i>	COMBE RALEIGH
Occupation	SECRETARY	HONITON, DEVON EX14 4TH
FREDERICK		
Name	VICTOR F. BOWEN	Address BISHOPSTOWN COTTAGE
Signature	<i>Victor Bowen</i>	LUPPITT
Occupation	RETIRED	HONITON DEVON EX14 4RT
Name		Address
Signature		
Occupation		
Name		Address
Signature		
Occupation		
Name		Address
Signature		
Occupation		
Name		Address
Signature		
Occupation		
Name		Address
Signature		
Occupation		

DATED THIS 16th DAY OF March 1992 000

Witness to the above signatures:

Name	NAOMI LOTT	Address POUND COTTAGE
Signature	<i>N. Lott</i>	LUPPITT
Occupation	TRANSPORT CO-ORDINATOR	HONITON, DEVON EX14 4TT