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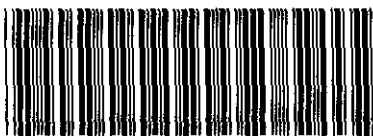
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4425137

The Registrar of Companies for England and Wales hereby certifies that
THE ORRELL TRUST

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 25th April 2002



N04425137D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

THE ORRELL TRUST

I, Ian Edmund Gardner of Lawson Lewis & Company
of 37 Brassey Avenue, Hampden Park, EASTBOURNE
East Sussex. BN22 9QD

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

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

Declarant's signature

I. Gardner

Declared at

*Gildredge Road Eastbourne
East Sussex*

Day Month Year

On 12 04 2002

• Please print name.

before me •

PEGGY ANNE HALL

SOLICITOR/COMMISSIONER FOR OATHS

20 GILDREDGE ROAD EASTBOURNE
EAST SUSSEX BN21 4RP

Signed

P. A. Hall

Date

12th April 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.

Mr Ian E Gardner of Lawson Lewis & Company
37 Brassey Avenue, Hampden Park, EASTBOURNE
E. Sussex. BN22 9QD Tel 01323 502963
DX number DX exchange

Com

This for



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
companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

30(5)(a)

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full

THE ORRELL TRUST

I, Ian Edmund Gardner of Lawson Lewis & Company
of 37 Brassey Avenue, Hampden Park, EASTBOURNE
East Sussex. BN22 9QD

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

I. Gardner

Declared at

Gildredge Road Eastbourne East

Day Month Year

on

12 04 2002

① Please print name.

before me ①

PENNY ANNE HALL

SOLICITOR/COMMISSIONER FOR OATHS

20 GILDREDGE ROAD EASTBOURNE
EAST SUSSEX BN21 4RP

Signed

P.A. Hall

Date

12th April 2002

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

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

Ian E. Gardner of Lawson Lewis & Company

37 Brassey Avenue, Hampden Park

Eastbourne. E. Sussex

Tel: 01323 502963

BN22 9QD

DX number

DX exchange

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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



A24
COMPANIES HOUSE

0107
25/04/02

Form 1

Company Secretary

Please complete in typescript,
or in bold black capitals.

Form 10 Continuation Sheet

Company number

NAME *Style / Title

MISS

*Honours etc

BA Cert Ed

* Voluntary details

Forename(s)

SUSAN MARGARET

Surname

GREEN

Previous forename(s)

/

Previous surname(s)

/

Address

40 ORRELL RD

Usual residential address

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

Post town

BOOTLE

County / Region

MERSEYSIDE

Postcode

L20 6DY

Country

ENGLAND

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

Consent signature

S M Green

Date

10/3/02.

Directors

Please list directors in alphabetical order

NAME *Style / Title

MISS

*Honours etc

B.A. Cert Ed.

Forename(s)

SUSAN MARGARET

Surname

GREEN

Previous forename(s)

/

Previous surname(s)

/

Address

40 Orrell Road

Usual residential address

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

Post town

Bootle

County / Region

Merseyside

Postcode

L20 6DY

Country

England

Day Month Year

Date of birth

03

09

50

Nationality

BRITISH

Business occupation

LECTURER

Other directorships

/ None

/ None.

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

Consent signature

S M Green

Date

7/3/02

Company Secretary

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

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

Companies Form 10 (Continuation)

Printed by Stat Plus Group plc, London, SW19 2PU
ZF0272

Stat Plus Group plc

Revised April 1995

Please complete in typescript,
or in bold black capitals.

CHFP041

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

THE ORRELL TRUST

Proposed Registered Office

(PO Box numbers only, are not acceptable)

40 Orrell Road

BOOTLE

Post town

BOOTLE

County / Region

Merseyside

Postcode

L20 6DY

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.

X

Agent's Name

(Ian E Gardner of) Lawson Lewis & Company

Address

37 Brassey Avenue, Hampden Park

Eastbourne, East Sussex

Post town

EASTBOURNE

County / Region

East Sussex

Postcode

BN22 9QD

Number of continuation sheets attached

4

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.

LAWSON LEWIS & CO

37 Brassey Avenue, Hampden Park,, Eastbourne,, East Su

BN22 9QD

Tel 01323 502963

DX number

DX exchange



Form 1000 July 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
or companies registered in England and Wales

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours

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**Form 10 Continuation Sheet**

Please complete in typescript,
or in bold black capitals.

Company number

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the
registered or principal office
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Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

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Business occupation

Other directorships

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

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*Honours etc

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*Honours etc

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Surname

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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

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Date

Companies Form 10 (Continuation)

Printed by Stat Plus Group plc, London, SW19 2PU
ZF0272

Stat Plus Group plc

Revised April 1995

Company Secretary

Please complete in typescript,
or in bold black capitals.

Form 10 Continuation Sheet

Company number

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town

County / Region

Postcode

Country

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

Consent signature**Date****Directors**

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**Business occupation****Other directorships**

18 09 1948 Nationality BRITISH

CLERGYMAN

ORRELL COMMUNITY INITIATIVES

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

Consent signature**Date**

Company Secretary

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

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

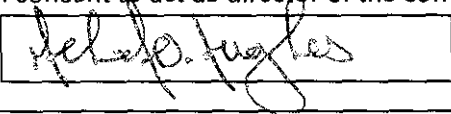
Companies Form 10 (Continuation)

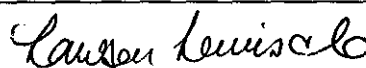
Printed by Stat Plus Group plc, London, SW19 2PU
ZF0272

Stat Plus Group plc

Revised April 1995

Directors (continued) (see notes 1-5)

NAME	*Style / Title	*Honours		
	MR.			
*Voluntary details	Forename(s)	MICHAEL OLIVER		
	Surname	HUGHES		
	Previous forename(s)			
	Previous surname(s)			
Address	59 ^A LITHERLAND PARK			
Usual residential address	LITHERLAND			
For a corporation, give the registered or principal office address.	Post town	LIVERPOOL		
	County / Region	MERSEY/SIDE		
	Postcode	L21 9HR		
	Country	ENGLAND		
	Day	Month	Year	
	Date of birth	2/20/51/9/5/7	Nationality	BRITISH
	Business occupation	BUILDERS MERCHANT MANAGER.		
	Other directorships	NONE		
	I consent to act as director of the company named on page 1			
	Consent signature	Date		
		23/3/2002.		

This section must be signed by**Either****an agent on behalf of all subscribers****Signed****Date**

10.4.2002

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

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber/s or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director their 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, or
 - a wholly owned subsidiary of the company making the return,
 - 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.

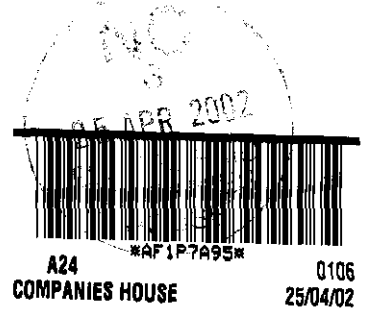
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

866601

4425137

**The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having
a Share Capital**

**Memorandum of Association of
The Orrell Trust**



1. The Company's name is **The Orrell Trust** (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are the promotion for the public benefit of urban regeneration in areas of social economic and spiritual deprivation and in particular in Orrell Bootle in Merseyside, by all or any of the following means:
 - (a) the relief of poverty
 - (b) the advancement of education in accordance with Christian principles by such means as the trustees may consider appropriate including by means of establishing and operating any educational establishment or establishments in Orrell Bootle aforesaid as the trustees may from time to time think fit
 - (c) the provision and management of facilities for recreational and other leisure-time occupations in accordance with Christian values in the interests of social welfare for persons who have need by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances and with the object of improving their conditions of life
 - (d) the provision of housing for those who are in conditions of need and the improvement of housing in the public sector or in charitable ownership provided that such power shall not extend to relieving any local authorities or other bodies of a statutory duty to provide or improve housing
 - (e) such other means as may from time to time be determined subject to the prior written consent of the Charity Commissioners for England and Wales
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - (b) to raise funds and to invite and receive contributions from any persons whatsoever by way of loan, subscription, donation and otherwise: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (c) subject to such consents as may be required by law to borrow and raise money without limit in such manner and on such security (if any) as the Charity may think fit and to issue debentures and other securities;
 - (d) to purchase, lease, hire, exchange or otherwise acquire any land, buildings, furniture, equipment or other property or interest in property and to alter, improve, develop, redevelop and (subject to such consents as may be required by law) to sell, resell, let, underlet, charge, assign, or otherwise dispose of or deal with the same;

- (e) to hold property as tenants in common with another or others not being a charity on such terms as shall be considered proper providing that the Charity shall at all times be entitled to receive the proportion of the net sale proceeds that reflect the funds provided by the Charity or the share, interest or entitlement of the Charity;
- (f) subject to clause 5 below, to employ or otherwise engage the services of and remunerate such staff as are necessary for the proper pursuit of the Objects and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants;
- (g) to establish or support any trusts, associations, institutions or other bodies which exist to further all or any of the Objects;
- (h) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (i) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- (j) to make donations to any Christian worker who is engaged in such work or activity which furthers the Objects or in assisting either directly or indirectly in the same;
- (k) to make donations or loans to other charities having the same or similar objects as the Charity;
- (l) to produce, sell or otherwise distribute literature, audio and visual aids, and other media of communication, but not so as to constitute permanent trading on the part of the Charity *except* where it is a direct means of furthering the Objects;
- (m) to arrange and provide for or join in arranging and providing for the holding of meetings, lectures, seminars, conferences, and training courses for the furtherance of the Objects;
 - (n) (i) to train, equip, commission and support or to assist in the training of, any people who are concerned to achieve the Objects;
 - (ii) to make any grant, gift, or payment for the purpose of or in connection with such training, equipping, commissioning and support;
 - (iii) to make provision for the accommodation of individuals and groups of individuals in the areas in which it is desired to operate the Charity;
- (o) to insure any asset of the Charity on such terms as the trustees may think fit and to pay the appropriate premiums and to use any insurance money received in any manner the trustees think fit whether to restore the asset or not;
- (p) to insure and arrange insurance cover for and to indemnify its members servants and voluntary workers from and against all such risks incurred in the proper performance of their duties as may be thought fit;
- (q) to provide indemnity insurance to cover the liability of the trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity PROVIDED that any such insurance shall not extend to:
 - (i) any claim arising from any act or omission which the trustees (or the trustee in question) knew to be a breach of trust or breach of duty or which was committed by the trustees (or by the trustee in question) in reckless disregard of whether it was a breach of trust or breach of duty or not;

- (ii) the costs of an unsuccessful defence to a criminal prosecution brought against the trustees (or against the trustee in question) in their capacity as trustees of the Charity;
 - (r) to invest the moneys of the Charity not immediately required for the furtherance of the Objects in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
 - (s) to undertake, facilitate or support the co-ordination and net-working of other Christian agencies fulfilling the same or similar objects with the aim of making the most strategic and effective use of resources including personnel, expertise and finance in the same or similar locations or projects;
 - (t) to make regulations for the management of any property which may be acquired by the Charity;
 - (u) to establish where necessary local branches (whether autonomous or not) or otherwise cause the Charity to be duly registered or constituted by law in any country in which it is desired to operate;
 - (v) to establish subsidiary companies to assist or act as agents for the Charity;
 - (w) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:
- (a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity 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 trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - (b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
 - (c) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 1 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
 - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (e) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
 - (f) of any premium in respect of any indemnity insurance relating to liabilities of the trustees (or any of them) as and to the extent permitted by clause 4 above;
 - (g) to any trustee of reasonable out-of-pocket expenses.

6. The liability of the members is limited.
7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

SCHEDULE

Statement of Beliefs

The Sovereignty and grace of God the Father God the Son and God the Holy Spirit in creation providence revelation redemption and final judgment;

the divine inspiration of Holy Scripture and its consequent entire trustworthiness and supreme authority in all matters of faith and conduct;

the universal sinfulness and guilt of fallen man making him subject to God's wrath and condemnation;

the substitutionary sacrifice of the incarnate Son of God as the sole and all-sufficient ground of redemption from the guilt and power of sin and from its eternal consequences;

the justification of the sinner solely by the grace of God through faith in Christ crucified and risen from the dead;

the illuminating regenerating indwelling and sanctifying work of God the Holy Spirit;


the priesthood of all believers who form the universal Church the Body of which Christ is the Head and which is committed by His command to the proclamation of the Gospel throughout the world;

the expectation of the personal visible return of the Lord Jesus Christ in power and glory.

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


FRANK HAYES of)
79 Claremont Avenue)
Maghull Liverpool 31)
in the presence of:

Signature 


Signature: 
Printed name: GRAHAM LITTLE
Address: 53 CORONATION RD
LYDIATE
L31 2NF
Occupation: HGV DRIVER


MICHAEL OLIVER HUGHES of)
59a Litherland Park, Litherland)
Liverpool L21 9HR)
in the presence of:

Signature 

Signature: 
Printed name: GRAHAM LITTLE
Address: 53 CORONATION RD
LYDIATE
L31 2NF
Occupation: HGV DRIVER

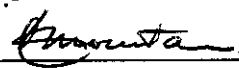
RICHARD JAMES GRAHAM PANTER)
of 2a Monfa Road, Orrell)
Bootle L20 6BQ)
in the presence of:-

Signature 

Signature: 
Printed name: Michael Coulter
Address: 20 Mond Ave
Bootle Merseyside
Occupation: Asst Curator

STEPHEN YATES of)
18 Hougoumont Avenue)
Waterloo, Liverpool, Merseyside, L22 0LL)
in the presence of:-

Signature 

Signature: 
Printed name: R. MOUNTAIN
Address: 8, VIRGINIA AVE
LYDIATE, LIVERPOOL
L31.2NW
Occupation: Rep. Care Services

PHILIP JOHN GREEN of)
21 Muspratt Road, Seaforth,)
Liverpool L21 4NN)
in the presence of:-

^{PJG}
Signature P. J. Green +

Signature: L. Hoare
Printed name: LINDA HOARE
Address: 9 MOUNT AVE
BOOTLE L20 6DT.
Occupation: SALES ASSISTANT

SUSAN MARGARET GREEN of)
40 Orrell Road, Bootle)
Merseyside, L20 6DY)
in the presence of:-

Signature SM Green +

Signature: C. McClements
Printed name: C. MCCLEMENTS
Address: 11 PATRICIA GROVE
BOOTLE, MERSEYSIDE.
L20 6LT
Occupation: ADMINISTRATOR

BRIAN GEORGE COLE of)
126 Melling Road)
Aintree Liverpool L9 0LQ)
in the presence of:-

Signature Brian Cole +

Signature: G. Little
Printed name: GRAHAM LITTLE
Address: 53 CORONATION RD
LYDIATE
L31 2NF
Occupation: HGV DRIVER

12th April 2002

Dated:

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

Articles of Association of
The Orrell Trust

INTERPRETATION

1. In these articles:

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

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

"the articles" means these Articles of Association of the Charity;

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

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

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

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

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

words importing the masculine gender only shall include the feminine gender and words importing the singular number shall include the plural and vice versa where the context so permits.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

2. (1) The subscribers to the memorandum and such other persons as are admitted to membership in accordance with the rules made under Article 56 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees and he subscribes to the Statement of Beliefs set out in the schedule to the memorandum.
- (2) Any member of the Charity may retire on giving written notice to the secretary, provided that such retirement shall not reduce the number of members to less than four.

- (3) If not less than two-thirds of the trustees present at a meeting so resolve, the trustees shall have the right for a good and sufficient reason to terminate the membership of any member provided that he shall have received 21 clear days notice in writing to his last known address notifying him of the intention to terminate his membership and the reasons therefore and that he shall have the right to be heard by the trustees before any vote is taken.

GENERAL MEETINGS

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

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

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

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any meeting unless a quorum is present. Four persons entitled to vote upon the business to be transacted, each being a member, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
9. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
10. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
12. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chairman; or
 - (2) by at least two members having the right to vote at the meeting; or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a casting vote. If a resolution fails to secure a majority vote in favour it shall be lost.
18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the

transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
20. Subject to the provisions of the Act, a resolution in writing, signed by all the members of the Charity entitled to receive notice of and to attend and vote at a general meeting shall be as valid and effective as if it had been passed at a general meeting of the Charity duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Charity.

VOTES OF MEMBERS

21. Every member shall have one vote.
22. Votes may be cast in a poll either personally or by proxy. A proxy must be a member and shall not have the right to appoint a further proxy. In matters decided on a show of hands a member represented by a proxy shall have no vote.
23. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing
24. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity (if any) have been paid.
25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

TRUSTEES

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

POWERS OF TRUSTEES

28. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
29. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:

- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
- (2) to enter into contracts on behalf of the Charity.

APPOINTMENT AND RETIREMENT OF TRUSTEES

30. The trustees shall not be subject to retirement by rotation. The term of office of a trustee shall continue until he retires or is removed in accordance with the relevant provisions of the articles.
31. No person may be appointed as a trustee:
 - (1) unless he has attained the age of 18 years;
 - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 35;
 - (3) unless he subscribes to the Statement of Beliefs set out in the schedule to the memorandum.
32. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be give to all persons who are entitled to receive notice of the meeting of any person who is recommended by the trustees for appointment as a trustee at the meeting. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the Charity's register of trustees.
33. Subject as aforesaid the members of the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.
34. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
35. A trustee shall cease to hold office if
 - (1) he ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) he resigns his office by notice in writing to the Charity (but only if at least six trustees will remain in office when the notice of resignation is to take effect);
 - (4) he is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated;
 - (5) he ceases to subscribe to the Statement of Beliefs set out in the schedule to the memorandum; or

- (6) not less than two-thirds of the trustees decide at a meeting for a good and sufficient reason that he shall cease to be a trustee provided that he shall have been given 14 days clear notice in writing to his last known address of the intention to remove him as a trustee and the reasons therefore, and he shall have been given the right to be heard by the other trustees before any vote shall have been taken.

TRUSTEES' EXPENSES

36. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or in pursuance of the objects of the Charity or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
37. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine.
38. Except to the extent permitted by Clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

PROCEEDINGS OF TRUSTEES

39. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall not be entitled to a casting vote. If a resolution fails to secure a majority vote in favour it shall be lost.
40. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than two thirds of their number or four trustees, whichever is the greater.
41. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
42. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
43. The trustees may appoint one or more committees which may consist of trustees and such other persons as the trustees may think fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a committee provided that:-
- (1) all acts and proceedings of any such committees shall be fully and promptly reported to the trustees;
 - (2) any such committee shall conform to any regulations that may be imposed upon it by the trustees;

- (3) any such committee shall not incur expenditure other than in accordance in a budget approved by the trustees or with specific prior approval of the trustees.
44. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
45. A meeting of the trustees may be held either in person or by suitable electronic means agreed by the trustees in which all participants can see (whether through some form of video link or otherwise) and may communicate with all the other participants.
46. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
47. Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity. All cheques and orders for the payment of money from such account and all promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed by at least two signatories who shall be trustees or persons duly authorised by the trustees.

SECRETARY

48. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

MINUTES

49. The trustees shall keep minutes in books or in other written or electronic media kept for the purpose:
- (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

EXECUTING OR SEALING DOCUMENTS

50. (1) The Charity need not have a company seal. If it does, the seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.
- (2) If the Charity does not have a seal, instruments may be executed on the authority of the trustees or of a committee of trustees authorised by the trustees on the signature of a trustee and of the secretary or by a second trustee. Appropriate wording which may be used is: "Executed as a deed and delivered by The Orrell Trust"

ACCOUNTS

51. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

ANNUAL REPORT

52. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

53. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

54. (1) Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any newsletter distributed by the Charity
- (2) The only address at which a member is entitled to receive notices is the address shown in the register of members
- (3) Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- (i) 24 hours after being sent by electronic means or delivered by hand to the relevant address
- (ii) two clear days after being sent by first class post to that address
- (iii) three clear days after being sent by second class or overseas post to that address
- (iv) on being handed to the member personally or, if earlier,
- (v) as soon as the member acknowledges actual receipt
- (4) A technical defect in the giving of notice of which the trustees are unaware at the time does not invalidate decisions taken at a meeting.

INDEMNITY

55. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which 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 Charity.

RULES

56. (1). The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (i) the admission and classification of members of the Charity and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2). The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws, and no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures, Names and Addresses of Subscribers

FRANK HAYES of)
79 Claremont Avenue)
Maghull Liverpool 31)
in the presence of:-

Signature: [Signature]
Printed name: GRAHAM LITTLE
Address: 53 CORONATION RD
LYDiate
L31 2NF
Occupation: HGV DRIVER

Signature: [Signature]

MICHAEL OLIVER HUGHES of)
59a Litherland Park, Litherland)
Liverpool L21 9HR)
in the presence of:-

Signature: [Signature]
Printed name: GRAHAM LITTLE
Address: 53 CORONATION RD
LYDiate
L31 2NF
Occupation: HGV DRIVER

Signature: [Signature]

RICHARD JAMES GRAHAM PANTER)
of 2a Monfa Road, Orrell)
Bootle L20 6BQ)
in the presence of:-

Signature: [Signature]
Printed name: Michael Carter
Address: 20 Mount Ave
Bootle Merseyside
Occupation: Asst. Curate

Signature: [Signature]

STEPHEN YATES of)
18 Hougoumont Avenue)
Waterloo, Liverpool, Merseyside, L22 0LL)
in the presence of:-

Signature: [Signature]
Printed name: K. MOUNTAIN
Address: 8 VIRGINIA AVE
LYDiate LIVERPOOL
L31 2NW
Occupation: Ret. Civil Servant

Signature: [Signature]

PHILIP JOHN GREEN of)
21 Muspratt Road, Seaforth,)
Liverpool L21 4NN)
in the presence of:-

Signature: L. Hoare
Printed name: LINDA HOARE
Address: 9 MOUNT AVE
BOOTLE L20 6DT.
Occupation: Sales Assistant.

Signature P. J. Green X

SUSAN MARGARET GREEN of)
40 Orrell Road, Bootle)
Merseyside, L20 6DY)
in the presence of:-

Signature: C. McClements
Printed name: C. MCCLEMENTS
Address: 11 PATRICIA GROVE
BOOTLE, MERSEYSIDE.
L20 6LT
Occupation: ADMINISTRATOR

Signature S. M. Green

BRIAN GEORGE COLE of)
126 Melling Road)
Aintree Liverpool L9 0LQ)
in the presence of:-

Signature: B. Little
Printed name: BRANHAM LITTLE
Address: 53 CORONATION RD
LYDIA TIS
L31 2NF
Occupation: HGV DRIVER

Signature Brian G. Cole

12th April 2002

Dated: