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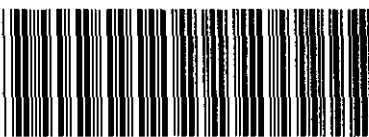
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4421138

The Registrar of Companies for England and Wales hereby certifies that
ST MARTIN'S CENTRE FOR HEALTH AND HEALING

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 19th April 2002



N04421138A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

PEAPOD SOLUTIONS LTD.

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP004

Company Name in full

ST. MARTIN'S CENTRE FOR HEALTH AND HEALING

I,

ANNA RACHEL RODERICK

of

ANTHONY COLLINS SOLICITORS

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.

[†] 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

Anna Roderick.

Declared at

1 Waterloo Street Birmingham

Day Month Year

On

1 8 0 4 2 0 0 2

^{**} Please print name.

before me ^{**}

Ann HALLIDAY

Signed

Ann Roderick.

Date

18.04.2002.

[†] 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.

ANTHONY COLLINS SOLICITORS (Ref SJMS S314 98003)

St Philip's Gate, 5 Waterloo Street, Birmingham

B2 5PG

Tel 0121 212 7461

DX number 13055

DX exchange BIRMINGHAM 1



Form revised June 1998

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

Companies House, Crown Way, Cardiff, 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
Peapod Solutions Ltd.

PEAPOD SOLUTIONS LTD.

Please complete in typescript,
or in bold black capitals.

CHFP004

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

ST. MARTIN'S CENTRE FOR HEALTH AND HEALING

I, ANNA RACHEL RODERICK

of ANTHONY COLLINS SOLICITORS

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] [person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985] † do solemnly and sincerely
declare that the company complies with the requirements of section
30(3) of the Companies Act 1985.

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

Declarant's signature

Anna Roderick

Declared at

1 Waterloo Street Birmingham

Day Month Year

on

18 04 2002

Please print name.

before me #

Ann HALLIDAY

Signed

A Halliday

Date

18.04.2002

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.

ANTHONY COLLINS SOLICITORS (Ref: SJMS S314 98003)

ST PHILIP'S GATE 5 WATERLOO STREET BIRMINGHAM

B2 5PG

Tel 0121 212 7461

DX number 13055

DX exchange BIRMINGHAM 1

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

R
C
D
CA



Please complete in typescript,
or in bold black capitals.

CHFP004

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office****Company Name in full**

ST. MARTIN'S CENTRE FOR HEALTH AND HEALING

Proposed Registered Office

ST. MARTIN IN THE BULL RING

(PO Box numbers only, are not acceptable)

BULL RING

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

Postcode

B5 5BB

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

ANTHONY COLLINS SOLICITORS (Ref SJMS S314 98003)

Address

ST PHILIP'S GATE

5 WATERLOO STREET

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

Postcode

B2 5PG

Number of continuation sheets attached

5

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.

ANTHONY COLLINS SOLICITORS (Ref SJMS S314 98003)

ST PHILIP'S GATE

5 WATERLOO STREET

BIRMINGHAM B2 5PG

DX number 13055

DX exchange

BIRMINGHAM 1

Re
Co
D2
C2A12
COMPANIES HOUSE0635
19/04/02Form revised July 1998
10

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
Peapod Solutions Ltd.

Company Secretary (see notes 1-5)

Company name

ST. MARTIN'S CENTRE FOR HEALTH AND HEALING

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

BRIAN

Surname

FOSTER

Previous forename(s)

NONE

Previous surname(s)

NONE

Address

WHITE OAKS

Usual residential address

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

GRAVELLY LANE

Post town

SHEFFIELD WALSLEY

County / Region

WEST MIDLANDS

Postcode

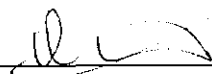
WS9 9HX

Country

ENGLAND

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

Consent signature



Date

1/2/2002

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

LEONARD

Surname

COX

Previous forename(s)

NONE

Previous surname(s)

NONE

Address

19 ASHFERN DRIVE

Usual residential address

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

WALMLEY

Post town

SUTTON COLDFIELD

County / Region

WEST MIDLANDS

Postcode

B76 1JD

Country

UNITED KINGDOM

Day Month Year

Date of birth

03 06 1947

Nationality

BRITISH

Business occupation

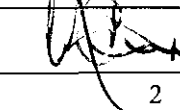
FINANCE & DEVELOPMENT OFFICER

Other directorships

NONE

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

Consent signature



Date

10 Jan 2002

Company Secretary (see notes 1-5)**Form 10 Continuation sheet**

Company name

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

REVD

*Honours etc

* Voluntary details

Forename(s)

IAIN

Surname

GOW

Previous forename(s)

NONE

Previous surname(s)

NONE

Address**Usual residential address**

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

59 FEATHERSTONE ROAD

KINGS HEATH

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

Postcode

B14 6RD

Country

UNITED KINGDOM

Date of birth

Day Month Year

0 | 8 | 0 | 4 | 1 | 9 | 6 | 0

Nationality

SOUTH AFRICAN

Business occupation

CLERIC IN HOLY ORDERS

Other directorships

ST. MARTIN'S CENTRE

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

Consent signature**Date**

7/02/02

Company Secretary (see notes 1-5)

Company name

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

MR

*Honours etc

* Voluntary details

Forename(s)

BRIAN

Surname

FOSTER

Previous forename(s)

None

Previous surname(s)

None

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

1/2

98

1/9/31

Nationality

ENGLISH

Business occupation

ACCOUNTANT & TAX CONSULTANT

Other directorships

BIRMINGHAM STAGE SCHOOL LTD
DISNEY DEVELOPMENTS LTD

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

Consent signature

Date

9/3/02

Company Secretary (see notes 1-5)

Company name

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

MS

*Honours etc

* Voluntary details

Forename(s)

JACKIE

Surname

GRAHAM

Previous forename(s)

NONE

Previous surname(s)

EVANS

Address

Usual residential address

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

Post town

OLDBURY

County / Region

WEST MIDLANDS

Postcode

B69 4RB

Country

UNITED KINGDOM

Day Month Year

Date of birth

1 9 02 1 9 5 9

Nationality

BRITISH

Business occupation

RESETTLEMENT CO-ORDINATOR

Other directorships

N/A

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

Consent signature

Date

2/3/02

Company Secretary (see notes 1-5)

Company name

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

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MRS

*Honours etc

Date

* Voluntary details

Forename(s)

LINDA

Surname

GOW

Previous forename(s)

NONE

Previous surname(s)

PREBBLE

Address**Usual residential address**

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

Post town

County / Region

Postcode

Country

59 FEATHERSTONE ROAD

KINGS HEATH

BIRMINGHAM

WEST MIDLANDS

B14 6RD

UNITED KINGDOM

Day Month Year

Date of birth

14 10 1958

Nationality

NEW ZEALAND

Business occupation

CONSULTANT CLINICAL PSYCHOLOGIST

Other directorships

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

Consent signature

Date

7/02/02

Company name

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

MS

*Honours etc

* Voluntary details

Forename(s)

JUDITH MARGARET

Surname

GREENWOOD

Previous forename(s)

NONE

Previous surname(s)

WESTWOOD

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

67 TRAFALGAR ROAD

MOSELEY

BIRMINGHAM

WEST MIDLANDS

B13 8BL

UNITED KINGDOM

Day Month Year

Date of birth

01 / 10 / 1953

Nationality

BRITISH

Business occupation

n/a NONE

Other directorships

n/a

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

Consent signature

Date

1/2/02

Peapod Solutions Ltd.

Company Secretary (see notes 1-5)

Company name

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

Directors (see notes 1-5)

Please list directors in alphabetical order

Consent signature

Date

NAME *Style / Title

DOCTOR

*Honours etc

* Voluntary details

Forename(s)

QUEENIE

Surname

HARRIS

Previous forename(s)

QUEENIE

Previous surname(s)

SAMUEL

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

152 NEWTOWN ROAD

GREAT BARR

BIRMINGHAM

WEST MIDLANDS

B43 6BU

UNITED KINGDOM

Day Month Year

Date of birth

01 08 1936

Nationality

BRITISH

Business occupation

NONE

Other directorships

NONE

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

Consent signature

Date

9.1.02

Company name

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

REVD

*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

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company Secretary (see notes 1-5)

Company name

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

CANON

*Honours etc

* Voluntary details

Forename(s)

FRANK

Surname

LONGBOTTOM

Previous forename(s)

NONE

Previous surname(s)

NONE

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

46 SUNNYBANK ROAD

SUTTON COLDFIELD

~~BIRMINGHAM~~

WEST MIDLANDS

B73 5RE

UNITED KINGDOM

Day Month Year

Date of birth

09 05 1941

Nationality

BRITISH

Business occupation

Minister of Religion

Other directorships

NONE

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

Consent signature

Date

22-02-02

Company name

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

MISS

*Honours etc

* Voluntary details

Forename(s)

CHRISTINE MARGARET

Surname

MARSHALL

Previous forename(s)

NONE

Previous surname(s)

NONE

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

73 WOODBOURNE

AUGUSTUS ROAD, EDGBASTON

BIRMINGHAM

WEST MIDLANDS

B15 3PJ

UNITED KINGDOM

Day Month Year

Date of birth

2 | 8 | 1 | 2 | 1 | 1 | 2 | 4

Nationality

English

Business occupation

Retired

Other directorships

NONE

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

Consent signature

Date

05/02/02

Company Secretary (see notes 1-5)

Company name

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

Directors (see notes 1-5)

Please list directors in alphabetical order

Consent signature

Date

NAME *Style / Title

THE VERY REVD

*Honours etc

* Voluntary details

Forename(s)

GORDON

Surname

MURSELL

Previous forename(s)

NONE

Previous surname(s)

NONE

Address**Usual residential address**

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

Post town

County / Region

Postcode

Country

103A SELLY PARK ROAD

SELLY OAK

BIRMINGHAM

WEST MIDLANDS

B29 7LH

UNITED KINGDOM

Day Month Year

Date of birth

014 015 1949

Nationality

UK

Business occupation

Minister of Religion

Other directorships

NONE

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

Consent signature

Date

07-02-02

030466

4421138

042138

*St. Martin's Centre for Health and Healing
Memorandum and Articles of Association*

MEMORANDUM OF ASSOCIATION ST MARTIN'S CENTRE FOR HEALTH AND HEALING

1 NAME

The name of the Company is St Martin's Centre for Health and Healing.

2 REGISTERED OFFICE

The Registered Office of the Company will be situated in England.

3 OBJECTS

3.1 The Company's objects are:

3.1.1 to promote for the benefit of the public good physical, mental, spiritual and emotional health in accordance with Christian principles;

3.1.2 to relieve poverty; and

3.1.3 to promote any other charitable purpose connected with the purposes set out in clauses 3.1.1. and 3.1.2.

3.2 The Company must apply its income and may apply its capital in fulfilment of the Objects.

4 POWERS

The Company may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Memorandum in order to further the Objects (but not otherwise) and in particular it has powers:

Staff and Volunteers

4.1 subject to Clause 5 to employ staff or engage consultants and advisers on such reasonable terms as the Board thinks fit, to provide pensions and benefits to staff, their relatives and dependants;

- 4.2 to recruit and manage volunteers;

Property

- 4.3 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests) on such reasonable terms as the Board decides;
- 4.4 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property;
- 4.5 to sell, lease, mortgage, exchange, dispose of or otherwise deal with property (subject to the restrictions in the Charities Act 1993);
- 4.6 to provide office and workshop accommodation for any other charity whose objects are wholly or partly similar to the Objects on such terms as the Board decide (including rent free or at nominal or non-commercial rents);

Borrowing

- 4.7 to borrow and give security for loans including the issue of debentures over the assets of the Company;

Grants and Loans

- 4.8 to make grants, donations and loans, to give guarantees and to give security for those guarantees (subject to the restrictions in the Charities Act 1993);

Raising funds

- 4.9 to raise funds and to invite and receive contributions but in raising funds the Company may not carry on any substantial or permanent trade or business for the principal purpose of raising funds;
- 4.10 to trade in the course of carrying out the Objects and to make reasonable charges for services;

Publicity

- 4.11 to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Company and other charities operating in similar fields;

Research

- 4.12 to promote or carry out research and publish the useful results of it;

Contracts

- 4.13 to co-operate with, act as agents for and enter into contracts with any person;

Bank or building society accounts

- 4.14 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Company;

Investments

- 4.15 to invest the money of the Company in any investments, shares, securities or property (real or personal) of any nature (including investments involving liability and those not producing income) in any location that the Board decides;

- 4.16 to delegate to an investment manager power at his discretion to buy and sell investments for the Company in accordance with the investment policy laid down by the Board but only on the basis:-

- 4.16.1 that the investment manager is a person who the Board is satisfied after inquiry is a proper and competent person to act in that capacity and who is either:-

- .1 an individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986; or
- .2 a company or firm of repute which is an authorised or exempted person within the meaning of the Financial Services Act 1986 otherwise than by virtue of Section 45(1)(j);

- 4.16.2 that the Board:-

- .1 informs the investment manager in writing of the extent of the Company's investment powers;
- .2 lays down a detailed investment policy for the Company and immediately informs the investment manager in writing of it and of any changes to it;

- .3 ensures that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
- .4 ensures that it is kept informed of, and reviews on a regular basis, the performance of its investment portfolio managed by the investment manager and the exercise by him of his delegated authority;
- .5 takes all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
- .6 reviews the appointment at such intervals not exceeding 24 months as it thinks fit; and
- .7 pays such reasonable and proper remuneration to the investment manager including commission, fees and/or expenses earned by the investment manager but only to the extent that they are disclosed to the Board and agrees such proper terms as to notice and other matters as the Board decides and as are consistent with the terms of this clause;

4.16.3 that the agreement with the investment manager:-

- .1 requires the investment manager to comply with the terms of his delegated authority;
- .2 requires the investment manager not to do anything which the Company does not have the power to do;
- .3 allows the Board with reasonable notice to revoke the delegation or vary any of its terms in a way which is consistent with the terms contained in this Clause; and
- .4 allows the Board to give directions to the investment manager as to the manner in which he is to report to it all sales and purchases of investments made on its behalf.

- 4.17 to make such arrangements as the Board think fit for any investments of the Company or income from those investments to be held by a corporate body which is incorporated in England and Wales (or which has established a branch or a place of business in England or Wales) as the Company's nominee and to pay reasonable and proper remuneration to that corporate body;

Insurance

- 4.18 to insure the assets of the Company to such amount and on such terms as the Board decides and to use any insurance money received in any manner the Board decides (without necessarily having to restore the asset);
- 4.19 to insure and to indemnify its employees and voluntary workers from and against all risks incurred in the proper performance of their duties;
- 4.20 to take out insurance to protect the Company and those who use premises owned by or let or hired to the Company;
- 4.21 to pay premiums for indemnity insurance to cover the liability of the Directors and officers of the Company who are not Directors for negligence, default, breach of duty or breach of trust in relation to the Company but this insurance may not extend to:
 - 4.21.1 any claim arising from any act or omission which the Director or officer knew was a breach of duty or breach of trust or which was committed by a Director or officer in reckless disregard of whether it was a breach of duty or breach of trust or not; or
 - 4.21.2 the costs of an unsuccessful defence to a criminal prosecution brought against a Director or officer in his capacity as a Director or officer of the Company;

Other charities

- 4.22 to establish, promote, assist or support (financially or otherwise) any charitable trusts, companies, industrial and provident societies, associations or institutions formed for any of the Objects or to carry on any other relevant charitable purposes;
- 4.23 to co-operate or join with any charity, voluntary body or statutory authority in furthering the Objects or allied charitable purposes and to exchange information, advice and undertake joint activities with them;
- 4.24 to amalgamate with any charity which has objects similar to the Objects;
- 4.25 to undertake and execute any charitable trusts;

Affiliation

- 4.26 to affiliate, register, subscribe to or join any relevant organisation;

Reserves

- 4.27 to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure;

Formation expenses

- 4.28 to pay the costs of forming the Company and complying with all relevant registration requirements; and

General

- 4.29 to do anything else within the law which promotes or helps to promote the Objects.

5 APPLICATION OF FUNDS

5.1 General

The income and property of the Company must be applied solely towards promoting the Objects and (except to the extent authorised by this Clause 5):

- 5.1.1 no part may be paid or transferred directly or indirectly by dividend bonus or profit to a Company Member; and
- 5.1.2 a Director may not directly or indirectly receive any payment of money or benefit from the Company.

5.2 Benefits to Company Members

For the avoidance of doubt nothing in Clause 5.1 is to prevent the following payments to Company Members:

Rent

- 5.2.1 payment of reasonable and proper rent for premises let to the Company by a Company Member;

Interest on organisation's loans

- 5.2.2 payment of reasonable and proper interest on money lent by any Company Member (or other person with the right to appoint Company Members);

Supply of Goods or Services

- 5.2.3 reasonable payments to a Company Member (or other person with the right to appoint Company Members) in return for goods and/or services supplied to the Company pursuant to a contract; and

Benefits to Company Members

- 5.2.4 the grant of a benefit to a Company Member who is a Beneficiary in furtherance of the Objects.

5.3 Benefits to Directors

The Company may make the following payments or grant the following benefits to Directors:-

Out of pocket expenses

- 5.3.1 the reimbursement of reasonable and proper out-of-pocket expenses (including travel and child care costs) actually incurred in enabling them to carry out their duties as Directors;

Indemnity

- 5.3.2 an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings);
- 5.3.3 the benefit of indemnity insurance under Clause 4.21;

Fees to companies in which Directors have negligible interests

- 5.3.4 a payment to a company in which a Director has no more than a 1% shareholding;

Interest and Rent

- 5.3.5 payment of reasonable and proper interest on money lent by any Director to the Company;
- 5.3.6 a reasonable rent or hiring fee for property let or hired by any Director to the Company;

Professional Fees

- 5.3.7 the usual professional charges for business done by any Director who is a solicitor, accountant or other professional or by his firm when instructed by the Company to act in a professional capacity on its behalf provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his appointment or remuneration or that of his partner is under discussion;
- 5.3.8 a payment or other material benefit to a Director (or any firm or company of which a Director is a member or employee) pursuant to a contract with the Company to supply goods and services (including a contract of employment) but only if:-
- .1 the goods or services are actually required by the Company;
 - .2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 20.4; and
 - .3 no more than one half of the Directors are subject to such a contract in any financial year.

Beneficiaries

- 5.3.9 benefits provided in furtherance of the Objects to Directors who are Beneficiaries where those benefits are no different from benefits which are provided to other Beneficiaries; and

Exceptional circumstances

- 5.3.10 other payments or benefits (approved in writing in advance by the Commission) in exceptional cases.

5.4 Amendments

This Clause may not be amended without the prior written consent of the Commission.

6 LIMIT OF LIABILITY

The liability of the members is limited.

7 GUARANTEE

Every Company Member promises, if the Company is wound up whilst he is a Company Member, or within one year after ceasing to be a Company Member, to contribute such amount as is required up to a maximum of £1 towards the costs of winding up the Company and liabilities incurred whilst the contributor was a Company Member.

8 WINDING UP

8.1 If the Company is wound up any property remaining after all its debts and liabilities have been satisfied must be applied to another charitable organisation which has objects similar to the Objects.

8.2 The charitable organisation to which the Company's property is transferred under Clause 8.1 is:

8.2.1 to be nominated by the Company Members at or before the time of dissolution; or

8.2.2 in default of any nomination under Clause 8.2.1 to be selected by the Commission.

8.3 Subject to Clauses 8.1 and 8.2 any property remaining must be used for other charitable purposes similar to the Objects.

9 INTERPRETATION

9.1 Article 1 of the Articles is to apply to the Memorandum in the same way that it applies to the Articles.

We, the subscribers to this Memorandum of Association, wish to be joined into a company,
in pursuance of this Memorandum.

**Names and Addresses
of subscribers**

Category

Signed

Leonard Cox
19 Ashfern Drive
Walmley
Sutton Coldfield
West Midlands
~~B73 5RE~~ B16 1JD

Church Company Member



Valerie Dickens
3 Sandy Croft
Kings Heath
BIRMINGHAM
B13 0EP

Co-opted Company Member



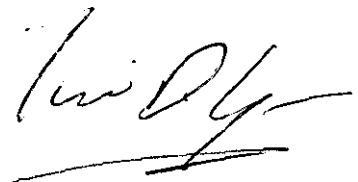
Brian Foster
WHITE OAKS
GRANVILE LANE
STENHAM
WEST MIDLANDS
W39 7HX

Co-opted Company Member



Iain Gow
59 Featherstone Road
Kings Heath
BIRMINGHAM
B14 6DB

Church Company Member

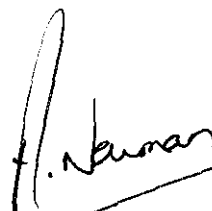


Linda Gow
59 Featherstone Road
Kings Heath
BIRMINGHAM
B14 6DB

Church Company Member



Witnessed by Revd Canon Adrian Newman
37 Barlows Road
Birmingham B15 2PN



Witnessed by Revd Canon Adrian Newman
37 Barlow Road
Edgbaston, Birmingham B15 2PN

A. Newman

St. Martin's Centre for Health and Healing
Memorandum and Articles of Association

Jackie Graham
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Co-opted Company Member

J. Cohen

Judith Greenwood
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Moseley
BIRMINGHAM
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Co-opted Company Member

J. Greenwood

Queenie Harris
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Great Barr
BIRMINGHAM
B43 6BU

Church Company Member

Q. Harris

Frank Longbottom
46 Sunnybank Road
Sutton Coldfield
West Midlands
B73 5RE

Co-opted Company Member

F. Longbottom

Timothy Marks

Co-opted Company Member

T. Marks

8 Arundell Rd.
Wotton Super Mare
BS23 2QQ

Christine Marshall
73 Woodbourne
Augustus Road
Edgbaston
Birmingham B15 3PJ

Church Company Member

C. Marshall

Gordon Mursell
103a Selly Park Road
Selly Oak
Birmingham
B29 7LH

Co-opted Company Member

G. Mursell

Dated

1 March 2002

ARTICLES OF ASSOCIATION ST. MARTINS CENTRE FOR HEALTH AND HEALING

PART A. INTRODUCTION

1 INTERPRETATION

1.1 In these Articles:

"the Act"	means the Companies Act 1985
"AGM"	means an annual general meeting of the Company
"the Articles"	means these Articles of Association of the Company
"Beneficiary"	means a person to whom the Company may grant benefits in the furtherance of the Objects
"the Board"	means the board of Directors of the Company and (where appropriate) includes a Committee and the Directors acting by written resolution
"Board Meeting"	means a meeting of the Board
"Chair"	means (subject to the context) either the person elected as chair of the Company under Article 25 or where the Chair of the Company is not present or has not taken the chair at a meeting means the person who is chairing a Board Meeting or General Meeting at the time
"the Church"	means the parish church of St Martin's in the Bull Ring

"Church Company Member"	means a person appointed as a Company Member under Article 3
"Church Director"	means a Director who is a Church Company Member
"clear days"	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Commission"	means the Charity Commission for England and Wales
"Committee"	means a Committee of the Board exercising powers delegated to it by the Board
"the Company"	means the charitable company intended to be regulated by the Articles
"Companies House"	means the office of the Registrar of Companies
"Company Member"	means a member for the time being of the Company
"Co-opted Company Member"	means a person co-opted as a Co-opted Company Member under Article 4
"Co-opted Director"	means a Director who is a Co-opted Company Member
"Director"	means any director of the Company
"EGM"	means an extraordinary general meeting of the Company
"General Meeting"	means an AGM or an EGM
"including"	means "including without limitation" and "include" and "includes" are to be construed accordingly

"the Memorandum"	means the Memorandum of Association of the Company
"the Objects"	means the objects of the Company set out in Clause 3 of the Memorandum
"Observers"	means those persons (other than Directors) present under Article 27 at a Board Meeting
"PCC"	means the Parochial Church Council of the Church for the time being
"Rector"	means the person appointed as Rector of the Church for the time being
"Registered Office"	means the registered office of the Company
"Secretary"	means the secretary of the Company including a joint assistant or deputy secretary
"Task Group"	means a body established by the Board to make recommendations to the Board but without decision-making powers
"United Kingdom"	means Great Britain and Northern Ireland
"Vice Chair"	means a person elected as a Vice Chair of the Company under Article 25.

1.2 In the Articles:

- 1.2.1 terms defined in the Act are to have the same meaning;
- 1.2.2 references to the singular include the plural and vice versa and to the masculine include the feminine and neuter and vice versa;
- 1.2.3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;
- 1.2.4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;

- 1.2.5 references to Clauses are to clauses of the Memorandum and to Articles are to those within the Articles;
 - 1.2.6 the index and headings are not to affect their interpretation; and
 - 1.2.7 terms defined in the Memorandum have the same meaning in the Articles and vice versa.
- 1.3 None of the Tables A to F in the Companies (Tables A to F) Regulations 1985 apply to the Company.

PART B. COMPANY MEMBERSHIP

2 MEMBERS

2.1 The Company Members are:-

2.1.1 the subscribers to the Memorandum; and

2.1.2 others admitted to membership of the Company under the Articles.

2.2 A person may not be admitted as a Company Member:-

2.2.1 unless he has signed a written application to become a Company Member in such form as the Board requires;

2.2.2 unless he is aged 18 or over; and

2.2.3 if he would immediately cease to be a Company Member or Director under the Articles.

2.3 Unless the Board determine otherwise, membership of the Company will comprise:

2.3.1 five Church Company Members; and

2.3.2 up to ten Co-opted Company Members.

2.4 Since each Company Member is also to be a Director and the Board recognises the need to have a range of skills represented amongst the Directors, the Board will, wherever possible, seek to ensure that Company Members who will become Directors will be in sympathy with the ministry of the Church - pastoral, evangelistic, social and ecumenical and will add to the skills of the Board as a whole, particularly in the following areas:-

2.4.1 the social ministry of the Church;

2.4.2 the pastoral ministry of the Church;

2.4.3 the wider ministry of the Church;

2.4.4 commerce and finance;

2.4.5 community relations and needs, including equal opportunities;

- 2.4.6 education and training; and
- 2.4.7 public relations.
- 2.5 Company membership is personal and not transferable.
- 2.6 The status of a Company Member as a Church Company Member or a Co-opted Company Member must be stated in the Company's register of Members.

3 CHURCH COMPANY MEMBERS

- 3.1 Subject to Article 2, the PCC may appoint five persons as Church Company Members, all of whom must be on the electoral roll of the church or be members of the clergy of the Church, and of whom:-
 - 3.1.1 one must be the Assistant Rector or Team Vicar of the Church or his nominated representative; and
 - 3.1.2 one must be the operations director of the Church or such equivalent postholder as the PCC may from time to time determine.
- 3.2 Subject to Article 3.1, the PCC may remove any or all of the Church Company Members at any time.
- 3.3 Subject to Articles 2 and 3.1, the PCC may appoint a person as a Church Company Member either in substitution for a Church Company Member it has removed under Article 3.2 or to fill a casual vacancy amongst the Church Company Members.
- 3.4 Subject to Articles 2 and 3.1, the appointment or removal of a Church Company Member under this Article is to be pursuant to a resolution of the PCC and is to take effect when the PCC delivers written notice of appointment or removal addressed to the Secretary to:-
 - 3.4.1 the Registered Office;
 - 3.4.2 a Board Meeting; or
 - 3.4.3 the Secretary in person.

4 CO-OPTED COMPANY MEMBERS

- 4.1 Subject to Article 2, the Board may admit up to ten persons as Co-opted Company Members.
- 4.2 Since Co-opted Company Members are also appointed as Co-opted Directors under Article 17.4.2, in selecting Co-opted Company Members the Board must (to the extent that the Board consider it practicable to do so):-
 - 4.2.1 consider appointing persons who have an association with the work of the Company; and
 - 4.2.2 take into account the need for Co-opted Company Members (who become Co-opted Directors) to contribute to the skills mix and balance of the Board as a whole and in particular the need for skills in the areas of health and commerce.
- 4.3 Co-opted Company Members are to continue as Co-opted Company Members for a fixed period of two years from the date of their admission to membership.
- 4.4 The Board may either:-
 - 4.4.1 before the date on which a person ceases to be a Co-opted Company Member extend the term throughout which he is to continue to be a Co-opted Company Member for a further period of two years; or
 - 4.4.2 after the date on which a person ceases to be a Co-opted Company Member re-admit him as a Co-opted Company Member for a further fixed period of two years.

5 TERMINATION OF COMPANY MEMBERSHIP

- 5.1 A person will cease to be a Company Member:-
 - 5.1.1 on giving written notice of resignation to the Secretary; or
 - 5.1.2 if he ceases to be a Director under Article 19; or
 - 5.1.3 if being a Church Company Member he is removed by the PCC; (subject to Articles 3.1.1 and 3.1.2) or
 - 5.1.4 if being a Co-opted Company Member he comes to the end of his period

of membership and his membership is not extended or renewed for a further term.

PART C. GENERAL MEETINGS

6 ANNUAL GENERAL MEETINGS

- 6.1 The Company must hold an AGM each year unless it passes an elective resolution to dispense with this requirement.
- 6.2 There must be no more than fifteen months between one AGM and the next.
- 6.3 The AGM is to be held at such time and place as the Board decides.
- 6.4 The business of the AGM is:-
 - 6.4.1 to receive the annual Directors' report;
 - 6.4.2 to consider the accounts and the auditors report;
 - 6.4.3 to appoint the auditor (if necessary); and
 - 6.4.4 to transact any other business specified in the notice convening the meeting.

7 EXTRAORDINARY GENERAL MEETINGS

- 7.1 A General Meeting other than an AGM is called an EGM.
- 7.2 An EGM is to be called by the Board.
- 7.3 If there are insufficient Directors available to form a quorum at a Board Meeting to call an EGM it may be called in the same way as a Board Meeting.
- 7.4 On receiving a requisition from at least one tenth of the Company Members under Section 368 of the Act the Board must immediately convene an EGM.

8 NOTICE OF GENERAL MEETINGS

- 8.1 An AGM and an EGM called to pass a special resolution must be called by at least twenty one clear days' notice.
- 8.2 Any other EGM must be called by at least fourteen clear days' notice.
- 8.3 A General Meeting may be called by shorter notice if this is agreed:

- 8.3.1 for an AGM by all of the Company Members entitled to attend and vote;
and
- 8.3.2 for an EGM by a majority in number of the Company Members who may attend and vote and who together hold 95% or more of the total voting rights of all of the Company Members at the EGM.
- 8.4 The notice must specify:-
 - 8.4.1 the time, date and place of the General Meeting;
 - 8.4.2 the general nature of the business to be transacted; and,
 - 8.4.3 in the case of an AGM, that it is the AGM.
- 8.5 Subject to the Act no business may be transacted at a General Meeting except that specified in the notice convening the meeting.
- 8.6 Notice of a General Meeting must be given to all of the Company Members, the Directors and the Company's auditors (if any).
- 8.7 [Notice of a General Meeting must be posted in the Church.
- 8.8 All persons listed on the electoral roll of the Church shall have the right to attend each General Meeting].
- 8.9 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

9 QUORUM

- 9.1 No business may be transacted at a General Meeting unless a quorum is present.
- 9.2 The quorum for General Meetings is one-half of the number of Company Members for the time being.
- 9.3 A Company Member may be part of the quorum at a General Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 9.4 If a quorum is not present within fifteen minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Board decides. If at the adjourned

General Meeting there are insufficient members present within fifteen minutes from the time of the adjourned General Meeting to constitute a quorum then those Company Members who are present (provided that they number at least three) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

- 9.5 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Company Members.

10 CHAIR AT GENERAL MEETINGS

- 10.1 The Chair is to chair General Meetings.
- 10.2 If the Chair is not present within fifteen minutes from the time of the General Meeting or is unwilling to act then the Vice-Chair must chair the General Meeting.
- 10.3 If neither the Chair nor the Vice Chair is present and willing to act within fifteen minutes from the time of the General Meeting, the Company Members present must choose one of their number to chair the General Meeting.

11 ADJOURNMENT OF GENERAL MEETINGS

- 11.1 The Chair may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.
- 11.2 The Chair may adjourn a General Meeting if it appears to the Chair that:-
- 11.2.1 more people wish to attend the meeting than was reasonably to be expected and the room is too small;
 - 11.2.2 unruly conduct is likely to prevent the orderly holding of the meeting; or
 - 11.2.3 for any other reason an adjournment is necessary for the business of the meeting to be properly conducted.
- 11.3 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
- 11.4 It is not necessary to give notice of a General Meeting which is adjourned under Article 11.1 or 11.2 unless it is adjourned for thirty days or more in which case seven clear days' notice must be given.

- 11.5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

12 VOTING AT GENERAL MEETINGS

- 12.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded.
- 12.2 Each Company Member present in person or by proxy has one vote both on a show of hands and a ballot.
- 12.3 If there is an equality of votes on a show of hands or a ballot the Chair is entitled to a second or casting vote.
- 12.4 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chair whose decision is final.
- 12.5 A declaration by the Chair that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

13 BALLOTS

- 13.1 A ballot may be demanded by the Chair or any two Company Members before or on the declaration of the result of a show of hands.
- 13.2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 13.3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
- 13.4 A ballot is to be taken as the Chair directs. The Chair may appoint scrutineers (who need not be Company Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 13.5 A ballot on the election of a chair or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chair directs.

- 13.6 At least seven clear days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

14 PROXIES

- 14.1 A Company Member may appoint a proxy in writing. A proxy need not be a Company Member. The Board may from time to time prescribe a form to appoint a proxy by standing orders made under Article 36. A proxy may not appoint another proxy.
- 14.2 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 14.3 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least twenty four hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.
- 14.4 No document appointing a proxy will be valid for more than twelve months.
- 14.5 A vote given or ballot demanded by proxy or by the duly authorised representative of an organisation which is a Company Member is to be valid despite:-
- 14.5.1 the revocation of the proxy or authorisation; or
 - 14.5.2 the death or insanity of the principal unless written notice of the death, insanity or revocation is received at the Registered Office before the start of the General Meeting or adjourned General Meeting at which the proxy is used.
- 14.6 A proxy form will not be valid for any part of a General Meeting at which the Company Member who appointed the proxy is present.

15 COMPANY MEMBERS' WRITTEN RESOLUTIONS

- 15.1 Subject to the Act, a written resolution signed by all of the Company Members entitled to attend and vote at a General Meeting (provided those Company Members would constitute a quorum at a General Meeting) is as valid as if it had been passed at a General Meeting.

- 15.2 A resolution under Article 15.1 may consist of several documents in similar form each signed by one or more Company Members.

PART D. DIRECTORS

16 APPOINTMENT OF DIRECTORS

- 16.1 The number of Directors must always be the same as the number of Company Members.

17 COMPOSITION OF THE BOARD

- 17.1 The first Directors are those named in the statement delivered to the Registrar of Companies under Section 10(2) of the Act.
- 17.2 The appointment of a Director is not to take effect until he has signed the prescribed Companies House form. The appointment of any person as a Director who has not done so within two months of appointment is to lapse unless the Board resolves that there is good cause for the delay.
- 17.3 No person may be a Director:
- 17.3.1 unless he is a Company Member; or
- 17.3.2 if he would immediately cease to hold office under Article 19.
- 17.4 Subject to Articles 17.2 and 17.3, each of the Company Members is to be a Director such that:-
- 17.4.1 every Church Company Member is to be a Church Director; and
- 17.4.2 every Co-opted Company Member is to be a Co-opted Director.
- 17.5 The status of each Director must be stated in the Company's register of Directors.
- 17.6 Since each Company Member is also to be a Director and the Board recognises the need to have a range of skills represented amongst the Directors, the Board will, wherever possible, seek to ensure that Company Members who will become Directors will add to the skills of the Board as a whole.

18 OBLIGATIONS OF DIRECTORS

- 18.1 The Board must set out the obligations of every Director to the Board and to the Company in writing. The Board must review and may amend the statement of Directors' obligations from time to time.

18.2 The statement of the obligations of the Directors to the Company must include:-

18.2.1 a commitment to its values, and objectives (including equal opportunities);

18.2.2 an obligation to contribute to and share responsibility for the Board's decisions;

18.2.3 an obligation to read Board papers and to attend meetings, training sessions and other relevant events;

18.2.4 an obligation to declare relevant interests;

18.2.5 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Board; and

18.2.6 a reference to their obligations under the general law.

18.3 A Director must sign and deliver to the Board a statement confirming he will meet his obligations to the Board and to the Company within one month of his appointment.

19 RETIREMENT AND REMOVAL OF DIRECTORS

19.1 A Director will cease to hold office if he:-

19.1.1 dies;

19.1.2 ceases to be a Director under the Act or is prohibited by law from being a Director;

19.1.3 is disqualified from acting as a charity trustee under the Charities Act 1993;

19.1.4 becomes incapable of managing and administering his own affairs because of mental disorder illness or injury;

19.1.5 is declared bankrupt or makes any arrangement or composition with his creditors;

19.1.6 is convicted of any offence which is likely to bring the Company into disrepute and the Board resolves (by a 75% majority of the Directors

present and voting) that he should be removed;

19.1.7 is in the opinion of the Board guilty of conduct detrimental to the interests of the Company and the Board resolves by a 75% majority of the Directors present and voting that he should be removed provided that the Director concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Director;

19.1.8 resigns by written notice to the Secretary;

19.1.9 is absent from Board Meetings for more than three consecutive meetings and the Board resolves (by a 75% majority of the Directors present and voting) that he should cease to be a Director;

19.1.10 fails to sign a statement of his obligations under Article 18 within two months of his election or appointment and the Board resolves that he be removed; or

19.1.11 ceases to be a Company Member.

20 DIRECTORS' INTERESTS

20.1 A Director who has a direct or indirect interest in any contract, proposed contract, arrangement or dealing with the Company must declare his interest under section 317 of the Act before the matter is discussed by the Board.

20.2 Every Director must ensure that at all times the Secretary has a list of:-

20.2.1 any other body of which he is a director or officer;

20.2.2 any firm in which he is a partner;

20.2.3 any public body of which he is an official or elected member;

20.2.4 any company whose shares are publicly quoted in which he owns or controls more than 2% of the shares;

20.2.5 any company whose shares are not publicly quoted in which he owns or controls more than 10% of the shares; or

20.2.6 any other interest which is significant or material.

20.3 A decision of the Board will not be invalid because of the subsequent discovery of an interest which should have been declared.

20.4 Personal Interests

20.4.1 A Director has a personal interest in a matter which is to be discussed or determined by the Board if he will be directly affected by the decision of the Board in relation to that matter.

20.4.2 Subject to Articles 20.4.3, a Director who has a personal interest in a matter which is to be discussed or determined by the Board:-

- .1 may not count towards the quorum in relation to that matter;
- .2 may not take part in the discussion in relation to that matter;
- .3 may not vote in relation to that matter; and
- .4 must leave the Board Meeting at which the matter is discussed and determined.

20.4.3 Notwithstanding Article 20.4.2, a Director who is a Beneficiary may in relation to a matter which is to be discussed or determined by the Board and which affects the Director as a Beneficiary and a substantial number of other Beneficiaries in an identical manner:-

- .1 count towards the quorum in relation to that matter;
- .2 take part in the discussion in relation to that matter;
- .3 remain in the Board Meeting at which the matter is discussed and determined; and
- .4 vote in relation to that matter.

20.5 Non-Personal Interests

20.5.1 A Director who has an interest in a matter which is to be discussed or determined by the Board but which is not a personal interest may, subject to his fulfilling his duty to act in the best interests of the Company and to the right of the remaining Directors to require that he should withdraw from the Board Meeting at which the matter is to be discussed or determined:-

- .1 count towards the quorum in relation to that matter;

- .2 take part in the discussion in relation to that matter;
 - .3 remain in the Board Meeting at which the matter is to be discussed or determined; and
 - .4 vote in relation to that matter.
- 20.6 A Director is not to be regarded for the purposes of this Article 20 as having a non-personal interest in any matter if his interest in that matter arises solely because he is a Director or an officer of any body the accounts of which are consolidated with the Company's accounts but he must nonetheless declare his interest in accordance with Article 20.1.

PART E. BOARD MEETINGS

21 FUNCTIONS OF THE BOARD

- 21.1 The Board must direct the Company's affairs in such a way as to promote the Objects. Its functions include:
- 21.1.1 defining and ensuring compliance with the values and objectives of the Company;
 - 21.1.2 establishing policies and plans to achieve those objectives;
 - 21.1.3 approving each year's budget and accounts before publication;
 - 21.1.4 establishing and overseeing a framework of delegation of its powers to Committees and employees under Article 26 with proper systems of control;
 - 21.1.5 monitoring the Company's performance in relation to its plans budget controls and decisions;
 - 21.1.6 satisfying itself that the Company's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
 - 21.1.7 ensuring appropriate advice is taken on the items listed in Article 21.1.1 to 21.1.6 and in particular on matters of legal compliance and financial viability.
- 21.2 None of the functions in Article 21.1 may be delegated.

22 POWERS OF THE BOARD

- 22.1 Subject to the Act, the Memorandum and the Articles, the business of the Company is to be managed by the Board who may exercise all of the powers of the Company.
- 22.2 An alteration to the Memorandum or the Articles does not invalidate earlier acts of the Board which would have been valid without the alteration.
- 22.3 In performing their functions the Board must consider the interests of the Company's employees (if any) as well as those of Beneficiaries.

23 BOARD MEETINGS

- 23.1 The Board must hold at least four meetings a year.
- 23.2 Subject to the Articles, the Board may regulate Board Meetings as it wishes.
- 23.3 Board Meetings may be called by any Director or the Secretary.
- 23.4 The Secretary must give seven clear days' notice of Board Meetings to each of the Directors but it is not necessary to give notice of a Board Meeting to a Director who is out of the United Kingdom.
- 23.5 A Board Meeting which is called on shorter notice than required under Article 23.4 is deemed to have been duly called if at least two Directors certify in writing that because of special circumstances it ought to be called as a matter of urgency.
- 23.6 Subject to Article 23.7, questions arising at a Board Meeting are to be decided by a majority of votes and each Director is to have one vote.
- 23.7 If there is an equality of votes the Chair is entitled to a second or casting vote.
- 23.8 A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith.

24 QUORUM FOR BOARD MEETINGS

- 24.1 The quorum for Board Meetings is one-half of the Directors for the time being.
- 24.2 A Director may be part of the quorum at a Board Meeting if he can hear comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 24.3 The Board may act despite vacancies in its number but if the number of Directors is less than the quorum then the Board may act only to admit additional Co-opted Company Members or to procure the appointment of additional Church Company Members.
- 24.4 At a Board Meeting which remains inquorate for fifteen minutes after its starting time or one which becomes inquorate for more than fifteen minutes the Directors present may act only to adjourn it to such other time and place as they decide.

25 CHAIR AND VICE-CHAIR

- 25.1 The Company must have a Chair and a Vice-Chair. The Chair shall be such Director as is nominated to the position by the Rector. The Vice-Chair is to be elected by the Board.
- 25.2 The Vice-Chair may resign from his position at any time (without necessarily resigning as a Director at the same time).
- 25.3 Where there is no Vice-Chair the first item of business at a Board Meeting must be to elect a Vice-Chair.
- 25.4 The Vice-Chair may be removed only at a Board Meeting called for the purpose at which a resolution with a 75% majority in favour is passed. The Vice-Chair must be given an opportunity to say why he should not be removed.
- 25.5 The Chair is to chair all Board Meetings and General Meetings at which he is present unless he does not wish to do so.
- 25.6 If the Chair is not present within five minutes after the starting time of a Board Meeting then the Vice-Chair must chair that Board Meeting during the Chair's absence.
- 25.7 If neither the Chair nor the Vice-Chair are present within five minutes after the starting time of a Board Meeting then the Board must elect one of the Directors who is present to chair the Board Meeting during their absence.
- 25.8 The functions of the Chair are:-
 - 25.8.1 to act as an ambassador for the Company and to represent the views of the Board to the general public and other organisations;
 - 25.8.2 to ensure that Board Meetings and General Meetings are conducted efficiently;
 - 25.8.3 to give all Directors an opportunity to express their views;
 - 25.8.4 to establish a constructive working relationship with and to provide support for any staff of the Company;
 - 25.8.5 to encourage the Board to delegate sufficient authority to its Committees to enable the business of the Company to be carried on effectively between Board Meetings;

- 25.8.6 to ensure that the Board monitors the use of delegated powers; and
- 25.8.7 to encourage the Board to take professional advice when it is needed.
- 25.9 The role of the Vice-Chair is to deputise for the Chair during any period of his absence and, for that period, his functions shall be the same as those of the Chair.
- 25.10 Except to the extent that the Articles provide otherwise neither the Chair nor the Vice-Chair has any authority beyond that of any other Director.

26 COMMITTEES AND TASK GROUPS

- 26.1 The Board may:
 - 26.1.1 establish Committees consisting of those Directors whom the Board decide;
 - 26.1.2 subject to Article 21.1 delegate to a Committee any of its powers; and
 - 26.1.3 revoke a delegation at any time.
- 26.2 The Board may establish Task Groups consisting of those persons whom the Board decide. A Task Group may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.
- 26.3 The members of a Committee or a Task Group are to be appointed by the Board but the Board may give a Committee or a Task Group the right to co-opt individuals to its membership on the basis that they may not vote. The Board is to determine the chair of each Committee or Task Group.
- 26.4 Each member of a Committee or Task Group (including the chair) shall be appointed for such a period as the Board shall determine.
- 26.5 Subject to Article 26.3 all members of a Committee are to have one vote.
- 26.6 All Directors who are members of a Task Group are to have one vote and members of a Task Group who are not Directors are not entitled to a vote.
- 26.7 The Board must specify the financial limits within which any Committee may function. A Task Group can have no authority to incur expenditure.
- 26.8 Every Committee or Task Group must report its proceedings and decisions to the Board as the Board determines.

27 OBSERVERS

- 27.1 The Board may allow other individuals who are not Directors to attend Board Meetings as Observers on whatever terms they decide.
- 27.2 Observers may not vote but may take part in discussions unless the Board decides otherwise.
- 27.3 The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.
- 27.4 The Board must exclude an Observer from any Board Meeting at which a possible benefit to him is being considered.

28 DIRECTORS' WRITTEN RESOLUTIONS

- 28.1 A written resolution signed by all of the Directors entitled to receive notice of a Board Meeting (provided they would constitute a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting.
- 28.2 A written resolution signed by all of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.
- 28.3 A resolution under Articles 28.1 or 28.2 may consist of several documents in similar form each signed by one or more of the Directors or Committee Members and will be treated as passed on the date of the last signature.

PART F. OFFICERS

29 THE SECRETARY

- 29.1 A Secretary must be appointed by the Board for such a term as the Board decides.
- 29.2 A Secretary may be removed by the Board at any time.
- 29.3 No Director may occupy the salaried position of Secretary.

30 INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 30.1 No officer or employee is to be liable for losses suffered by the Company except those due to his own dishonesty or gross negligence.
- 30.2 Subject to the Act every Director, officer or employee is to be indemnified by the Company against any liability incurred in the discharge of his duties or in that capacity in defending any civil or criminal proceedings as long as:
 - 30.2.1 judgment is given in his favour (or the proceedings are dealt with without a finding or admission of a material breach of duty by him); or
 - 30.2.2 he is acquitted; or
 - 30.2.3 relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

PART G. STATUTORY AND MISCELLANEOUS

31 MINUTES

- 31.1 The Secretary must keep minutes of all General Meetings.
- 31.2 The Board must arrange for minutes to be kept of all Board Meetings. The names of the Directors present must be included in the minutes.
- 31.3 Copies of the draft minutes of Board Meetings must be distributed to the Directors as soon as reasonably possible after the meeting and in any case seven days before the next Board Meeting (unless the next Board Meeting is an urgent Board Meeting).
- 31.4 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Board Meeting (as regards minutes of Board Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.
- 31.5 The Board must keep minutes of all of the appointments made by the Board.

32 ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN

- 32.1 The Company must comply with Part VII of the Act and the Directors must comply with their obligations as charity trustees under Part VI of the Charities Act 1993 in:-
 - 32.1.1 preparing and filing an annual Directors report and annual accounts and sending them to the Charity Commission; and
 - 32.1.2 making annual returns to the Registrar of Companies and the Charity Commission.
 - 32.1.3 The Company must comply with Parts VII and XI of the Act relating to the audit or examination of accounts (to the extent that the law requires).
- 32.2 The annual Directors report and accounts must contain:-
 - 32.2.1 revenue accounts and balance sheet for the last accounting period;
 - 32.2.2 the auditor's report on those accounts; and

32.2.3 the Board's report on the affairs of the Company.

32.3 The accounting records of the Company must always be open to inspection by a Director or by an officer of the body which nominated him who has been duly authorised by that body to make such an inspection.

32.4 The Company must send a copy of the Company's most recent accounts to a member of the public who requests them and pays a reasonable fee (determined by the Board) within two months of the request.

33 BANK AND BUILDING SOCIETY ACCOUNTS

33.1 All bank and building society accounts must be operated by the Board and must include the name of the Company.

33.2 A cheque or order for the payment of money must be signed in accordance with the Board's instructions.

34 EXECUTION OF DOCUMENTS

34.1 Unless the Board decides otherwise, documents which are executed as deeds must be signed by:

34.1.1 two Directors; or

34.1.2 one Director and the Secretary.

35 NOTICES

35.1 Notices under the Articles must be in writing except notices calling Board Meetings.

35.2 A Company Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.

35.3 The Company may give a notice to a Company Member, Director or auditor either:

35.3.1 personally;

35.3.2 by sending it by post in a prepaid envelope;

35.3.3 by facsimile transmission; or

35.3.4 by leaving it at his address.

35.4 Notices under Article 35.3.2 to 35.3.4 may be sent:

35.4.1 to an address in the United Kingdom which that person has given the Company;

35.4.2 to the last known home or business address of the person to be served;
or

35.4.3 to that person's address in the Company's register of Members.

35.5 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.

35.6 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.

35.7 A notice may be served on the Company by delivering it or sending it to the Registered Office or by handing it to the Secretary.

35.8 The Board may make standing orders to define other acceptable methods of delivering notices by electronic mail or other means.

36 STANDING ORDERS

36.1 Subject to Article 36.4:

36.1.1 the Board may from time to time make standing orders for the proper conduct and management of the Company; and

36.1.2 the Company in General Meeting may alter, add to or repeal the standing orders.

36.2 The Board must adopt such means as they think sufficient to bring the standing orders to the notice of Company Members.

36.3 Standing orders are binding on all Company Members and Directors.

36.4 No standing order may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.

Witnessed by Revd Canon Adrian Newman
37 Barlows Road, Birmingham B15 2PN

A. Newman

St. Martin's Centre for Health and Healing
Memorandum and Articles of Association

**Names and Addresses
of subscribers**

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Memorandum and Articles of Association

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Dated

1 March 2002