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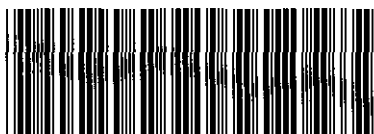
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5079743

The Registrar of Companies for England and Wales hereby certifies that
THE JAN FOUNDATION LIMITED

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 22nd March 2004



N05079743M



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.

CHWP000

Declaration on application for registration

5079743

Company Name in full

The Jan Foundation Limited

I, IRIS PAULINE FARLEY

of 165 CHINGFORD ROAD, KINGSTANDING, BIRMINGHAM B44 0BL

† 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

Iris Farley

Declared at 165 Chingford Road, Kingstanding, Birmingham B44 0BL

Day Month Year

On 08 03 2004

• Please print name.

before me • LESLEY ANN DAVIS

Signed

Lesley Ann Davis

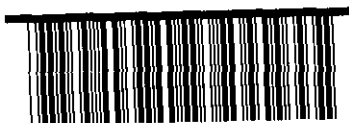
Date

8.3.04

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

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be

165, CHINGFORD ROAD,
KINGSTANDING, BIRMINGHAM
B44 0BL Tel 0121-350-6789
DX number DX exchange



A22
COMPANIES HOUSE

A18
COMPANIES HOUSE

0349
18/03/04
0520
10/03/04

ge

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
or LP - 4 Edinburgh 2



Companies House
for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

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

Company Name in full

THE JAN FOUNDATION LIMITED

Proposed Registered Office

165 CHINGFORD ROAD

(PO Box numbers only, are not acceptable)

KINGSTANDING

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

Postcode

B44 0BL

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that
sear



A22 0348
COMPANIES HOUSE 18/03/04
A18 0518
COMPANIES HOUSE 10/03/04
COMPANIES HOUSE 24/02/04

Tel

DX number

DX exchange

When you have completed and signed the form please send it to the
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or companies registered in England and Wales

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name

THE JAN FOUNDATION LIMITED

NAME

*Style / Title

MRS

*Honours etc

* Voluntary details

Forename(s)

IRIS PAULINE

Surname

EARLEY

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

165 CHINGFOLD ROAD

KINGSTANDING

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

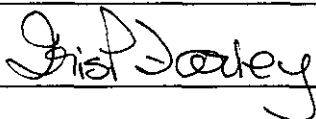
Postcode

B44 0BL

Country

ENGLAND

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

Consent signature

Date

18.2.04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MRS

*Honours etc

Forename(s)

PATRICIA ANWIREA

Surname

OKUNNU

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

9 VOXLAND AVENUE

REDNAR

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

Postcode

B45 9QE

Country

ENGLAND

Day Month Year

Date of birth

12 08 1951

Nationality

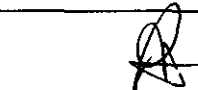
BRITISH

Business occupation

COMMUNITY PARTNERSHIP OFFICER

Other directorships

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

Consent signature

Date

11/02/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MRS		*Honours etc	
* Voluntary details	Forename(s)	CORAZ ELIZABETH			
	Surname	GARDINER			
	Previous forename(s)				
	Previous surname(s)				
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	73 COLGSHIRE ROAD			
		WATER ORTON			
	Post town	BIRMINGHAM			
	County / Region	WEST MIDLANDS	Postcode	B46 1QR	
	Country	ENGLAND			
	Date of birth	Day	Month	Year	Nationality
		21	05	1955	BRITISH
	Business occupation	EDUCATION CONSULTANT			
	Other directorships	NATIONAL MONITORING NETWORK			
	I consent to act as director of the company named on page 1				
	Consent signature	E. Gardiner		Date	20-2-04

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed	J. D. Jolley	Date	18.2.04
	Signed	A	Date	11/02/04
	Signed	John Bruce	Date	12/02/04
	Signed	E. Gardiner	Date	20/02/04
	Signed		Date	
	Signed		Date	
	Signed		Date	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

JOHN ARTHUR

Surname

BRUCE

Previous forename(s)

Previous surname(s)

Address **

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

108 POPLAR ROAD

DORRIDGE

Post town

SOLIHULL

County / Region

WEST MIDLANDS

Postcode

B93 8DG

Country

ENGLAND

Day Month Year

Date of birth

31 01 1955

Nationality

BRITISH

Business occupation

PSYCHOTHERAPIST & COUNSELLOR

Other directorships

THE MINSTER CENTRE TRUST

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

Consent signature

John Bruce

Date

12TH FEB 2004

This section must be signed by either an agent on behalf of all subscribers 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

Signed

Date

12/29820

THE COMPANIES ACT 1985 to 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

COMPANY NUMBER:
MEMORANDUM OF ASSOCIATION
OF
THE JAN FOUNDATION LIMITED



1. Name

The name of the Company is **THE JAN FOUNDATION LIMITED** ('the Company')

2. Registered Office

The registered office of the Company will be situated in England

3. Objects

- 3.1 To provide and facilitate the provision of mentoring support services to both adults and young people who are at a disadvantage due to issues such as domestic violence, prostitution, leaving the Care System (young people), mental health problems, homelessness and other factors.
- 3.2 To provide and facilitate the provision of mentoring support services to both adults and young people who have been traumatised by violent crime or are disadvantaged due to issues such as child abuse, domestic violence, prostitution, leaving the Care System (young people), mental health problems, homelessness and other factors.
- 3.3 To support and network in partnership with organisations and/or individuals providing a range of relevant services in order to create a 'supportive team' approach to working with people affected by such issues.
- 3.4 To support and network in partnership with organisations and/or individuals providing services which may benefit people affected by such issues – either directly or indirectly. – in order to encourage the development of integrated services to address these issues.
- 3.5 To work in partnership with other organisations and/or individuals to assist them in establishing such services and to ensure that these services meet the needs of people of all ages, genders, racial and religious groups, sexuality and of any groups which may have specific needs.

- 3.6 To support and network in partnership with agencies or individuals carrying out work with children and young people who are directly or indirectly affected by these issues.
 - 3.7 To support and network in partnership with agencies or individuals carrying out preventative work with children and young people in schools, colleges, clubs and other relevant locations.
4. In furtherance of these objects but not otherwise the Company shall have the following powers:
- 4.1 To engage in any activity in pursuit of the Main Objects of the Company or which may seem to the Company directly or indirectly conducive to the interests or convenience of the members of the Community throughout the Area of Benefit
 - 4.2 To purchase, take on lease or otherwise acquire for the purposes of the Company any estates, lands, buildings, easements or other interests in real estate and to sell, let or otherwise dispose of or grant rights over any real property belonging to the Company
 - 4.3 Subject to such consents as may be required by law, to purchase or otherwise acquire, construct, equip, maintain and adapt and alter any houses, buildings or installations and to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Company
 - 4.4 To raise funds and to invite and receive contributions and gifts of property from any person or persons whatsoever by way of subscription, donation, demise, bequest grants in aid and otherwise provided that the Company shall not undertake any permanent trading activity in raising funds for its objects
 - 4.5 To take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of promoting the interests of or procuring contributions to the funds of the Company
 - 4.6 To borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit and to execute and issue security as the Company shall think fit including mortgages, charges or securities over the whole or any part of its assets present or future provided that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company
 - 4.7 To invest the funds of the Company in or upon such investments, securities or property as may be thought fit
 - 4.8 To subscribe to any local or other charities and voluntary organisations and to make grants for any purpose consistent with the principal objects

- 4.9 To establish, promote, assist, support, co-operate or amalgamate with any other association, society or body having objects wholly or in part similar to those of the Company and to acquire or dispose of any property, assets, liabilities and engagements necessary to give effect to any such amalgamation
- 4.10 To co-operate and enter into arrangements or joint ventures international, national and local with any authorities, national agencies
- 4.11 To hold exhibitions, meetings, lectures, seminars and courses either alone or with others
- 4.12 To cause to be written and printed, published or otherwise reproduced, issued and circulated any newspapers, periodicals, books, leaflets, reports or other documents
- 4.13 To provide educational training, advisory counselling, consultancy administrative, professional and technological support services in furtherance of the objects of the Company
- 4.14 To retain or employ and pay professional or technical advisers or employees and to make all reasonable and necessary provision for the payment of superannuation and pensions to or on behalf of employees and their dependants or to pay reasonable and proper fees for their services as appropriate
- 4.15 To insure and arrange insurance cover for and to indemnify its members, officers, servants and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit
- 4.16 To pay all expenses preliminary or incidental to the formation of the Company and its registration
- 4.17 To do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects **PROVIDED THAT**
 - 4.17.1 In case the Company shall hold or take any property that may be subject to any trusts, the Company shall deal with or invest the same only in such manner as shall be allowed by Law, having regard to such trusts
 - 4.17.2 The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
 - 4.17.3 In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by Law and as regards any such property the Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts and neglects and defaults, and for the administration of such property in the same manner and to the same extent as they would have been if no incorporation

had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the Directors or governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated

5 Application of Income and Property

The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion of such income and property shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company or of its Board of Directors provided that nothing shall prevent any payment in good faith by the Company

- 5.1 Of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company
- 5.2 Of reasonable and proper rent for premises demised or let by any member of the Company or of its Board
- 5.3 Of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member holding not more than one-hundredth part of the capital of the company and to any member of its Board of reasonable out of pocket expenses

In any of the cases mentioned in this proviso the recipient (being either a member, officer or employee of the Company or a member of the Board or some other person) shall not be bound to account to the Company for the payment in question or for any share of the profits they may receive in respect of such payment

6. Limited Liability

The liability of the members is limited

7. Contribution of Assets to the Company

Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while it is a member, or within one year after it ceases to be a member for payment of the Company's debts and liabilities, contracted before it ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves.

Note: This is a Company Limited by Guarantee, This is the Guarantee

Surplus Assets

If on the winding up or dissolution of the Company there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Company but shall be given or transferred to some other body having objects similar to or compatible with those of the Company. This Clause may only be changed by the vote of ninety per cent of all members present at an Extraordinary General Meeting and Section 17 of the Act shall not apply.

8. Clauses in the Memorandum of Association except for clause 8 above shall only be altered by a Special Resolution which is hereby defined as one passed by a majority of not less than three fourths of the members voting in person at a General Meeting of which not less than twenty one clear days notice has been given specifying the purpose for which the meeting has been called.

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company pursuant to this Memorandum of Association

Names and Address of Subscribers	Witness
<p>John Bruce 108 Poplar Road Dorridge Solihull West Midlands B93 8DG</p> <p>Signature..... <i>John Bruce</i></p>	<p>Signature..... <i>[Signature]</i> Name JOHN FELLOWS 39 CHEVERLEY CLOSE REDNAL BIRMINGHAM</p>
<p>Patricia Okunnu 9 Foxland Avenue Rednal Birmingham B45 9QE</p> <p>Signature..... <i>[Signature]</i></p>	<p>Signature..... <i>[Signature]</i> Name JOHN FELLOWS 39 CHEVERLEY CLOSE REDNAL BIRMINGHAM</p>
<p>Iris Pauline Farley 165 Chingford Road Kingstanding Birmingham B44 03L</p> <p>Signature..... <i>Iris Farley</i></p>	<p>Signature..... <i>[Signature]</i> Name JOHN FELLOWS 39 CHEVERLEY CLOSE REDNAL BIRMINGHAM</p>
<p>Coral Gardiner 73 Coleshill Road Water Orton Birmingham B46 1QF</p> <p>Signature..... <i>C. Gardiner</i></p>	<p>Signature..... <i>[Signature]</i> Name: JOHN FELLOWS 39 CHEVERLEY CLOSE REDNAL BIRMINGHAM</p>

Dated this 21st day of JANUARY 2004

THE COMPANIES ACTS 1985 AND 1989
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
THE JAN FOUNDATION LIMITED

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

'these Articles' means the Articles of Association of the Charity

'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

'executed' means any mode of execution

'Special General Meeting' shall mean any general meeting of the Members of the Charity which is not the Annual General Meeting

'the Memorandum' means the Memorandum of Association of the Charity

'office' means the Registered office of the Charity

'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 or the Charity including a joint assistant or deputy secretary

'the Board' means the Board of Directors of the Charity

'Board Member' means a member of the Board

Words importing the masculine gender only shall include the feminine gender and words importing the person only shall include the Group or organisation

Subject to this Article words and expressions contained in these Articles shall, unless the context requires otherwise, bear the same meanings as in the Act

OBJECTS

2. The Charity is established for the objects expressed in the Memorandum

MEMBERS

3. 3.1 There shall be no maximum number of members of the Charity
- 3.2 The Subscribers to the Memorandum shall be the first members of the Charity and, subject to the provisions of Article 3.3 such other persons ('Individual Members') and organisations ('Group Members') as are admitted to membership in accordance with the Articles shall be members of the Charity. No individual or Group Member shall be admitted to be a member of the Charity unless an application for membership in such form as the Board requires is approved by the Board and the Board has the right to refuse membership to any individual or organisation. All members must be committed to the furtherance of the objects of the Charity.
- 3.3 At no time shall the number of Group Members exceed one fifth of the number of Individual Members
- 3.4 The provisions of Section 22 of the Act shall be observed by the Charity and every member of the Charity shall either sign a written consent to become a member or sign the register of members on becoming a member
- 3.5 Membership of the Charity is personal and is not transferable
- 3.6 A person shall cease to be a member if he shall give a letter of resignation to the Board or if his membership is terminated under Article 4
- 3.7 Any person between the ages of 12 and 17 inclusive who shall be interested in the furtherance of the objects of the Charity may be admitted by the Board as a Junior member of the Charity ('a Junior Member'). A Junior Member shall be entitled to attend meetings of the Charity but with no power to vote and Junior Members shall have the power to elect two Joint Members to attend meetings of the Board when invited to do so by the Board
4. 4.1 If any member shall fail to observe any of the Articles or rules of the Board made under powers vested in the Board or whose conduct is prejudicial to the Charity or who shall fail to attend three consecutive meetings whether of the Board or any sub-committee of the Board or for any other sufficient reason, the Board may convene an extraordinary general meeting of the Charity to consider passing an extraordinary resolution to expel such member and on such extraordinary resolution being passed the name of the member shall be removed from the register of members and shall cease to be a member
- 4.2 Any member who is the subject of a resolution to expel under the terms of the preceding Article shall be entitled to address the said extraordinary meeting either in person or through a representative

GENERAL MEETINGS

5. 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 fifteen 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 at such places as the Board shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The Board may call general meetings when it thinks fit and general meetings may also be convened on the requisition of members pursuant to the provisions of the Act

NOTICE OF GENERAL MEETINGS

7. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution 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 agreed as follows:
 - a) in the case of an annual general meeting, by all the members entitled to attend and vote: and
 - b) 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 per cent 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 members and to the Board and auditors

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any general meeting unless a quorum is present. A quorum shall be one half or six whichever shall be the greater of the Members entitled to vote upon the business to be transacted provided that there shall be no quorum unless the number of Individual Members present and entitled to vote shall exceed the number of Group Members present.
9. If a quorum is not present within half an hour of the time appointed for the meeting or, if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Board may determine but

those persons present may agree in principle upon the business set out in the notice to be transacted at the meeting, subject to the ratification of such business at the adjourned meeting.

10. The chairperson ('the Chair') if any, of the Board or in his absence some other Board Member nominated by the other Board members present shall preside as the Chair of the meeting, but if neither the Chair nor such other Board Members be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board Members present shall elect one of their number to be the Chair, and, if there is only one Board Member present and willing to act, shall be the Chair.
11. If no Board Member is willing to act as the Chair, or if no Board Member 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 the Chair.
12. The Chair 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 that properly might have been transacted at the meeting had an 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:
 - a) by the Chair, or
 - b) subject to the provisions of Article 8 by at least 10 members having the right to vote at the meeting; or
 - c) subject as aforesaid by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting
14. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or 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 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 Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made
16. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he may have
17. No poll shall be demanded on the election of a Chair or on the question of adjournment

18. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll was demanded

VOTES OF MEMBERS

19. At any general meeting when a resolution is put to the vote either by a show of hands or a poll, all members shall have one vote
20. No member shall be entitled to vote at any general meeting unless any membership fees, if any, then payable by him or, in the case of a Group Member by the Group concerned, to the Charity shall have been paid.
21. No objection shall be raised to the qualification of any voter except at the meeting or the 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 Chair whose decision shall be final and conclusive
22. Any Group Member may by resolution of its governing body authorise such named persons as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the Group Member as if the Group Member were an individual member of the Charity provided that the representative of any such Group Member shall only be entitled to one vote

ANNUAL GENERAL MEETING

23. The business to be transacted at the Annual General Meeting of the Charity shall be in accordance with the provisions of the Act and shall include but not limited to:
- 23.1 Consideration and if thought fit the approval of the accounts of the Charity for the most recent financial year of the Charity and the report of the Auditors
- 23.2 Consideration of the report of the Directors
- 23.3 Election of Directors
- 23.4 Appointment of Auditors

BOARD OF DIRECTORS

24. 24.1 Until otherwise determined by members in general meeting the number of Board Members shall not be less than 4 nor more than 12
- 24.2 At any one time the Board Members shall comprise:
- 24.2.1 Those Directors elected by the Members of the Company in accordance with Article 23

24.2.2 Those Directors co-opted in accordance with Article 26

- 25 No Individual or Group which is not respectively an individual or a Group Member of the Charity shall in any circumstances respectively be eligible or to be eligible to nominate a representative to hold office as a Board Member
- 26 The Board may from time to time request an individual to be or any Group member of the Charity to nominate a representative to be a member of the Board to fill a casual vacancy or by way of addition provided that the maximum is not exceeded. Any such Board Member shall only hold office until the next annual general meeting but shall be eligible for re-election.
- 27 The Charity may from time to time by special resolution increase the maximum number of Board Members
- 28 The first Board Members shall be the subscribers to the Memorandum and shall serve from the date of incorporation until the end of the first Annual General Meeting of the Charity
- 29 The Board may appoint any relevant persons to attend and participate in any of its meetings without the power to vote
- 30 Two Junior Members elected as previously provided shall have the right, if invited, to attend and participate in meetings of the Board **PROVIDED THAT** such Junior Members shall have no power to vote and shall not be counted for the purposes of establishing a quorum as set out in clause 44 of these Articles
- 31 In addition and without prejudice to the provisions of section 303 of the Act the Charity may by extraordinary resolution remove any member of the Board before the expiration of his period of office and may by an extraordinary resolution appoint another member in his place; but any person so appointed shall hold office so long only as the member in whose place he was appointed would have held the same had he not been removed.

POWERS OF THE BOARD

32. Subject to the provisions of the Act, the Memorandum and Articles and any directions given by special resolution, the business of the Charity shall be managed by the Board who may exercise all the powers of the Charity. No alteration to the Memorandum and Articles and no such direction shall invalidate any prior act of the Board which would have been valid had that alteration 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 Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board
33. In addition to all powers hereby expressly conferred upon it and without detracting from the generality of its powers under the Articles the Board shall have the following powers:
 - 33.1 To expend the funds of the Charity in such manner as it shall consider most beneficial for the achievement of the objects set out in the Memorandum of Association and to invest in the name of the Charity such part of the funds as it may see fit and to direct the sale and

transposition of such investments and to expend the proceeds of any such sale in furtherance of the said objects

33.2 To enter into contracts on behalf of the Charity

34. The Board members may act notwithstanding any vacancy in its body; provided always that in case the number of Board Members shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles it shall be lawful for them to act as the Company, filling up vacancies on the Board or of summoning a General Meeting.

APPOINTMENT AND RETIREMENT OF DIRECTORS

35. At the first Annual General meeting all the Board shall retire from office, and at every subsequent Annual General Meeting one third of the Board Members shall be subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office but, if there is only one Board member who is subject to retirement by rotation, shall retire.
36. Subject to the provisions of the Act, the Board Members to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Board Members on the same day those to retire shall (unless they otherwise agree among themselves) shall be determined by lot.
37. If the Charity at a meeting at which a Board Member retires by rotation does not fill the vacancy, the retiring Board member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution on the re-appointment of the Board Member is put to the meeting and lost.
38. No person other than a Board Member retiring by rotation shall be appointed or re-appointed a Board Member at any general meeting unless;
- 38.1 She is nominated by the Board or
- 38.2 Not less than 7 nor more than 21 days before the date appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and notice in writing signed by the person to be proposed, of his willingness to be elected.
39. No person may be appointed a Board Member unless:
- 39.1 She has attained the age of 18 years; and
- 39.2 She has been nominated by a member of the Charity; and
- 39.3 If elected, would not have been disqualified under the terms of Article 41
40. Subject as aforesaid a Board Member who retires at an Annual General Meeting may, if willing to act, be re-elected

DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

41. A Board Member shall cease to hold office if he;
- 41.1 ceases to be a Board Member by reason of any provision in the Act or is disqualified from acting as a Board member by reason of Section 72 of the Charities Act 1993 (or any statutory modification or re-enactment of that provision);
 - 41.2 Becomes by reason of mental illness incapable of managing her own affairs
 - 41.3 By notice to the Charity in writing resigns his office;
 - 41.4 Ceases to be a member of the Charity;
 - 41.5 Is absent without permission of the Board from all its meetings whether of the Board or of any relevant sub-committee of the Board held within three months and the Board resolves that his office be vacated
 - 41.6 The Group which he represents ceases for whatever reason to be a member of the Charity

PROCEEDINGS OF THE BOARD

42. Subject to the provisions of the Articles the Board may regulate their proceedings as they think fit. A Board Member may, and the Secretary at the request of three Board members shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes.
43. The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than one third of its number or five Board Members present in person and entitled to vote, whichever shall be the greater, **PROVIDED THAT** there shall be no quorum unless there are more Individual Members than Group Members
44. The Board may act notwithstanding any vacancies in its number, but if the number of Board members is less than the number fixed for the quorum, the continuing Board members may act only for the purpose of filling vacancies or of calling a general meeting
45. The Board shall elect a Chairperson ('the Chair') a Vice Chairperson and a Treasurer. Unless unwilling to do so the Chair shall preside at every meeting of the Board at which the Chair is present. If the Chair shall be unavailable fifteen minutes after the time appointed for the meeting, the Board present may appoint one of its number to be the Chair of the meeting
46. The Board may appoint one or more sub-committees consisting of one or more Board members for the purpose of making an enquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a sub-committee. All acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board.

47. All acts done by a meeting of the Board, or of a sub-committee of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member or that any of them was 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 Board Member and had been entitled to vote.
48. A resolution in writing signed by all the Board entitled to receive notice of a meeting of the Board or of a sub-committee of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board or a sub-committee of the Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Board Members.
49. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Board and shall indicate the name of the Charity. All cheques and orders for payment of money from such account shall be signed by two people as authorised by the Board.

SECRETARY

50. Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration (if not a Board Member) and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board

MINUTES

51. The Board shall keep minutes in books kept for the purpose;
 - 51.1 Of all appointments of officers made by the Board; and
 - 51.2 Of all proceedings at meetings of the Charity and of the Board and of sub-committees of the Board including the names of the Board Members present at each such meeting

THE SEAL

52. The seal shall only be used with the authority of the Board or of a sub-committee authorised by the Board. The Board shall determine who shall sign any instrument to, which the seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or a second Board Member

ACCOUNTS

53. Accounts shall be prepared in accordance with the provisions of the Act and the requirements of the Charities Acts

ANNUAL REPORTS

54. The Board shall comply with all requirements of the Charities Act 1993 with regard to the preparation and submission of an annual report

ANNUAL RETURNS

55. The Board shall comply with all the requirements of the Act with regard to the preparation and submission of annual returns

NOTICES

56. Any notice to be given to or by any person pursuant to the Articles shall be in writing
57. The Charity may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity
58. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary of the purposes for which it was called.
59. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted

SOCIAL AUDIT

60. A social audit of the Charity's activities may be undertaken annually in addition to the financial audit required by law. The role of the social audit shall be to identify the social costs and benefits of the Charity's work, and to enable an assessment to be made of the Charity's overall performance in relation to its objects more easily than may be made from financial accounts alone.

Such a social audit may be drawn up by an independent assessor appointed by the Board, or by the Board who may submit their report for verification or comments to an independent assessor.

A social audit may include an assessment of the internal democracy and decision making of the Charity, the wages, health and safety, skill sharing and education opportunities of its employees, or other matters concerning their overall personal or job satisfaction; and an assessment of the Charity's activities externally, including its effects on users and suppliers, on people in the same or similar field of activity, and on persons residing in areas where the Charity is located.

INDEMNITY

61. Subject to the provisions of the Act every Board Member 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 judgement is given in his favour or in which is acquitted or in connection with any application in which relief is granted to him by any court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

RULES

62. **PROVIDED THAT** at all times the Board complies in every respect with the provisions of the Charities Acts, the Board may from time to time make such rules or bye-laws as it may deem necessary, expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes and conditions of membership. In particular but without limitation to the generality of the foregoing, it may by such rules or bye laws regulate;
- 62.1 The admission and classification of members of the Charity including the admission of organisations to membership and the rights and privileges of such members and the conditions of membership[and the terms on which subscriptions shall be paid by members
 - 62.2 The conduct of the members of the Charity in relation to one another and to the employees of the Charity;
 - 62.3 The setting aside of the whole or any part or parts of the premises of the Charity at any particular time and for any particular purpose
 - 62.4 The procedure at general meetings and at the meetings and committees of the Board insofar as such procedure is not regulated by these Articles;
 - 62.5 Generally all such matters as are commonly the subject matter of Charity Rules
63. The Charity in General meeting shall have the power to alter, add to or repeal the rules or bye laws and the board shall adopt is sufficient to bring to the notice of members of the Charity all such rules and bye laws which shall be binding on members of the Charity provided that no such rule or bye laws shall be inconsistent with or shall affect or repeal anything contained in the Memorandum and the Articles.

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company pursuant to these Articles of Association.

Names and Address of Subscribers	Witness
<p>John Bruce 108 Poplar Road Dorridge Solihull West Midlands B93 8DG</p> <p>Signature..... <i>John Bruce</i></p>	<p>Signature..... <i>[Signature]</i> Name..... JOHN FELLOWS 39 CHEVERLEY CLOSE REDNAL BIRMINGHAM</p>
<p>Patricia Okunnu 9 Foxland Avenue Rednal Birmingham B45 9QE</p> <p>Signature..... <i>[Signature]</i></p>	<p>Signature..... <i>[Signature]</i> Name..... JOHN FELLOWS 39 CHEVERLEY CLOSE REDNAL BIRMINGHAM</p>
<p>Iris Pauline Farley 165 Chingford Road Kingstanding Birmingham B44 0BL</p> <p>Signature..... <i>Iris Farley</i></p>	<p>Signature..... <i>[Signature]</i> Name..... JOHN FELLOWS 39 CHEVERLEY CLOSE REDNAL BIRMINGHAM</p>
<p>Coral Gardiner 73 Coleshill Road Water Orton Birmingham B46 1QF</p> <p>Signature..... <i>C. Gardiner</i></p>	<p>Signature..... <i>[Signature]</i> Name..... JOHN FELLOWS 39 CHEVERLEY CLOSE REDNAL BIRMINGHAM</p>

Dated this 21st day of JANUARY 2004