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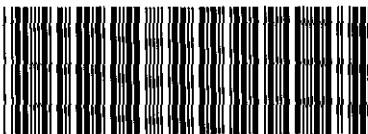
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5374796

The Registrar of Companies for England and Wales hereby certifies that
ADVOCACY WEST LANCS 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 24th February 2005



N05374796S



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

Company Name in full

ADVOCACY WEST LANCES LTD.

I,

KEVIN JOHN WRIGHT

of

19 VICARAGE Garden, BURSLOUGH

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

[Signature]

Declared at

ORMSKIRK LANCASHIRE

Day Month Year

On

1 6 0 2 2 0 0 5

† Please print name.

before me †

DENNIS MARK ABBOTT

Signed

[Signature]

Date

16.2.2005

† 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 visible to searchers of the public record.

15 Railway Road

Ormskirk

LANCS.

Tel

DX number 21251

DX exchange ORMSKIRK

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



A20
COMPANIES HOUSE

Form revised 10/03

0661
23/02/05



Companies House

for the record

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

5374794

10

First directors and secretary and intended situation of
registered office

Company Name in full

ADVOCACY WEST LANCs LTD.

Proposed Registered Office

(PO Box numbers only, are not acceptable)

4, CHURCH HOUSE

PARK ROAD

Post town

ORMSKIRK,

County / Region

LANCS

Postcode

L39 3AT

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

BRIGHOUSE WOLFF

Address

28, DERBY STREET,

Post town

ORMSKIRK

County / Region

LANCS.

Postcode

L39 2BY

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 you give will be visible to
searchers of the public record.

BRIGHOUSE WOLFF	
SOLICITORS	
DX 21253	
ORMSKIRK	
28, Derby Street	
ORMSKIRK	
01692 250 250	Tel
01692 250 250	
DX number	DX exchange

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Registrar of Companies at:

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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



A20
COMPANIES HOUSE

0662
23/02/05

v 08/02

Company Secretary (see notes 1-5)

* Voluntary details

** 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.

Company name	ADVOCACY WEST LANCS. LTD.			
NAME	*Style / Title	MS	*Honours etc	BA
Forename(s)	PAMELA SUE			
Surname	Fowler			
Previous forename(s)	—			
Previous surname(s)	—			
Address **	6 Clayford Crescent			
	Stonycroft			
Post town	Liverpool			
County / Region	Mersyside	Postcode	L14 1PG	
Country	England			

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

Consent signature

Pamela Fowler

Date

16/2/2005

Directors (see notes 1-5)

Please list directors in alphabetical order

** 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.

NAME	*Style / Title	MR	*Honours etc	
Forename(s)	Kevin JOHN			
Surname	Wright			
Previous forename(s)	—			
Previous surname(s)	—			
Address **	19 Vicarage Gardens			
Post town	BURSCOUGH			
County / Region	LANCASHIRE	Postcode	L40 7UU	
Country	ENGLAND			

Date of birth

Day Month Year

11/01/1965

Nationality

BRITISH

Business occupation

University lecturer

Other directorships

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

Consent signature

Kevin Wright

Date

16/2/2005

Please list directors in alphabetical order

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ^{††}

ff 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.

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 _____

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 _____

113744 / 20

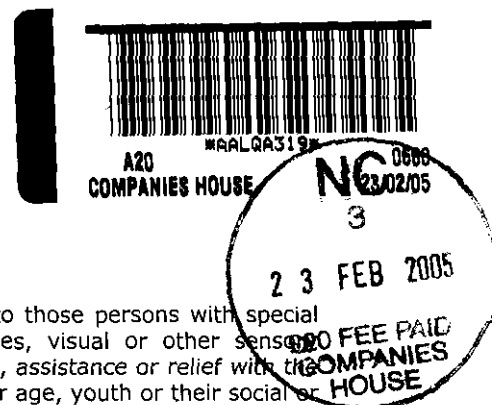
8376

The Companies Acts 1985 to 1989

Company Limited by Guarantee and not have a Share Capital

Memorandum of Association of

Advocacy West Lancs Limited



1. The name of the Company is Advocacy West Lancs Limited
2. The Registered Office of the Company will be situate in England
3. The Objects for which the Company is established are :-

To provide Advocacy services within the West Lancashire area to those persons with special learning difficulties, mental health problems, physical disabilities, visual or other sensory impairment or with any other disabilities and who may need help, assistance or relief with the provision of an effective advocacy service and irrespective of their age, youth or their social or economic circumstances.

4. In furtherance of these objects but not otherwise the Directors may exercise the following powers :-

(a) To work in partnership with other charitable organisations, voluntary groups or Statutory bodies to provide support, training and work experience for Honorary Members.

(b) To raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of law.

(c) To acquire by purchase; exchange or otherwise either for an estate in fee simple, or for any less estate or for any tenure, whether in possession or in reversion, and whether vested or contingent or to take on Lease, rent or otherwise and for any term as required any lands, houses, buildings, and hereditaments, and to hold or to sell, let alienate, mortgage charge or otherwise deal with all or any of such lands tenements or hereditaments.

(d) To carry on any other trade or business which may seem to the Company necessary to be carried on for the achievement of the objects specified in Clause 3 hereof.

(e) To purchase, take on lease or in exchange, hire or otherwise acquire and hold any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.

(f) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.

(g) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future and to secure any securities of the Company by a trust deed or other assurances.

(h) To receive money on deposits or loan or by way of donation upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(i) To establish and maintain or procure the establishment and maintenance of any non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Sections 736 of the Companies Act, 1985, or otherwise associated with the Company in business or who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe and guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(j) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(k) To enter into any partnership or joint-purse arrangement or arrangement for carrying on or proposing to carry on any business within the objects of this Company.

(l) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in a Bank Deposit or Building Society Account or in another Investment Account as determined by the Directors but not in Marketable Securities or in Shares, Debentures or Loan Stock in Public or Private Limited Companies.

(m) To confer and co-operate with other organisations and with individuals who are engaged on work similar to or connected with that of the Company.

(n) To establish and support or aid in the establishment and support of any voluntary, community and/or charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

5. **PROVIDED THAT :-**

(i) The Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the association would make it a trade union and furthermore the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations or workers and organisations of employers.

(ii) The income and property of the Company, whencesoever derived shall be applied solely towards the promotion of such of the objects of the Company as set forth in this Memorandum of Association as are designed to carry on the business or businesses of the Company, and any surplus monies at the end of an Accounting period shall either remain in the business.

Providing that nothing herein shall prevent the repayment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding the prevailing market rates on money lent or on reasonable and proper rent for premises demised or let by any member to the Company but so that no Director of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any Director except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company provided that the provisions last aforesaid shall not apply to any payment to any company of which a Director may be a member and in which such member shall not hold any more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

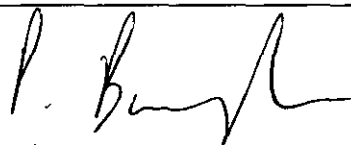
(iii) No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the same being in force unless the same shall have been previously submitted to and approved by the Charity Commission.

(iv) It is declared that the liabilities of the members of the Company is limited.

(v) The members undertake to contribute to the assets of the Association in the event of the same being wound up while it is a member, or within one year after it ceased to be a member for payment of the debts and liabilities of the Company contracted before it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustments of the rights of the contributors among themselves, such amount as may be required not exceeding £10.

(vi) If upon the winding up or disposition of the Company there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid or distributed to the nearest similar organisation, firstly within the West Lancashire area and failing this within the wider area of the Lancashire County, with similar objects or objects assisting persons with special needs of this nature.

WE the persons, whose names and addresses subscribed below is desirous of being formed into a Company in pursuant to this Memorandum of Association.



PAULINE BARRACLOUGH

13 KESTREL PARK

ASHURST

SKELMERSDALE WNG 6TA

ACTIVE AGEING DEVELOPMENT COORDINATOR
AGE CONCERN

Cindy Robertson

CINDY ROBERTSON

West Lancs Volunteer Bureau

2 Church House

Park Road

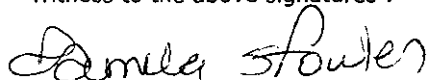
Catons Kirk

L39 3AG

manager

Dated the 16th day of February 2005

Witness to the above signatures :-



PAMELA S FOWLER

6 Clayford Crescent, Liverpool L14 1PG

Manager

The Companies Act 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Articles of Association of

Advocacy West Lancs Limited

Interpretation

1. In these articles.

"the Act" means the Companies Act 1985;

"Address" means postal address or, for the purpose of electronic communication, a fax number, an email, address or a text message number in each case registered with the charity;

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

"Clear days" in relation to the period of a notice means a 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:

"The commission" means the Charity Commissioners for England and Wales;

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

"Officers" includes the Directors and the secretary;

"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 Directors" means the directors of the Charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993;

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

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Members

2(1) The subscribers to the memorandum are the first members of the Charity.

(2) Membership is open to other individuals or organisation who:

- a) Apply to the Charity in the form required by the Directors; and
- b) are approved by the Directors.

(3) a) The Directors may only refuse an application for a membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one-days of the decision.

c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representation must be notified to the applicant in writing but shall be final.

(4) Membership is not transferable to anyone else.

(5) The Directors must keep a register of names and addresses to the members.

Classes of Membership.

- 3(1) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if;
 - (a) three-quarters of the members of that class consent in writing to the variation.
 - (b) A special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in these articles about the general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership.

- 4 Membership is terminated if;
 - (1) The member dies or, if it is an organisation, ceases to exist;
 - (2) The member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
 - (3) Any sum due from the member to the Charity is not paid in full within six months of it falling due;
 - (4) The member is removed from the membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from the membership may only be passed if:
 - (a) The member has been given at least twenty-one-days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed.
 - (b) The member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

General meetings.

- 5(1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5 The Directors may call an extraordinary general meeting at any time.

Notice of general meetings.

- 7(1) The minimum periods of notice required to hold a general meeting of the Charity are:
 - twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
 - Fourteen clear days for all other extraordinary general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed:
 - In the case of an annual general meeting, by all the members entitled to attend and vote; and
 - In the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.

- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the Directors and auditors.
- 8 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings of General Meetings

- 9(1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - Four members entitled to vote upon the business to be conducted at the meeting: or
 - one third of the total membership at the time.

whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum;
- 10(1) If:
 - (a) A quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) During a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place, as the Directors shall determine.
- (2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- 11(1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting.
- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- 12(1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at a meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- 13(1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
 - (a) By the person chairing the meeting; or
 - (b) By at least two members having the right to vote at the meeting; or

- (c) 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.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of the votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 14 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 15 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

Votes of members

- 16(1) Subject to Articles 3 and 14 and the next paragraph, every member, whether an individual or an organisation shall have one vote.
- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the charity.
- 17 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 18(1) Any organisation that is a member of the Charity may nominate any person to act as its representatives at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

Directors

- 19(1) A Director must be a natural person aged 18 years or older.

- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of article 31.
- 20 The number of Directors shall be not less than Eight and not more than Twelve unless otherwise determined by ordinary resolution.
- 21 The first Directors shall be those persons notified to Companies House as the first directors of the Charity.
- 22 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

Powers of Directors.

- 23(1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.
- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Retirement

- 24 At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire.
- 25(1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2) If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

The Appointment of Directors

The charity may by ordinary resolution:

- Appoint a person who is willing to act to be a Director; and
- Determine the rotation in which any additional Directors are to retire.

- 27 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
 - (1) He or she is recommended for re-election by the directors; or
 - (2) Not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
 - (a) Is signed by a member entitled to vote at the meeting;
 - (b) States the member's intention to propose the appointment of a person as a Director.
 - (c) Contains the details that, if the person were to be appointed, the Charity would have to file at companies House; and
 - (d) Is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 28 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
- 29(1) The Directors may appoint a person who is willing to act to be a Director.
- (2) A Director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.

- 30 The appointment of a Director whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

Disqualified and removal of Directors

- 31 A Director shall cease to hold office if he or she:
- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director;
 - (2) 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);
 - (3) ceases to be member of the Charity;
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (5) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
 - (6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

Directors' remuneration.

- 32 The directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

Proceeding of Directors

- 33(1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any Director may call a meeting of the Directors.
 - (3) The secretary must call a meeting of the Directors if requested to do so by a Director.
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 34(1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be three or the number nearest to one third of the total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors.
 - (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 35 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 36(1) The directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
 - (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.
- 37(1) A resolution in writing signed by all the directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.

- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

Delegation

- 38(1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.

- (2) The Directors may impose conditions when delegating, including the conditions that:

- The relevant powers are to be exercised exclusively by the committee to whom they delegate;
- No expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

- (3) The Directors may revoke or alter a delegation.

- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

- 39 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

- 40(1) Subject to paragraph 40(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

If without;

- the vote of that Director; and
- that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

- (2) Paragraph 40(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 40(1), resolution would have been void, or if the Director has not complied with article 39.

Seal

- 41 If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

Minutes

- 42 The Directors must keep minutes of all;

- (1) appointments of officers made by the Directors;

- (2) proceedings at meetings of the Charity;

- (3) meetings of the Directors and committees of Directors including:

- the names of the Directors present at the meeting;
- the decisions made at the meetings; and
- where appropriate the reasons for the decisions.

Accounts

- 43(1) The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Directors must comply with the requirements by sections 221 and 222 of the Act.

Annual Report and return and Register of Charities

- 44(1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:
- (a) the transmission of the statements of account to the Charity;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.
- (2) The Directors must notify the Commission promptly of any changes to the Charity's entry of central Register of Charities.
- 45 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given using electronic communications.
- 46(1) The Charity may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 47 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 48(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity

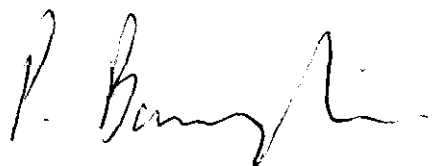
- 49 The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

- 50(1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has power to alter, add to or repeal the rules or bye laws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- (5) The rules or bye laws, shall be binding on all members of the Charity. 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



PAULINE BARRACLOUGH

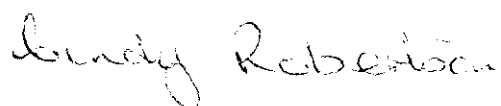
13 KESTREL PARK

ASHURST

SKAMERSDALE, WNS 6TA

ACTIVE AGEING DEVELOPMENT COORDINATOR

AGE CONCERN



CINDY ROBERTSON

2 Church House

Park Road

Ormskirk

Lancs

LB9 3AG

manager

Dated this 16th day of February, 2005

Witness to the above Signatures:



manager

advocacy west Lancs