



FILE COPY

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

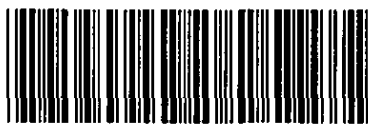
Company No. 6893564

The Registrar of Companies for England and Wales hereby certifies that

AFFINITY TRUST

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **30th April 2009**



SLXZF000
SCA 30-04-2009²⁷⁷
COMPANIES HOUSE



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

30-04-09 189

031811/20

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SATURDAY

AEC9P6LP
A71 17/01/2009
COMPANIES HOUSE

161

MEMORANDUM OF ASSOCIATION
- of -
AFFINITY TRUST

I Ian Anthony Burman, solicitor,
hereby certify this to be a true
copy of the original

I A B
16.1.09

LAYTONS
SOLICITORS

GUILDFORD

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LONDON

•

MANCHESTER

www.laytons.com

Ref: IAB/8061086

031811/20

THE COMPANIES ACTS 1985 to 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

- of -

AFFINITY TRUST

1. The Company's name is AFFINITY TRUST (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are to carry on for the benefit of the Community:
 - (a) the management and provision either directly or indirectly by arrangement subcontract or otherwise with other persons firms bodies trusts NHS trusts agencies, Local Authorities public authorities or Government departments of such comprehensive support services and benefits of high quality as may be required for persons with learning difficulties, mental and physical handicaps or disabilities and for the aged or chronically sick and for persons who are socially mentally or physically vulnerable or who need to be assisted or supported;
 - (b) the management and provision and ownership (including co-ownership) for such persons as aforesaid in need thereof of houses, hostels, hospitals or other establishments or facilities or accommodation and any associated amenities specially designed or adapted to meet the handicaps and disabilities and requirements of such persons;
 - (c) the management and provision of services, advice or assistance upon terms appropriate to their means to such persons as aforesaid in need thereof in arranging or carrying out works of improvement, repair or maintenance to houses occupied by them, and providing any associated amenities specially designed or adapted to meet the handicaps disabilities and requirements of such persons.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;

- (b) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (c) to buy lease or exchange any property necessary for the achievement of the Objects and to maintain equip alter or improve it for use;
- (d) to sell lease or dispose of all or any part of the property of the Charity subject to any consents required by law;
- (e) subject to clause 5 below to employ such staff, who shall not be directors of the Charity ("the Trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- (f) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (g) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (h) to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed upon such terms as the Charity shall think fit subject to any consents required by law;
- (i) to invest the monies of the Charity not immediately required for its purposes or generally in furtherance of the Objects in or upon such investments, securities or immovable and moveable property of whatsoever nature and wheresoever situate and whether producing income or not as the Trustees shall in their discretion think fit without being limited by any specific powers expressed herein and to direct in their absolute discretion the management sale and transposal of any such investments hereby acquired;
- (j) to enter into contracts of any kind for the furtherance of the Objects;
- (k) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- (l) to do all such other lawful things as are necessary for the achievement of the Objects

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity Provided that nothing in this document shall prevent any payment in good faith by the Charity:

- (a) of a sum of money to each Trustee for acting as such proposed and reviewed annually by an independent Remuneration Committee;
- (b) of reasonable and proper remuneration for any services rendered to the Charity by any member or officer of the Charity who is not a Trustee;

- (c) of interest on money lent by any member of the Charity or Trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (e) of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
- (f) to any Trustee of reasonable out-of-pocket expenses properly incurred in the discharge of his duties;
- (g) to pay any premiums of insurance to insure the Trustees against the costs of a successful defence to a criminal or civil prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty

6. The liability of the members is limited

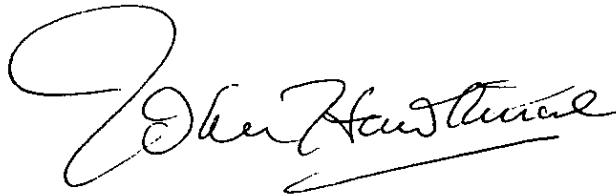
7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted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

8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object

WE, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

Names and Addresses of Subscribers

JOHN HAWTHORNE
19 Long Street
Devizes
Wiltshire SN10 1NN




MALCOLM THOMAS
7 South Quay
The Marina
Abingdon OX14 5TW



Dated 15 December 2008

WITNESS to the above signatures:

 IAN ANTHONY BURMAN
50 Victoria Embankment
Blackfriars
London EC4Y 0LS

THE COMPANIES ACTS 1985 and 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

- of -

AFFINITY TRUST

1. INTERPRETATION

1.1 Definitions

In these Articles of Association:

"the Charity"	means the company intended to be regulated by these articles;
"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
"the Articles"	means these Articles of Association of the Charity;
"clear days"	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"Divisional Board"	means a local Board as appointed in the first instance by the Trustees and subsequently according to any rules established by the Trustees for such purpose;
"executed"	includes any mode of execution;
"member"	means a member of the Charity without distinction as to class of member (if any);
"the Memorandum"	means the Memorandum of Association of the Charity;
"office"	means the registered office of the Charity;
"Secretary"	means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;
"the Trustees"	means the directors of the Charity (and "Trustee" has a corresponding meaning);
"the United Kingdom"	means Great Britain and Northern Ireland

1.2 Gender, Number and Persons

Words importing the masculine gender only shall include the feminine gender the singular the plural and references to persons shall be deemed to include references to bodies corporate and incorporate.

1.3 Interpretation

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles became binding on the Charity.

1.4 Headings

The headings in the Articles shall not be taken as part of them, or in any manner affect the interpretation or construction of the same.

2. MEMBERS

2.1 Members of the Charity

The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 20.1 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the Trustees.

2.2 Retirement

Any member may retire from the Charity by giving notice in writing to the Trustees provided that after such retirement the number of members is not less than two and any member so resigning shall not be entitled to repayment of any subscription or any part thereof whether paid for the current year or for a year or years in advance.

2.3 Removal

Any member may be removed from the Charity by resolution passed by a simple majority of the Trustees provided that notice of the general nature of the ground on which such resolution is proposed shall be sent to the member whose removal is in question at least seven clear days before the meeting and he shall be entitled to be heard by the Trustees at the meeting.

3. GENERAL MEETINGS

3.1 Annual General Meeting

The Charity shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next: Provided that so long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such times and places as the Trustees shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

3.2 Procedure

The Trustees may call General Meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a General Meeting, any Trustee or any member of the Charity may call a General Meeting.

4. NOTICE OF GENERAL MEETINGS

4.1 Notice Periods

An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or an Ordinary Resolution appointing a person as a Trustee shall be called by at least twenty-one clear days' notice in writing. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice in writing if it is so agreed:

4.1.1 in the case of an Annual General Meeting, by all the members entitled to attend and vote; and

4.1.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Trustees and auditors.

4.2 Procedure

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

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Quorum

No business shall be transacted at any meeting unless a quorum is present. A quorum shall be deemed to be equivalent to the number of Trustees properly appointed immediately prior to a General Meeting.

5.2 Absence of Quorum

If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.

5.3 Chairman of Meetings

The Chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as Chairman of the meeting, but if neither the Chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be Chairman and, if there is only one Trustee present and willing to act, he shall be Chairman.

5.4 Absence of Chairman

If no Trustee is willing to act as Chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairman.

5.5 Adjournments

The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned

meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

5.6 Demand for Poll

A Resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

5.6.1 by the Chairman; or

5.6.2 by at least two members having the right to vote at the meeting.

5.7 Form of Voting

Unless a poll is duly demanded a declaration by the Chairman that a Resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution.

5.8 Withdrawal of Demand for Poll

The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

5.9 Conduct of Poll

A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the Resolution of the meeting at which the poll is demanded.

5.10 Chairman's Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

5.11 Time of Poll

A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

5.12 Notice of Poll

No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

6. VOTES OF MEMBERS

6.1 Voting Rights

Subject to Article 5.10, every member shall have one vote.

6.2 Entitlement to Vote

No member shall be entitled to vote at any General Meeting unless all monies then payable by him to the Charity have been paid.

6.3 Objections to Votes

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

6.4 Validity of Votes

A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

6.5 Authorised Representatives

Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

7. TRUSTEES

7.1 Number

The number of Trustees shall be not less than five and not more than twelve.

7.2 Appointment

The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future Trustees shall be appointed as provided subsequently in the Articles.

8. POWERS OF TRUSTEES

Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

9. APPOINTMENT AND RETIREMENT OF TRUSTEES

9.1 Retirement at Annual General Meeting

At the first Annual General Meeting all the Trustees shall retire from office, and at every subsequent Annual General Meeting one-third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one Trustee who is subject to retirement by rotation, he shall retire.

9.2 Retirement by Rotation

Subject to the provisions of the Act, the Trustees 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 Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

9.3 Reappointment

If the Charity at the meeting at which a Trustee retires by rotation, does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.

9.4 Selection

No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any General Meeting unless:

9.4.1 he is recommended by the Trustees; or

9.4.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

9.5 Eligibility

No person may be appointed as a Trustee unless:

9.5.1 he has attained the age of 18 years; or

9.5.2 in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 10;

9.5.3 he is a Member of the Charity.

9.6 Notice of Recommended Persons

Not less than seven nor more than twenty-eight clear days before the date appointed for holding a General Meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees.

9.7 Charity's Power to Appoint

Subject as aforesaid, the Charity may by Ordinary Resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire.

9.8 Trustees' Power to Appoint

The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.

9.9 Reappointment

Subject as aforesaid, a Trustee who retires at an Annual General Meeting may, if willing to act, be reappointed.

10. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A Trustee shall cease to hold office if he

- 10.1.1 ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- 10.1.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 10.1.3 resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- 10.1.4 is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated;
- 10.1.5 ceases to be a Member of the Charity; or
- 10.1.6 is removed as a Trustee by resolution passed by a simple majority of the Trustees provided that notice of the general nature of the ground on which such resolution is proposed shall be sent to the Trustee whose removal is in question at least seven clear days before the meeting and he shall be entitled to be heard by the Trustees at the meeting.

11. TRUSTEES' EXPENSES

The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or General Meetings or otherwise in connection with the discharge of their duties.

12. CONFLICTS OF INTEREST

Except to the extent permitted by clause 5 of the Memorandum, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

13. PROCEEDINGS OF TRUSTEES

13.1 Trustees Meetings

Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

13.2 Quorum

The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than three of their number.

13.3 Absence of Quorum

The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.

13.4 Appointment of Chairman

The Trustees may appoint one of their number to be the Chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be Chairman of the meeting.

13.5 Delegation to Committees

The Trustees may appoint:

13.5.1 one or more sub-committees consisting of two or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee;

13.5.2 Divisional Boards of the Charity which do not need to consist of any Trustees for the purpose of carrying out the duties assigned by the Trustees in the locality in which the Divisional Board functions.

13.6 Defect in Form

All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

13.7 Written Resolution Procedure

A Resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a Resolution may consist of several documents in the same form (including electronic

communications), each signed by one or more of the Trustees personally or electronically.

13.8 Bank Account

Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two Trustees.

14. SECRETARY

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

15. MINUTES

The Trustees shall keep minutes in books kept for the purpose:

15.1.1 of all appointments of officers made by the Trustees; and

15.1.2 of all proceedings at meetings of the Charity and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

16. ACCOUNTS

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

17. ANNUAL REPORT AND RETURN

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

18. NOTICES

18.1 Form

Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.

18.2 Service

The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

18.3 Deemed Receipt

A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

18.4 Proof of Service

Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted.

19. INDEMNITY

Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

20. RULES

20.1 Power to Make Rules

The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

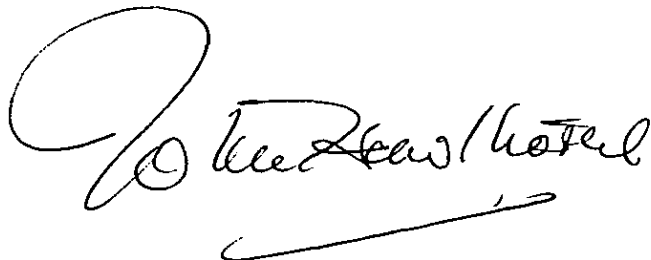
- 20.1.1 the admission and classification of members of the Charity and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- 20.1.2 the conduct of members in relation to one another;
- 20.1.3 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;
- 20.1.4 the procedure at General Meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;
- 20.1.5 generally, all such matters as are commonly the subject matter of company rules including but without prejudice to the following the establishment of Divisional Boards and rules for the administration of the same.

20.2 Amendment of Rules

The Charity in General Meeting shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

Names, Addresses and Descriptions
of Subscribers

JOHN HAWTHORNE
19 Long Street
Devizes
Wiltshire SN10 1NN



MALCOLM THOMAS
7 South Quay
The Marina
Abingdon OX14 5TW



Dated: 15 December 2008

Witness to the above signatures:

LAB
50 Victoria Embankment
Blackfriars
London EC4Y 0US

Please complete in typescript,
or in bold black capitals.

CHFP004

Declaration on application for registration

Company Name in full

AFFINITY TRUST

I, IAN ANTHONY BURMAN

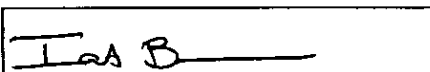
of 50 Victoria Embankment, Blackfriars, London EC4Y 0LS

† 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



Declared at 50 Victoria Embankment, Blackfriars, London EC4Y 0LS

Day Month Year

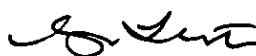
On 1 4 0 1 2 0 0 9

* Please print name.

before me *

MARTYN THURSTON

Signed



Date

14/1/09

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

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

Laytons

'Carmelite',
50 Victoria Embankment,
Blackfriars,

EC4Y 0LS

Tel 020 7842 8000

DX number DX 253

DX exchange Chancery Lane

Companies House receipt date barcode

Form revised 10/03

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

PEAPOD SOLUTIONS LTD.

30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHFP004

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

Company Name in full

AFFINITY TRUST

I, IAN ANTHONY BURMAN

of 50 Victoria Embankment, Blackfriars, London EC4Y 0LS

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] [person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985]† do solemnly and sincerely
declare that the company complies with the requirements of section
30(3) of the Companies Act 1985.

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

IAN BURMAN

Declared at

50 Victoria Embankment, Blackfriars, London EC4Y 0LS

Day Month Year

on

1 4 0 1 2 0 0 9

Please print name.

before me #

MARTYN THURSTON

Signed

IAN BURMAN

Date

14/1/09

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.

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

Laytons

'Carmelite',

Tel 020 7842 8000

DX number DX 253

DX exchange Chancery Lane

When you have completed and signed the form please send it to the
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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
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or

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

for companies registered in Scotland

DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

CHFP004

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office****Company Name in full**

AFFINITY TRUST

Proposed Registered Office

(PO Box numbers only, are not acceptable)

1 ST ANDREW'S COURT

WELLINGTON STREET

Post town

THAME

County / Region

OXFORDSHIRE

Postcode

OX9 3WT

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

LAYTONS SOLICITORS

Address

CARMELITE

50 VICTORIA EMBANKMENT, BLACKFRIARS

Post town

LONDON

County / Region

Postcode

EC4Y 0LS

Number of continuation sheets attached

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

Companies House receipt date barcode

v 08/02

Laytons

'Carmelite',

50 Victoria Embankment,

Tel 020 7842 8000

DX number DX 253

DX exchange Chancery Lane

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

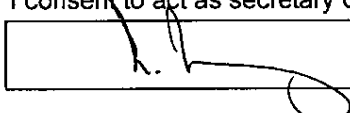
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

* Voluntary details

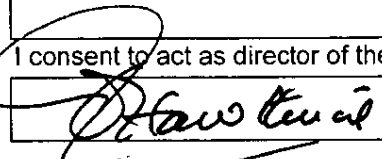
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name	AFFINITY TRUST		
NAME	*Style / Title	MR.	*Honours etc
Forename(s)	LEO		
Surname	SOWERBY		
Previous forename(s)			
Previous surname(s)			
Address ††	LOW FARM		
	HAY LANE, FULMER		
Post town	SLOUGH		
County / Region	BERKSHIRE	Postcode	SL3 6HJ
Country	ENGLAND		
I consent to act as secretary of the company named on page 1			
Consent signature			Date
			5/12/08

Directors (see notes 1-5)

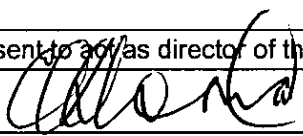
Please list directors in alphabetical order

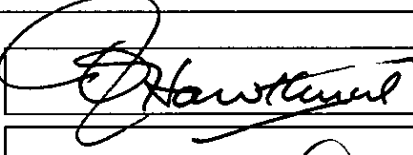

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME	*Style / Title	MR	*Honours etc
Forename(s)	JOHN WILLIAM		
Surname	HAWTHORNE		
Previous forename(s)			
Previous surname(s)			
Address ††	19 LONG STREET		
Post town	DEVIZES		
County / Region	WILTSHIRE	Postcode	SN10 1NN
Country	ENGLAND		
Date of birth	Day	Month	Year
	18	04	1932
Nationality	British		
Business occupation	Clerk in Holy Orders (Retired)		
Other directorships	Paceo Ltd.		
I consent to act as director of the company named on page 1			
Consent signature			Date
			09/12/08

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	MALCOLM		
	Surname	THOMAS		
	Previous forename(s)			
	Previous surname(s)			
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	7 SOUTH QUAY		
		THE MARINA		
	Post town	ABINGDON		
	County / Region	OXFORDSHIRE	Postcode	OX14 5TW
	Country	ENGLAND		
	Date of birth	Day 03 Month 02 Year 1947	Nationality	BRITISH
	Business occupation	RETIRED BANKER		
	Other directorships	NONE		
	I consent to act as director of the company named on page 1			
	Consent signature		Date	15/12/08

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed		Date	09/12/08
	Signed		Date	
	Signed		Date	15/12/08
	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.

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

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.



Form Z

INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965

Acknowledgement of Registration of copy of Special Resolution

Name of Society: **TACT UK Limited**

Register No. **27515 R**

The copy of the special resolution appended hereto is this day registered under the Industrial and Provident Societies Act 1965.

C. Hynd

Date: **30 April 2009**

Register No: 27515R

A

INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965 and 2002

SPECIAL RESOLUTION

TACT UK Ltd ("the Society")

Passed: 8 January 2009

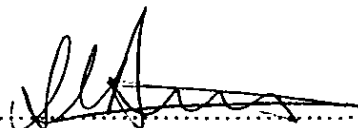
At the Special General Meeting of the Society held at the Hilton London Euston Hotel, 17-18 Upper Woburn Place, London, WC1H 0HT at 11:00 a.m. on Thursday, 8th January, 2009 the following Resolution was passed as a Special Resolution, viz:

Special Resolution

"That the Society be converted into a company limited by guarantee under the Companies Act 1985 to 2006 in the name of AFFINITY TRUST and have a memorandum and articles of association in the form produced to the meeting and for identification marked "A" and signed by the Chairman of the meeting having the directors and subscribers described in the said memorandum and articles and that the board of management be authorised to execute and do on behalf of the Society all such documents and things as it may consider necessary or desirable for carrying such conversion into effect, that the nominal one pound share held by each member of the Society shall be cancelled and that each member shall simultaneously undertake a liability to contribute one pound in the event of the winding up of the company under the circumstances described in the memorandum of association."



.....
Chairman



.....
Secretary

FRIDAY

A24

AVT919HY
01/05/2009
COMPANIES HOUSE

209

Register No: 27515R

INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965 and 2002

SPECIAL RESOLUTION

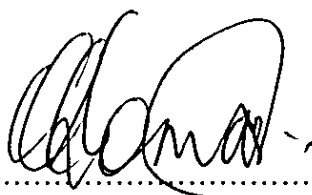
TACT UK Ltd ("the Society")

Passed: 23 January 2009

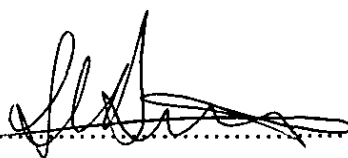
At the Special General Meeting of the Society held at CIPAS LYNTON HOUSE, 7-12, THISTOCK SQ,
at 11:00 a.m. on Friday 23rd January, 2009 the following Resolution was passed as a ^{LONDON,}
Special Resolution, viz: _{W1H 9LT}

Special Resolution

"That the Special Resolution passed on 8 January 2009 and converting the Society into a
company limited by guarantee under the Companies Act 1985 to 2006 in the name of
AFFINITY TRUST be confirmed."



.....
Chairman



.....
Secretary