

FILE COPY



Certificate of Incorporation of a Community Interest Company

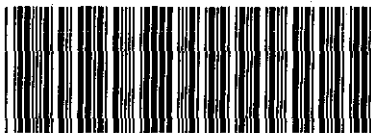
Company No. 5738894

The Registrar of Companies for England and Wales hereby
certifies that:

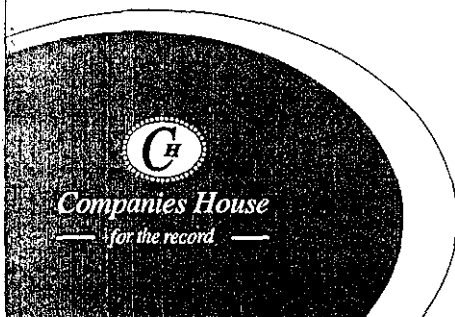
UPBEAT SOCIAL ENTERPRISES COMMUNITY INTEREST
COMPANY

is this day incorporated under the Companies Act 1985 as a
private company; that the company is limited; and that it is a
community interest company

Given at Companies House, Cardiff, the 10th March 2006



N05738894V



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

UPBEAT SOCIAL ENTERPRISES Community
Interest Company

I, Sheila Mahon

of 11 Aberdeen Grove Leeds LS12 3QY

† 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

S. Mahon.

Declared at

Fox Hayes LLP

Day Month Year

On 20 01 2006

● Please print name.

before me ●

STACEY CHURCHWARD

Signed

Date 20/1/06

† 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



A12 *ALNCDDSP* 310
COMPANIES HOUSE 22/02/2006

A18 *ABWBOCCI* 192
COMPANIES HOUSE 24/01/2006

Form revised 10/03

FOX HAYES

SOLICITORS

BANK HOUSE

150 ROUNDWAY ROAD

LEEDS LS8 5LD

DX number

DX exchange

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

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

10

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

Company Name in full

UPBEAT SOCIAL ENTERPRISES Community Interest
Company

Proposed Registered Office

(PO Box numbers only, are not acceptable)

331 UPPER TOWN STREET BRAMLEY

Post town

LEEDS

County / Region

W. YORKSHIRE

Postcode

LS 13 3JX

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

2

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

Tel

DX number

DX exchange

A12
COMPANIES HOUSE 22/02/2006

A18
COMPANIES HOUSE 24/01/2006

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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

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	UPBEAT SOCIAL ENTERPRISES Community Interest Company		
NAME	*Style / Title	Ms	*Honours etc
Forename(s)	LAURA		
Surname	TAGGART		
Previous forename(s)	NONE		
Previous surname(s)	NONE		
Address ††	74, STANHOPE DRIVE.		
	HORSFORTH		
Post town	LEEDS		
County / Region	WEST YORKSHIRE	Postcode	LS18 4ES.
Country	ENGLAND.		

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

Consent signature Laura Taggart. Date January 19/15. 2006.

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	MRS	*Honours etc
Forename(s)	SHEILA		
Surname	MAHON		
Previous forename(s)	NONE		
Previous surname(s)	PAWSON		
Address ††	11 ABERDEEN GROVE		
Post town	LEEDS		
County / Region	W YORKSHIRE	Postcode	LS12 3QY
Country	ENGLAND		


Date of birth	Day	Month	Year	Nationality	BRITISH
Business occupation	CHARITY COORDINATOR				
Other directorships	NONE				


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

Consent signature S. Mahon Date 19.1.06

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
	Mr.	None	
* Voluntary details	Forename(s)	BARRIE RICHARD	
	Surname	SMITH	
	Previous forename(s)	None	
	Previous surname(s)	None	
†† 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 ††		
<input type="checkbox"/>	354 BROAD LANE		
	BRAMLEY		
	Post town	LEEDS	
	County / Region	WEST YORKSHIRE	Postcode LS13 2HF
	Country	ENGLAND	
	Date of birth	Day Month Year	Nationality
	14 07 1937		BRITISH
	Business occupation	RETIRED	
	Other directorships	BRAMLEY ELDERLY ACTION LTD	
		WEST LEEDS HEALTHY LIVING NETWORK LTD.	
	I consent to act as director of the company named on page 1		
	Consent signature		Date 19.1.2006

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	S. Mahon	Date	19.1.06
	Signed		Date	19.1.06
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	

004978/35

CIC 36

Declarations on Formation of a Community Interest Company

For official use
(Please leave blank)

Please
complete in
typescript, or
in bold black
capitals.

Company Name in
full

UPBEAT SOCIAL ENTERPRISES Community Interest

Company

SECTION A: DECLARATIONS ON FORMATION OF A COMMUNITY INTEREST COMPANY

1. We/I, the undersigned, declare that the company whose proposed name appears above will not be:

- (a) a political party;
- (b) a political campaigning organisation; or
- (c) a subsidiary of a political party or of a political campaigning organisation.

(as defined in regulation 2 of the Community Interest Company Regulations 2005 ("**the Regulations**")). (See note 1)

2. We/I further declare that the company will carry on its activities for the benefit of the community, or a section of the community, (as defined in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 ("**the Act**") and the Regulations. Please insert a short description of the community, or section of the community, which it is intended that the company will benefit, in the space provided below (See note 2):

In particular, the activities will benefit people over 60 years of age and people with disabilities in West Leeds. It will also be of benefit to residents in Leeds and surrounds.



A12 *ALNCCDSQ* 311
COMPANIES HOUSE 22/02/2006

A18 *ABWH9CCA* 183
COMPANIES HOUSE 24/01/2006

**Declarations on Formation of a
Community Interest Company**

COMPANY NAME

UPBEAT SOCIAL ENTERPRISES Community Interest Company

SECTION B: COMPANY ACTIVITIES

Please indicate how it is proposed that the company's activities will benefit the community (or a section of the community). Please provide as much detail as possible to enable the Regulator to make a properly informed decision about whether your company is eligible to be a community interest company (*See note 3*). Please indicate whether you expect the company to make a profit or surplus, and, if so, how that profit or surplus will be used to benefit the community.

Activity	How will the activity benefit the community?
Home Support Services Gardening Decorating Odd Jobs	We will provide good value practical services to people living in West Leeds. Older people who use these services will benefit from knowing we are reliable, trust worthy and give good value for money. Any profits which do not need to be reinvested will be used by Bramley Elderly Action to subsidise the service to local elderly people. The additional benefit is that anyone over 60 who receives these services can receive advice from our Home Support Worker on housing matters.
Selling independent living aids, directly	Older people in this area currently have limited access to information about and suppliers of equipment for independent living. There is nowhere in the immediate vicinity where people can go to try out things and find out what is available before purchasing it. We will provide a better deal for older people and people with disabilities, by selling low level aids directly to this client group at group activities, party plan and individually. This will make it more easily accessible, give people the opportunity to try the pieces of equipment and also meet socially with others. This will also allow people who do not get out and about regularly to make new friends and build confidence and self worth. It will create job opportunities. Any profits made will go into the charity to provide further services or be reinvested into this activity.
Selling larger equipment through an established company who sell trustworthy, quality guaranteed equipment	We would refer anyone needing high tech equipment to this company. 'Which ?' report in 2002 highlights the inappropriate sales tactics of some companies. Our clients would know that we have thoroughly checked the company out. Many disadvantaged people take out loans to cover this equipment which can almost add a third to the price. We hope to encourage the use of Credit Unions.

**Declarations on Formation of a
Community Interest Company**

COMPANY NAME

UPBEAT SOCIAL ENTERPRISES Community Interest Company

SECTION B: COMPANY ACTIVITIES

Please indicate how it is proposed that the company's activities will benefit the community (or a section of the community). Please provide as much detail as possible to enable the Regulator to make a properly informed decision about whether your company is eligible to be a community interest company (*See note 3*). Please indicate whether you expect the company to make a profit or surplus, and, if so, how that profit or surplus will be used to benefit the community.

Activity	How will the activity benefit the community?
Consultancy and training	Using the skills and experience we have developed over the last 10 years at Bramley Elderly Action in fundraising, community development and setting up a community enterprise we can help other organisations by way of presentations and training courses.
Other developments	We may wish to develop other areas of trading which will be of benefit to the community, especially elderly people in the future.

**Declarations on Formation of a
Community Interest Company**

(Please continue on separate continuation sheet if necessary.)

COMPANY NAME

UPBEAT SOCIAL ENTERPRISES Community Interest Company

SECTION C: SIGNATORIES

**Each person
who will be a
first director
of the
company
must sign the
declarations.**

Signed



Date

19th January 2006

Signed

S. Mahan

Date

19th January 2006

Signed

Date

Signed

Date

Signed

Date

(Please continue on separate continuation sheet if necessary.)

CHECKLIST

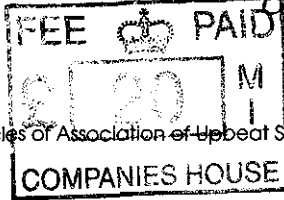
These declarations must be accompanied by the following documents under section 10 of the Companies Act 1985 – have you included them with your application?

- (a) Memorandum and articles of association, which comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (b) Form 10 - First directors and secretary and intended situation of registered office
- (c) Form 12 - Declaration on application for registration
- (d) Any completed continuation sheets

10,000
2

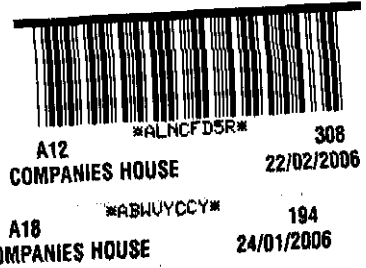
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Memorandum & Articles of Association of Upbeat Social Enterprises

The Companies Act 1985
COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION OF UPBEAT SOCIAL ENTERPRISES COMMUNITY INTEREST COMPANY

1 COMMUNITY INTEREST COMPANY

The Company is to be a community interest company.

2 NAME

The Company's name is 'Upbeat Social Enterprises Community Interest Company'.

3 REGISTERED OFFICE

The Company's registered office will be in England and Wales.

4 OBJECTS

The Company's objects are to carry on activities which benefit the community and in particular (without limitation):

- A. To promote and provide high quality products and services for elderly people, people with disabilities, or carers in Leeds and surrounding areas.
- B. To provide training, employment and volunteering opportunities to elderly people and to people with disabilities or other disadvantages in finding employment.
- C. To establish or promote or concur in establishing or promoting new companies which aim to provide high quality products or services for elderly people, people with disabilities, or carers, or to create employment for elderly people, people with disabilities, or other disadvantages in finding employment, and the promotion of which shall advance directly or indirectly the objects or interests of the Company. Such companies may take any form, but if they are share companies the Company may acquire and hold or dispose of shares, stock, securities or property issued by such companies, with the aim of continuing to hold approximately one third of the voting rights in any such companies.
- D. To promote and improve for the public benefit the economic and social well-being of people living and working in areas where the company operates.
- E. To protect and conserve the environment and advance the education of the public with particular reference to the protection of the environment.

5 POWERS

The Company has the power to do anything which is incidental or conducive to the furtherance of its objects.

6 LIMITED LIABILITY

The liability of the Members is limited.

Address:

The address of the asset locked company lodged at Companies House as a limited company is 331 Upper Town Street, Bramley, Leeds, LS13 3JX. The address on the Charities Commission database is a contact address for the Treasurer.

Company Activities:

Selling independent living aids directly.

The research we carried out amongst Bramley Elderly Action members showed that only those with complex health needs knew about small aids eg pill containers, openers, easy use scissors, personal washing aids. The idea of being able to view and handle these goods in their own homes was thought to provide a good personal service and also combat social isolation.

Selling large equipment

The social benefit of this part of the company is to ensure better deals for older and disabled people many of whom are paying exorbitant rates for larger equipment eg chairs, beds, wheelchairs and also taking on credit agreements which further increase the costs. Many salespeople are using inappropriate sales techniques with vulnerable people. Volunteers from Bramley Elderly Action would be available to be present when the salesperson visited to make sure that the company act in accordance with guidelines we would agree with the company.

Majority decisions 12.4


Now reads: 'shall have a second or casting vote'

7 SHARE CAPITAL

The Company's share capital is £10,000 divided into 10,000 Ordinary Shares of £1 each.

We, the subscribers to this Memorandum, wish to form a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES, SIGNATURES & ADDRESSES OF SUBSCRIBERS:

Name	Address	Number of shares taken:
<u>Barrie Richard Smith</u>	<u>354 Broad Lane</u> <u>Bramley</u> <u>Leeds</u> <u>LS13 2HF</u>	<div style="border: 1px solid black; padding: 2px; text-align: center;">1</div>
<u>Signature</u> 		

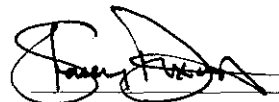
Name	Address	Number of shares taken:
<u>SHEILA MAHON</u>	<u>11 ABERDEEN GROVE</u> <u>LEEDS LS12 3QY</u>	<div style="border: 1px solid black; padding: 2px; text-align: center;">1</div>
<u>Signature</u> <u>S. Mahon</u>		

Total number of shares taken:

2

Dated this ^{sn 18th} 18th day of JANUARY, 2006

WITNESS TO THE ABOVE SIGNATURES:

Name:	Address
<u>STACEY DIXON</u>	<u>55 LANESIDE GARDENS</u>
<u>Signature:</u> 	<u>MORLEY, LEEDS, LS27 9SA</u>

8

The Companies Act 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF
UPBEAT SOCIAL ENTERPRISES COMMUNITY INTEREST COMPANY

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PART ONE: DEFINITIONS AND INTERPRETATION

1. DEFINITIONS

In these Articles the following terms shall have the following meanings.

"1985 Act"	the Companies Act 1985
"2004 Act"	the Companies (Audit, Investigations and Community Enterprise) Act 2004
"address"	in relation to electronic communications, includes any number or address used for the purposes of such communications
"Articles"	the Company's Articles of Association
"Asset Locked Body"	a community interest company, Charity or Scottish Charity or a body established outside Great Britain that is equivalent to any of those persons
"Chair"	the meaning given in article 17

"Charity"	(except in the phrase, "Scottish Charity") the meaning given by Section 96 of the Charities Act 1993
"clear days"	in relation to the period of a notice, that 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
"Company"	Community Interest Company
"Director"	a Director of the Company, including any person occupying the position of Director, by whatever name called
"Directors' functions"	the meaning given in article 5.1
"electronic communication"	the meaning given in the Electronic Communications Act 2000
"holder"	in relation to any shares, the Member whose name is entered in the Company's register of members as the holder of those shares
"in writing"	written printed or transmitted writing including by electronic communication
"majority decision"	the meaning given in article 12
"Members"	the members of the Company as defined in the 1985 Act
"Memorandum"	the Company's Memorandum of Association
"Regulations"	the Community Interest Company Regulations 2005
"Regulator"	the Regulator of Community Interest Companies
"relevant quorum"	the meaning given in article 16.1
"remuneration"	any reasonable payment or benefit received, or to be received, by a Director or employee of the Company in consideration for that Director's or employee's services to the Company, and any arrangement in connection with the payment of a pension, allowance or gratuity to or in respect of any person who is to be, is, or has been a Director or employee of the Company or any of its predecessors in business
"Scottish Charity"	the meaning given in section 1(7) of the Law Reform (Miscellaneous Provisions) Scotland Act 1990
"Secretary"	the individual appointed as Company Secretary under article 42
"shares"	shares in the Company
"subsidiary"	the meaning given in section 736 of the Companies Act 1985
"unanimous decision"	the meaning given in article 11

2. INTERPRETATION

2.1. Unless the context requires otherwise, words or expressions defined in:

- (a) the 1985 Act,
- (b) the 2004 Act, or
- (c) the Regulations,

have the same meaning in the Articles.

2.2. Without prejudice to the generality of article 2.1:

- (a) "community" is to be construed in accordance with section 35 of the 2004 Act and Part 2 of the Regulations;
- (b) "financial year" has the meaning given in section 223 of the 1985 Act; and
- (c) "transfer" includes every description of disposition, payment, release or distribution and the creation or extinction of an estate or interest in, or right over, any property, or, in Scotland, a right, title or interest in or over any property.

2.3. Unless the context requires otherwise, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

2.4. Unless the context requires otherwise, words in the singular include the plural and words in the plural include the singular.

2.5. All headings and explanatory notes are included for convenience only: they do not form part of the Articles, and shall not be used in the interpretation of the Articles.

3. TABLE A

The provisions contained in Table A of the Schedule to the Companies (Table A to F) Regulations 1985 shall not apply.

PART TWO: ASSET LOCK

4. TRANSFER OF ASSETS

4.1. The Company shall not transfer any of its assets other than for full consideration.

4.2. Provided that the transfer of assets does not exceed any limit imposed by, or by virtue of, Part 2 of the 2004 Act, article 4.1 shall not apply to:

- (a) the transfer of assets to any Asset Locked Body specified in the Memorandum or Articles for the purposes of this article or (with the consent of the Regulator) to any other Asset Locked Body;
- (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body;
- (c) the payment of dividends in respect of shares in the Company;

- (d) the distribution of assets on a winding up;
 - (e) payments on the redemption or purchase of the Company's own shares;
 - (f) payments on the reduction of share capital; and
 - (g) the extinguishing or reduction of the liability of Members in respect of share capital not paid up on the reduction of share capital.
- 4.3. If the Company is wound up under the Insolvency Act 1986 and all its liabilities have been satisfied, then any remaining residual assets shall be given or transferred to the Asset Locked Body specified in the Memorandum and Articles for the purposes of this article.
- 4.4. For the purposes of this article, the following Asset Locked Body is specified as a potential recipient of the Company's assets under articles 4.2 and 4.3.

Name: BRAMLEY ELDERLY ACTION

Registered Charity Number: 1043975

Registered Company Number: 03008194

Registered Office: 331 UPPER TOWN STREET
BRAMLEY LEEDS
WEST YORKSHIRE LS13 3JX

PART THREE: DIRECTORS' FUNCTIONS

5. DIRECTORS' GENERAL AUTHORITY TO MANAGE THE COMPANY

5.1. The Directors' functions are:

- (a) to manage the Company's business; and
- (b) to exercise all the powers of the Company for any purpose connected with the Company's business.

5.2. The Directors may delegate their functions in accordance with the Articles.

6. LIMITS ON DIRECTORS' FUNCTIONS

The Members may, by special resolution:

- (a) alter the scope of the Directors' functions; or
- (b) require the Directors to act in a specified manner.

No special resolution passed under this article shall have retrospective effect.

7. DIRECTORS' GENERAL AUTHORITY TO DELEGATE FUNCTIONS

7.1. Subject to the Articles, the Directors may delegate any of their functions to any person they think fit.

7.2. The Directors must not delegate to any person who is not a Director any decision connected with:

- (a) the taking of decisions by Directors;

- (b) the appointment of a Director or the termination of a Director's appointment; or
 - (c) the declaration of a dividend.
- 7.3. Any delegation under article 7.1 may authorise further delegation of the Directors' functions by any person to whom they are delegated.
- 8. COMMITTEES OF DIRECTORS
 - 8.1. Two or more Directors are a "committee" if the Directors have:
 - (a) delegated any of the Directors' functions to them; and
 - (b) indicated that they should act together in relation to that function.
 - 8.2. The provisions of the Articles about how the Directors take decisions shall apply, as far as possible, to the taking of decisions by committees.

PART FOUR: DECISION-MAKING BY DIRECTORS

- 9. SCOPE OF RULES
 - 9.1. References in the Articles to decisions of Directors are to decisions of Directors which are connected with their functions.
 - 9.2. Except where the Articles expressly provide otherwise, provisions of the Articles about how the Directors take decisions do not apply:
 - (a) when the Company only has one Director; or
 - (b) to decisions delegated to a single Director.
- 10. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

Any decision which the Directors take:

 - (a) must be either a unanimous decision or a majority decision; and
 - (b) may, but need not, be taken at a meeting of Directors.
- 11. UNANIMOUS DECISIONS
 - 11.1. The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter.
 - 11.2. A unanimous decision need not involve any discussion between Directors.
- 12. MAJORITY DECISIONS
 - 12.1. The Directors take a majority decision if:
 - (a) every Director has been made aware of a matter to be decided by the Directors;
 - (b) all the Directors who indicate that they wish to discuss or vote on the matter have had a reasonable opportunity to communicate their views on it to each other; and

- (c) a majority of those Directors vote in favour of a particular conclusion on that matter.

12.2. Article 12.1(a) does not require communication with any Director with whom it is not practicable to communicate, having regard to the urgency and importance of the matter to be decided.

12.3. A Director who is an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

12.4. Except as provided by article 12.3, in all proceedings of Directors each Director must not have more than one vote. In case of an equality of votes, the Chair shall have a second or casting vote.

12.5. Directors participating in the taking of a majority decision otherwise than at a meeting of Directors:

- (a) maybe in different places, and may participate at different times; and
- (b) may communicate with each other by any means.

13. MEETINGS OF DIRECTORS

13.1. Any Director may call a meeting of Directors.

13.2. Every Director must be given reasonable notice of a meeting of Directors.

13.3. Article 13.2 does not require notice to be given:

- (a) in writing; or
- (b) to Directors to whom it is not practicable to give notice, having regard to the urgency and importance of the matters to be decided, or who have waived their entitlement to notice.

13.4. Directors participating in a meeting of Directors:

- (a) must participate at the same time, but may be in different places; and
- (b) may communicate with each other by any means.

14. CONFLICTS OF INTEREST

14.1. In this article, a "relevant interest" is any interest which a Director has in, or any duty which a Director owes to a person other than the Company in respect of an actual or proposed transaction or arrangement with the Company.

14.2. For the purposes of article 14.1, a Director shall be deemed to have an interest in a transaction or arrangement if:

- (a) the Director or any partner or other close relative of the Director has an actual or potential financial interest in that transaction or arrangement;
- (b) any person specified in article 14.2(a) is a partner in a firm or limited partnership, or a director of or a substantial shareholder in any Company, which has an actual or potential commercial interest in that transaction or arrangement; or

- (c) any other person who is deemed to be connected with that Director for the purposes of section 317 of the 1985 Act has a personal interest in that transaction or arrangement.
- 14.3. Subject to article 14.8(b), a Director who has a relevant interest must disclose the nature and extent of that interest to the other Directors.
- 14.4. Subject to articles 14.5 and 14.6, when the Directors take a majority decision on any matter relating to a transaction or arrangement in which a Director has a relevant interest:
 - (a) no Director who has such a relevant interest may vote on that matter; and
 - (b) for the purposes of determining whether a relevant quorum is present, or whether a majority decision has been taken in relation to that matter, such a Director's participation in the decision-making process shall be ignored.
- 14.5. Article 14.4 does not apply:
 - (a) if the Director's interest cannot reasonably be regarded as giving rise to any real possibility of a conflict between the interests of the Director and the Company; or
 - (b) if the Director's interest only arises because the Director has given, or has been given, a guarantee, security or indemnity in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries.
- 14.6. The Members may by ordinary resolution decide to disapply article 14.4, either in relation to majority decisions generally or in relation to a particular decision.
- 14.7. Subject to the 1985 Act, if a Director complies with article 14.3:
 - (a) that Director:
 - (i) may be a party to, or otherwise interested in, the transaction or arrangement in which that Director has a relevant interest; and
 - (ii) shall not, by reason of being a Director, be accountable to the Company for any benefit derived from that transaction or arrangement; and
 - (b) the transaction or arrangement in which that Director has a relevant interest shall not be liable to be treated as void as a result of that interest.
- 14.8. For the purposes of article 14.3:
 - (a) a general notice given to the Directors that a Director is to be regarded as having a specified interest in any transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction or arrangement of the nature and extent so specified; and
 - (b) any interest of which a Director has no knowledge, and could not reasonably be expected to have knowledge, shall be disregarded.
- 15. RECORDS TO BE KEPT
 - 15.1. The Directors are responsible for ensuring that the Company keeps a record, in writing, of:

- (a) every unanimous or majority decision taken by the Directors; and
- (b) every declaration by a Director of an interest in an actual or proposed transaction with the Company.

15.2. Any record kept under article 15.1 must be kept:

- (a) for at least ten years from the date of the decision or declaration recorded in it;
- (b) together with other such records; and
- (c) in such a way that it is easy to distinguish such records from the Company's other records.

16. SPECIFIED NUMBER OF DIRECTORS FOR MAJORITY DECISIONS

16.1. Subject to article 16.2, no majority decision shall be taken by the Directors unless three Directors participate in the process by which the decision is taken and are entitled to vote on the matter on which the decision is to be taken.

16.2. If Company has one or more Directors, but the total number of Directors is less than three, the Directors may take a majority decision:

- (a) to appoint further Directors; or
- (b) that will enable the Members to appoint further Directors.

17. CHAIRING OF MAJORITY DECISION MAKING PROCESSES

17.1. The Directors shall appoint a Director to chair the taking of all majority decisions by them.

17.2. If the person appointed under article 17.1 is for any reason unable or unwilling to chair a particular majority decision making process, the Directors shall appoint another Director to chair that process.

17.3. The Directors may terminate an appointment made under article 17.1 or article 17.2 at any time.

17.4. A Director appointed under this article shall be known as the Chair for as long as such appointment lasts.

18. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

18.1. Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions.

18.2. The Directors must ensure that any rule which they make about how they take decisions is communicated to all persons who are Directors while that rule remains in force.

19. DEFECT IN APPOINTMENT

19.1. This article applies if:

- (a) a decision is taken by the Directors, or a committee of the Directors, or a person acting as a Director; and

- (b) it is subsequently discovered that a person who, acting as a Director, took, or participated in taking, that decision:
 - (i) was not validly appointed as a Director;
 - (ii) had ceased to hold office as a Director at the time of the decision;
 - (iii) was not entitled to take that decision; or
 - (iv) should, in consequence of a conflict of interests, not have voted in the process by which that decision was taken.

19.2. Where this article applies:

- (a) the discovery of any defect of the kinds specified in article 19.1(b) shall not invalidate any decision which has been taken by, or with the participation of, the person in relation to whom that defect existed; and
- (b) any such decision shall be as valid as if no such defect existed in relation to any person who took it or participated in taking it.

PART FIVE: DIRECTORS' APPOINTMENT AND TERMS OF SERVICE

20. NUMBER OF DIRECTORS

The number of Directors shall not be less than two nor more than nine.

21. ELIGIBILITY TO BE A DIRECTOR

21.1. A person shall not be a Director unless that person:

- (a) is a Member and (if that person is an individual) is willing to serve as a Director and has attained the age of 18 years; and
- (b) is elected or appointed as a Director in accordance with the Articles.

21.2. No person shall be elected or appointed as a Director in circumstances which, if that person had already been a Director, would have resulted in that person ceasing to be a Director under the Articles.

22. METHODS OF APPOINTING DIRECTORS

22.1. The first Directors shall be the persons named in Form 10 on incorporation.

22.2. Thereafter, Directors may be appointed:

- (a) by decision of the Directors; or
- (b) by ordinary resolution of the Members,

provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.

22.3. No powers to appoint Directors may be given to persons who are not Members which immediately after their exercise could result in the majority of the Directors having been appointed by persons who are not Members.

23. RETIREMENT OF DIRECTORS AND ELECTION AT ANNUAL GENERAL MEETING

- 23.1. At the first annual general meeting all the Directors shall retire from office, and at every 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 shall retire from office. If only one Director is subject to retirement by rotation, that Director shall retire.
- 23.2. Subject to the 1985 Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Director on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.
- 23.3. If the Members at the meeting at which a Director retires by rotation do not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been reappointed unless:
- (a) at the meeting it is resolved not to fill the vacancy; or
 - (b) a resolution for the reappointment of the Director is put to the meeting and lost.
- 23.4. A retiring Director who wishes to be considered for re-election shall give notice to the Secretary at least fourteen but not more than thirty-five clear days before the date appointed for the annual general meeting.
- 23.5. A Member other than a retiring Director who wishes to be considered for election as a Director shall give notice to the Secretary at least fourteen but not more than thirty-five clear days before the date appointed for the annual general meeting.
- 23.6. At least seven but not more than twenty-eight clear days before the date appointed for holding an annual general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is eligible for election or re-election as Director and has given notice under article 23.4 or article 23.5 (each such person being, for the purposes of this article, a "candidate").
- 23.7. Every notice given under articles 23.4, 23.5 or 23.6 shall state those particulars which would be required to be included in the Company's register of Directors if the person to which the notice relates were to be elected a Director.
- 23.8. Subject to article 23.9, the question whether each such person is to be elected as a Director shall be decided by a separate ordinary resolution of the Members at the annual general meeting.
- 23.9. If the number of candidates exceeds the maximum number fixed in article 20 (the "relevant maximum"), less the number of those directors who are not retiring, then the election of Directors shall follow the procedure set out in article 23.10 rather than that set out in article 23.8.
- 23.10. Where the conditions specified in article 23.9 are fulfilled:
- (a) each Member shall be invited to vote on the candidates by ranking them in order of preference on ballot papers which they must sign and return to the Company at or before the annual general meeting in order to cast their

votes on the candidates (and any ballot papers returned at the annual general meeting must be returned before the time appointed for the return of ballot papers by the chair of the meeting);

- (b) the annual general meeting may be adjourned for the counting of votes under article 23.10(a) (and, if it is so adjourned, the existing Directors shall continue in office until the outcome of the vote has been determined); and
- (c) the candidates elected as Directors shall be those who have been ranked highest in order of preference, taking account of the average of all Members' votes, and shall be equal in number to the relevant maximum less the number of those directors who are not retiring.

23.11. If fewer than the minimum number of Directors are elected at an annual general meeting, the Directors shall appoint further Directors to fill any vacancy.

24. TERMINATION OF DIRECTORS' APPOINTMENT

24.1. A person ceases to be a Director as soon as:

- (a) that person ceases to be a Member;
- (b) that person ceases to be a Director by virtue of any provision of the 1985 Act, or is prohibited by law from being a Director;
- (c) any notification to the Company that that person is resigning or retiring from office as Director takes effect (except that where such resignation or retirement would otherwise lead to the Company having fewer than two Directors, it shall not take effect until sufficient replacement Directors have been appointed);
- (d) the Members pass an ordinary resolution removing that person from office;
- (e) a contract under which that person is appointed as a Director of, or personally performs services for, the Company or any of its subsidiaries terminates, and the Directors decide that that person should cease to be a Director;
- (f) the Directors decide, at a meeting of Directors, that that person should be removed from office, but such a decision shall not be taken unless the person in question has been given:
 - (i) at least fourteen clear days' notice in writing of the proposal to remove that person from office, specifying the circumstances alleged to justify removal from office; and
 - (ii) a reasonable opportunity of being heard by, or of making representations in writing to, the Directors.

24.2. No powers to remove Directors may be given to persons who are not Members which immediately after their exercise could result in either:

- (a) the majority of the remaining Directors having been appointed by persons who are not Members; or
- (b) the number of Directors removed during the financial year of the Company by persons who are not Members exceeding the number of the remaining

Directors, but this shall not prevent a Director from appointing, or subsequently removing, an alternate director, if permitted to do so by the Articles.

25. DIRECTORS' REMUNERATION AND OTHER TERMS OF SERVICE

25.1. Subject to the 1985 Act, the Articles, the Company satisfying the community interest test, and any resolution passed under article 25.2, the Directors may decide the terms (including as to remuneration) on which a Director is to perform Directors' functions, or otherwise perform any service for the Company or any of its subsidiaries.

25.2. The Members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled, either generally or in particular cases.

26. DIRECTORS' EXPENSES

The Company may meet all reasonable expenses which the Directors properly incur in connection with:

- (a) the exercise of their functions; or
- (b) the performance of any other duty which they owe to, or service which they perform for, the Company or any of its subsidiaries.

PART SIX: SHARES

27. ALL SHARES TO BE FULLY PAID AND ISSUED AT NOMINAL VALUE

27.1. Upon allotment, all shares shall be fully paid-up in respect of their nominal value.

27.2. No share shall be issued at a price greater than its nominal value.

28. SHARE CERTIFICATES

The Company may issue Members with one or more certificates for their respective shares in such form as the Directors decide.

29. TRANSFER OF SHARES

29.1. Shares may be transferred by means of an instrument of transfer in a form permitted by law.

29.2. The Directors may refuse to register the transfer of a share:

- (a) to a person of whom they do not approve;
- (b) if it is not lodged at the registered office of the Company or such other place as the Directors may appoint; or
- (c) if it is not accompanied by:
 - (i) such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and
 - (ii) such other information as they may reasonably require.

29.3. If the Directors refuse to register a transfer of a share they shall, within 2 months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

29.4. The provisions of this article apply in addition to any restrictions on the transfer of a share which may be set out elsewhere in the Memorandum or Articles.

30. PURCHASE OF OWN SHARES

Subject to the Articles, the Company may purchase its own shares (including any redeemable shares) and may make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares. Any share so purchased shall be purchased at its nominal value.

31. ALTERATION OF CAPITAL

31.1. Subject to the 1985 Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Members by special resolution determine.

31.2. The Members may by special resolution:

- (a) increase the Company's share capital by new shares of such amount as the resolution prescribes;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) subject to the 1985 Act, sub-divide its shares, or any of them, into shares of smaller amount, and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have preference or advantage as compared with others;
- (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

PART SEVEN: DIVIDENDS

32. PROCEDURE FOR DECLARING DIVIDENDS

Subject to the 1985 Act, the 2004 Act, the Regulations and the Articles, the Directors may decide to declare and pay such dividends to Members as:

- (a) appear to the Directors to be justified by the Company's profits;
- (b) are in accordance with Members' respective rights; and
- (c) are authorised by an ordinary resolution of the Members.

33. PAYMENT OF DIVIDENDS

33.1. Subject to articles 33.2 and 33.3, the Company shall pay any dividend or other money payable by it in respect of a share by means of:

- (a) a transfer to a bank account specified in writing by the holder; or

- (b) a cheque sent by post to the registered address of the holder.

33.2. If two or more persons hold a share, or are jointly entitled to it by reason of the death or bankruptcy (or, in Scotland, sequestration) of the holder (or one of two or more joint holders), the Company shall pay any dividend or other money payable by it in respect of the share:

- (a) by means of a transfer to a bank account specified in writing by the holder who is named first in the register of Members, or a cheque sent by post to that holder's registered address; or
- (b) (if the death or bankruptcy (or, in Scotland, sequestration) of the first named holder has resulted in two or more persons becoming jointly entitled to the share) by means of a transfer to a bank account specified in writing by all the persons jointly entitled to it, or a cheque sent by post to an address specified in writing by them.

33.3. The Company may agree another means of paying such dividend or other money with any person entitled to specify a bank account for the payment of a dividend or other money under article 33.2.

34. RIGHT TO DIVIDEND FORFEITED IF UNCLAIMED FOR TWELVE YEARS

Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so decide, be forfeited and cease to remain owing by the Company.

PART EIGHT: GENERAL MEETINGS (MEETINGS OF MEMBERS)

35. ANNUAL GENERAL MEETING

The Company shall hold an annual general meeting:

- (a) within 18 months of the Company's date of incorporation and afterwards once in each calendar year (provided that not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next); and
- (b) at such date, time and place as the Directors shall determine.

36. OTHER GENERAL MEETINGS

36.1. The Directors may decide to call a general meeting at any time.

36.2. The Directors shall call a general meeting on receiving a requisition to that effect in accordance with the 1985 Act.

37. NOTICE

37.1. Notice of general meetings shall be given to every Member, the Directors and the Company's auditors (if any).

37.2. All general meetings shall be called by at least 21 clear days' notice in writing.

37.3. Every notice calling a general meeting shall specify:

- (a) the place, date and time of the meeting; and

- (b) the general nature of the business to be transacted.

37.4. In the case of an annual general meeting, the notice shall specify that the meeting is an annual general meeting.

37.5. If a special resolution is to be proposed, the notice shall contain a statement to that effect and set out the text of the special resolution.

38. QUORUM

38.1. No business shall be transacted at any meeting unless a quorum is present.

38.2. The quorum for a general meeting shall be two Members or fifty per cent of the Members entitled to vote upon the business to be transacted, whichever is the greater number, each being a Member or a proxy for a Member or a duly authorised representative of a corporate Member.

38.3. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days until such time as the Directors determine.

39. CONDUCT OF BUSINESS – GENERAL

39.1. The Chair shall preside as the chair of the general meeting. In the Chair's absence, the Members shall appoint some other Director, or (if no Director willing to preside is present) Member to preside.

39.2. The chair:

- (a) may adjourn the meeting from time to time and from place to place, with the consent of a meeting at which a quorum is present; and
- (b) shall do so if so directed by the meeting or in accordance with the Articles.

39.3. No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

39.4. 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.

39.5. Except as required by law, all decisions of the Members at a general meeting shall be made by ordinary resolution.

40. VOTING PROCEDURES

40.1. Subject to the Articles, a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is duly demanded before, or on the declaration of, the show of hands.

40.2. A poll may be demanded by:

- (a) the Chair;
- (b) at least two Members; or
- (c) a Member or Members representing not less than one tenth of total voting rights of all the Members having the right to vote at the meeting.

40.3. On a show of hands every Member present in person or by proxy (or, in the case of a corporate Member, by its duly authorised representative) shall have one vote. On a poll, Members shall have one vote for each share which they own.

40.4. A person who is not a Member shall not have any right to vote at a general meeting of the Company (except as the proxy or (in the case of a corporate Member) duly authorised representative of a Member).

40.5. Articles 40.3 and 40.4 are without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

40.6. Unless a poll is held, a declaration by the chair that a resolution has been:

(i) carried;

(ii) carried unanimously, or by a particular majority;

(iii) lost; or

(iv) 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.

40.7. A poll shall be taken at the general meeting as the chair directs and the chair may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

40.8. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall not have a second or casting vote, and the resolution shall be deemed to be lost.

40.9. The proceedings at any general meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including with regard to the giving of notice) or any want of qualification in any of the persons present or voting.

40.10. 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 chair whose decision shall be final and binding.

41. MINUTES

41.1. The Directors shall cause minutes to be made and kept, in writing, of all proceedings at general meetings of the Company.

41.2. Any such minute, if purported to be signed by the chair of the meeting, or by the chair of the next succeeding general meeting, shall be sufficient evidence of the proceedings.

PART NINE: MISCELLANEOUS

42. COMPANY SECRETARY

42.1. Subject to the provisions of the 1985 Act, the Directors shall decide to appoint an individual to act as Company Secretary for such term and at such remuneration and upon such other conditions as they may think fit.

42.2. The Directors may decide to remove a person from the office of Secretary at any time.

43. COMPANY SEAL

43.1. This article applies if the Company has a seal (the "common seal").

43.2. The common seal shall only be applied to a document if its use on that document has been authorised by a decision of the Directors.

43.3. If the common seal is applied to a document, the document shall be:

- (a) signed by an authorised person; and
- (b) countersigned by another authorised person.

43.4. For the purposes of this article, an authorised person is:

- (a) any Director;
- (b) the Secretary; or
- (c) any person authorised by the Directors for the purpose of signing and countersigning documents to which the common seal is applied.

44. ACCOUNTS AND REPORTS

44.1. The Directors shall comply with the requirements of the 1985 Act and any other applicable law as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts.

44.2. Subject to article 44.3, the Company's statutory books and accounting records shall be open to inspection by the Members during usual business hours.

44.3. The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by Members.

45. NOTICES

45.1. Except where the Articles provide otherwise, any notice to be given to or by any person under the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice.

45.2. The Company may give any notice to any person under the Articles:

- (a) in person;
- (b) by sending it by post in a prepaid envelope addressed to that person at that person's registered address, or by leaving it at that address;

- (c) by fax or by electronic communication to an address provided for that purpose; or
- (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person.

45.3. A person present at any meeting shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

45.4. Proof that:

- (a) an envelope containing a notice was properly addressed, prepaid and posted; or
- (b) that an electronic communication or fax has been transmitted to the correct address or number,

shall be conclusive evidence that the notice was given.

45.5. A notice shall, unless the contrary is proved, be deemed to be given:

- (a) at the expiration of 48 hours after the envelope containing it was posted; or
- (b) in the case of a notice contained in an electronic communication or fax, at the expiration of 48 hours after the time it was transmitted.

46. INDEMNITY


46.1. Subject to the 1985 Act, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs:

- (a) in defending civil proceedings in relation to the affairs of the Company (unless judgement is given against the Director and the judgement is final);
- (b) in defending criminal proceedings in relation to the affairs of the Company (unless the Director is convicted and the conviction is final);
- (c) in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company (unless the Court refused to grant the Director relief, and the refusal is final).

46.2. Judgement, conviction or refusal of relief becomes final if the period for bringing an appeal or any further appeal has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect.

46.3. This article is without prejudice to any other indemnity to which a Director may be entitled.

NAMES, SIGNATURES & ADDRESSES OF SUBSCRIBERS:

Name	Address	Number of shares taken:
<u>Barrie Richard Smith</u>	<u>354 Broad Lane</u> <u>Bramley</u> <u>Leeds</u> <u>LS13 2HF</u>	<div style="border: 1px solid black; padding: 2px; display: inline-block;">1</div>
<u>Signature</u> <u></u>		

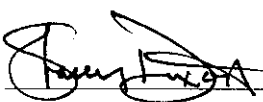
Name	Address	Number of shares taken:
<u>SHEILA MAHON</u>	<u>11 ABERDEEN GROVE</u> <u>LEEDS LS12 3QY</u>	<div style="border: 1px solid black; padding: 2px; display: inline-block;">1</div>
<u>Signature</u> <u>S. Mahon</u>		

Total number of shares taken:

2

Dated this 19th day of JANUARY 2006

WITNESS TO THE ABOVE SIGNATURES:

Name:	Address
<u>STACEY DIXON</u>	<u>55 LANESIDE GARDENS</u>
<u>Signature:</u> <u></u>	<u>MORLEY, LEEDS, LS27 9SA</u>



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