FILE COPY

CERTIFICATE OF INCORPORATION

OF A PRIVATE LIMITED COMPANY

Company No. 5826799

The Registrar of Companies for England and Wales hereby certifies that

ADAM OUTREACH PROJECT LTD

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 May 2006

N05826799X

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
for the record

HC007B

JP

Companies House
— for the record —

12

Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHFP000

NSC

5826799

Company Name in full ADAM OUTREACH PROJECT LTD

I, Form 10 Secretaries FD Ltd.

of 39A LEICESTER ROAD SALFORD LANCS M7 4AS

† 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 M. Younger

Declared at SALFORD LANCS

On Day 17 Month 05 Year 2006

❶ Please print name.

before me ❶ JONATHAN CANTON

Signed J Canton **Date** 17/05/2006

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

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

Tel

DX number DX exchange

AHV2EFIZ
A10 COMPANIES HOUSE 664 18/05/2006

Form revised June 1998

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

Companies House, Crown Way, Cardiff, CF4 3UZ **DX 33050 Cardiff**
for companies registered in England and Wales

or

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

FORMATIONS direct ltd

10

First directors and secretary and intended situation of registered office

Please complete in typescript, or in bold black capitals.
CHFP053

Notes on completion appear on final page

Company Name in full

ADAM OUTREACH PROJECT LTD

Proposed Registered Office
(PO Box numbers only, are not acceptable)

402 London Road South

Post town: Lowestoft

County / Region: Suffolk

Postcode: NR33 0BQ

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: Formations Direct Ltd

Address: 39a Leicester Rd

Post town: Salford

County / Region:

Postcode: M7 4AS

Number of continuation sheets attached

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

As Above

Tel

DX number DX exchange

A10 *AHV2DFIY* 665
COMPANIES HOUSE 18/05/2006

Form revised July 1998

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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**

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title | *Honours etc

Form 10 Secretaries FD Ltd

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

39a Leicester Rd

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

Salford

Post town

County / Region | Postcode

M7 4AS

Country

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

Consent signature | **Date** 17/05/2006

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title | *Honours etc

Form 10 Directors FD Ltd

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

39a Leicester Rd

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

Salford

Post town

County / Region | Postcode

M7 4AS

Country

Date of birth (Day Month Year) | **Nationality**

Business occupation

Other directorships

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

Consent signature | **Date** 17/05/2006

Directors (continued) (see notes 1-5)

NAME *Style / Title | *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

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

Post town

County / Region | Postcode

Country

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

Signed | **Date**

***Or* the subscribers**

(i.e those who signed as members on the memorandum of association).

Signed | **Date** 17/05/2006

Signed | **Date**

Signed | **Date**

Signed | **Date**

Signed | **Date**

Signed | **Date**

Notes

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

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

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

   - for a married woman, the name by which she was *known before marriage need* not be given,

   - names not used since the age of 18 or for at least 20 years need not be given.

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

   Address:

   Give the usual residential address.

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

   Subscribers:

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

2. Directors known by another description:

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

3. Directors details:

   - Show for each individual director the director's date of birth, business occupation and nationality.
     The date of birth must be *given for every individual* director.

4. Other directorships:

   - Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years,** when the person was a director, **was**:

   - dormant,

   - a parent company which wholly owned the company making the return,

   - a wholly owned subsidiary of the company making the *return, or*

   - another wholly owned subsidiary of the same parent company.

   If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

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

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comp chq



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

Memorandum of Association of



ADAM OUTREACH PROJECT LTD

1. The Company's name is ADAM OUTREACH PROJECT LTD

(and in this document it is called "the Charity").

2. The Charity's registered office is to be situated in England and Wales.

3. The Charity's objects ("the Objects") are

i) To provide within a Christian based environment, a medium to long term residential facility for people (aged between 25-65) in our community, who are in the final stages of rehabilitation from life controlling addictions; also those who have been rendered homeless by reason of the breakdown of previous relationships and any resultant personal trauma, or those who are being released from prison.

ii) To offer a structured programme including preventative relapse strategies encompassed with the Adam Outreach Project to enable a staged return to work/employment ethos and the eventual commitment to sustained independent living as responsible members of society

4. (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

(a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993;

(d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with

sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;

(e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(j) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;

(k) to:

(i) deposit or invest funds;

(ii) employ a professional fund-manager; and

(iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(l) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in subclause (2) of this clause, but subject to the restrictions specified in subclause (3) of the clause;

(m) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;

(n) to do all such other lawful things as are necessary for the achievement of the Objects;

(2) The liabilities referred to in sub-clause (1)(l) are:

(a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of

duty or breach of trust of which he or she may be guilty in relation to the Charity;

(b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

(3) (a) The following liabilities are excluded from sub-clause (2)(a):

(i) fines;

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;

(iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.

(b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

5. (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

(2) (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

(b) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.

(3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:

(a) a benefit from the Charity in the capacity of a beneficiary of the Charity;

(b) reasonable and proper remuneration for any goods or services supplied to the Charity.

(4) No Director may:

(a) buy goods or services from the Charity;

(b) sell goods, services or any interest in land to the Charity;

(c) be employed by or receive any remuneration from the Charity;

(d) receive any other financial benefit from the Charity;

Unless:

(i) the payment is permitted by sub-clause (5) of this clause and the Directors follow the procedure and observe the conditions set out in sub-clause (6) of this clause; or

(ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it Prescribes.

(5) (a) A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.

(b) A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.

(c) A Director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors.

(d) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.

(e) A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.

(6) (a) The Charity and its Directors may only rely upon the authority provided by sub-clause 5(5) if each of the following conditions is Satisfied:

(i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.

(ii) The Director is absent from the part of any meeting at which

there is discussion of:

- his or her employment or remuneration, or any matter concerning the contract; or
- his or her performance in the employment, or his or her performance of the contract; or
- any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5(5); or
- any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5(5).

(iii) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.

(iv) The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against that disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).

(v) The reason for their decision is recorded by the Directors in the minute book.

(vi) A majority of the Directors then in office have received no such Payments.

(b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

(i) a partner;

(ii) an employee;

(iii) a consultant;

(iv) a director; or

(v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

(7) In sub-clauses (2)-(6) of this clause 5:

(a) "Charity" shall include any company in which the Charity:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the Board of the Company

(b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

6. The liability of the members is limited.

7. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8. (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity for use for particular purposes that fall within the Objects;

(2) Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the

Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

I, the person whose name and address is written below, wish to be formed into a company under this memorandum of association.

Signature, Name and Address of Subscriber

NORMAN YOUNGER
39a Leicester Road
Salford
Manchester M7 4AS

Accountant

Dated 17 May 2006

Dated: 17 May 2006

Witness to the above Signature:

Miriam Younger
39a Leicester Road
Salford
Manchester M7 4AS

Secretary

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

Articles of Association of

ADAM OUTREACH PROJECT LTD

Interpretation.

1 In these articles:

"the Act" means the Companies Act 1985;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail 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 organisations 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 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 representations 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 of 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; or

(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 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 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 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.

6. 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 at general meetings.

9 (1) No business shall be transacted at any general meeting unless a quorum is Present.

(2) A quorum is:

- Two members entitled to vote upon the business to be conducted at the meeting; or

- one tenth 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 the 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 clear 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 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 any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

(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 representative 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 three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

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.

26. 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.

Disqualification 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 a 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.

Proceedings 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 two or the number nearest to one third of 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), the 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 keep accounting records as required 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 on the 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 time or times or for 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 the 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.

Signature, Name and Address of Subscriber

NORMAN YOUNGER
39a Leicester Road
Salford
Manchester M7 4AS

Accountant

Dated 17 May 2006

Dated: 17 May 2006

Witness to the above Signature:

Miriam Younger
39a Leicester Road
Salford
Manchester M7 4AS

Secretary