



FILE COPY

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

Company No. 6936961

The Registrar of Companies for England and Wales hereby certifies that

THE DREAMLAND 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 **17th June 2009**



N06936961R



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

THE COMPANIES ACTS 1985 AND 2006

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COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE DREAMLAND TRUST

TUESDAY



PC1 16/06/2009 1330
COMPANIES HOUSE

1. The name of the Company is The Dreamland Trust.
2. The registered office of the Company will be situated in England.
3. The Company's objects are to carry out for the benefit of the public:
 - (a) the preservation, restoration, maintenance and protection of such of the cinema, structures, plant, equipment and artefacts (the **structures and equipment**) of or connected with Dreamland Margate as are of historic, cultural, architectural, constructional or scientific interest or exhibit craftsmanship worthy of preservation.
 - (b) the promotion of public knowledge, appreciation and understanding of the historic and cultural aspects of Dreamland Margate and the area in which it is situated.
 - (c) the promotion of public access to the structures and equipment and public knowledge, appreciation and understanding of their architectural, constructional, scientific and craft features.
 - (d) such other charitable purposes of the advancement of education associated with Dreamland Margate and its surrounding area and as the directors think fit.
4. In furtherance of the objects of the Company but not further or otherwise, the Company shall have the following powers:
 - (a) to purchase, take on lease or in exchange, or otherwise acquire and hold any real or personal estate (including Dreamland Margate) and to construct, maintain or alter buildings or other erections and to manage and maintain any part of such real or personal estate as is necessary for any of the objects of the Company and to sell lease or otherwise dispose of or mortgage or otherwise deal with any such real or personal estate subject nevertheless to complying with the restrictions on disposals and mortgages contained in sections 36 and 38 Charities Act 1993 unless the transaction is exempted by the Charities Act 1993;

- (b) to fund any equipment, infrastructure, facilities, building or materials necessary or desirable in connection with the activities covered by such objects or any other subject, matter or thing that may at any time be of relevance to such objects;
- (c) to promote, arrange, organise and conduct (either alone or with others) courses and meetings in respect of or relating to any activity covered by such objects or any other subject, matter or thing that may at any time be of relevance to such objects;
- (d) to enter into and carry into effect agreements with corporations and other organisations, consultants, operators, specialists and other persons engaged in work which shall further the attainment of all or any of the objects of the Company;
- (e) subject to the provisions of clause 5 of this Memorandum and Association, to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- (f) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (g) to take and accept, in its sole discretion, any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- (h) to borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit, subject to complying with the Charities Act 1993, as amended.;
- (i) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (j) to invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as provided in this Memorandum of Association;
- (k) to make any charitable donation;
- (l) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes;
- (m) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its Members from and against all such risks incurred in the course of the performance of their duties as may be thought fit provided that any such insurance shall not extend to any claim arising from fraud, wrongdoing or wilful neglect or default on the part of the officers of the Company (or any of them);
- (n) subject to the provisions of Clause 5 of this Memorandum of Association, to pay reasonable annual sums or premiums for or

towards the provision of pensions for employees for the time being of the Company or their dependants;

- (o) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and which prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their Members at least to the same extent as such payments or distributions are prohibited in the case of Members of the Company by this Memorandum of Association;
- (p) to pay out of the funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company; and
- (q) to do all such lawful things as are incidental to or which shall further the attainment the above objects or any of them.

5. (1) The income and property of the Company shall be applied solely towards the promotion of its objects as set out in the Memorandum of Association. ✓

- (2) (a) A Director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him, or her, when acting on behalf of the Company.
- (b) Subject to the restrictions in sub clause 5(5), a Director may benefit from trustee indemnity insurance cover purchased at the Company's expense.
- (c) A Director may receive an indemnity from the Company in the circumstances specified in Article 59 of the Articles of Association.

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

- (a) a benefit from the Company in the capacity of a beneficiary of the Company;
- (b) reasonable and proper remuneration for any goods or services supplied to the Company.

(4) No Director may:

- (a) buy goods or services from the Company;
- (b) sell goods, services or any interest in land to the Company;

- (c) be employed by or receive any remuneration from the Company;
- (d) receive any other financial benefit from the Company;

unless:

- (i) the payment is permitted by sub-clause 5(5), does not exceed an amount that is reasonable in all the circumstances, and does not result in a majority of the Directors having received a financial benefit from the Company; or
- (ii) the Directors obtain the prior written approval of the Charity Commission for England and Wales and fully comply with any procedures it prescribes.

- (5)
 - (a)
 - (i) A Director may receive a benefit from the Company in the capacity of a beneficiary of the Company.
 - (ii) A Director may enter into a contract for the supply of goods or services to the Company where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993.
 - (iii) A Director may receive interest on money lent to the Company at a reasonable and proper rate which must be 2% (or more) a year below the base rate of a clearing bank to be selected by the Directors.
 - (iv) 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 share 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.
 - (v) A Director may receive rent for premises let by the Director to the Company if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Director shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (vi) The Directors may arrange for the purchase, out of the funds of the Company, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.
 - (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.

(6) In sub-clauses 5(2) –5(4):

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

- 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, spouse or civil partner of the Director or any person living with the Director as his or her partner.

(7) If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in this Memorandum or the Articles of Association, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
- (c) the unconflicted Directors consider it is in the interests of the Company to authorise the conflict of interest in the circumstances applying.

6. The liability of the Members is limited.

7. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he 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, such amount as may be required not exceeding one pound.

8. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the property shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other charitable institution or Institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 of this Memorandum, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if that cannot be done then to some other charitable object.

WE, the person(s) whose name(s) and address(es) are written below, wish to be formed into a company, under this Memorandum of Association.

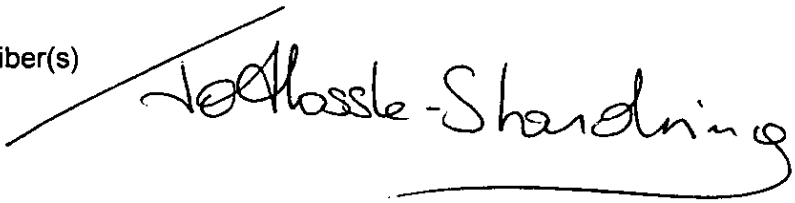
Name(s) and Address(es) of Subscriber(s)

Susan P. Marsh

SUSAN PATRICIA MARSH
35 Hawthorn Road
Droylsden
Manchester
M43 7HU

Dated 12th June 2009

Witness to the signature(s) of the subscriber(s)

Jo Hossle-Standring

Name: JO HOSSLE-STANDRING

Address:

26, ANDREW ST
MOSSLEY

Occupation: ASHTON-U-LYNE
LANCS OLS ODN

Occupational Health Nurse Specialist

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE DREAMLAND TRUST

Table C

- 1 No regulations set out in any Schedule to any of the Statutes shall apply as the regulations or articles of the Company.

Interpretation

- 2 In these Articles the following expressions shall have the following meanings:

"the Act": The Companies Act 1985 including any statutory modification or re-enactment of that Act for the time being in force and any provisions of the Companies Act 2006 for the time being in force.

"the Articles": These Articles of Association as from time to time altered by Special Resolution.

"the Board": The board of Directors of the Company or the Directors present at a meeting of the Directors at which a quorum is present.

"Charity Commission": The Charity Commission for England and Wales.

"clear days": in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"Companies Acts" has the meaning in section 2 of the Companies Act 2006 insofar as the provisions referred to in such section are in force from time to time.

"Directors": the directors for the time being of the Company.

"electronic communication": shall have the meaning set out in the Electronic Communications Act 2000.

"executed": includes any mode of execution.

"Member" and "Membership" refer to membership of the Company

"office": The registered office of the Company.

"the Seal": The common seal of the Company.

“Secretary”: The Secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

“the Statutes”: The Act, the Companies Acts and every other act for the time being in force concerning companies and affecting the Company.

“the United Kingdom”: Great Britain and Northern Ireland.

“writing”: includes any method of reproducing or representing words in a legible and non-transitory form

In these Articles any reference to any statutory provisions or enactment shall include any statutory modification or re-enactment of such provision.

References to the execution or the signing of an electronic communication include references to its being executed by such means as the Board may from time to time approve (including for the purpose of establishing the authenticity or integrity of the communication). Except insofar as these Articles expressly require a communication to be in writing, any electronic communication purporting to contain a copy of a document need not be in writing provided that it faithfully and intelligibly reproduces all the relevant information given in writing in the document. References to anything given, sent or received by, or contained in, an electronic communication include references to its being published on a web site and such publication being notified (by electronic communication or otherwise) to the relevant person in such manner that, where relevant, that person would be deemed to have notice of it, and access on that web site to it, for at least the duration of any relevant period of notice or availability prescribed by these articles or by the Statutes.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act.

3 Objects

The Company is established for the objects expressed in the Memorandum of Association.

Members

- 4 (A) The Members of the Company shall be the subscriber(s) to the Memorandum and such other persons as are admitted to membership in accordance with the Articles. No person shall be admitted a Member of the Company unless he is approved by the Board. Every person or corporation who wishes to become a Member shall be bound to (i) send (or procure that they are sent) the prior written consent of the sole Member or the majority of the Members, of their application for membership, to the Company and (ii) execute and deliver to the Company an application for membership (and any other documents) in such form as the Board may require.
- (B) A Member may at any time withdraw from the Company by giving written notice to the Company. In such circumstances, membership shall terminate when the notice of cessation is recorded in the register of members, which shall be no later than seven clear days after the Secretary receives the notice.
- (C) The Board may, at any time, request in writing any Member to resign their membership if the Board determines that it is in the interests of the

Company that such person should do so.

- (D) Any Member who fails within 30 days to comply with a request from the Board under Article 4(C) may have their membership terminated by a resolution passed by a majority of Directors present and voting at a meeting of the Board. The decision of the Board shall be final and shall be notified to the Member in writing and shall be effective upon such notice being served. A person shall not be entitled to challenge the validity of any notice.

- 5 The rights of each Member shall be personal to himself or herself and shall not be transferable and, in the case of any Member who is an individual, shall cease upon his or her death and, in the case of any Member which is a body corporate, shall cease upon an order being made or effective resolution passed for the winding-up of the Member or upon an encumbrancer taking possession or a receiver or administrator being appointed of the whole or a substantial part of the assets or undertaking of the Member, or upon the Member being unable to pay its debts within the meaning of section 123 Insolvency Act 1986 or upon the Member convening a meeting of its creditors or proposing to make any arrangements or composition with its creditors.

General meetings

- 6 The Board may call general meetings and any Director who shall wish to request the Board to call a general meeting but shall be unable to do so only because there are not for the time being within the United Kingdom sufficient Directors to form a quorum for the discharge of the business of the Board shall be entitled to call a general meeting on his or her own motion.
- 7 The Board shall, on the requisition of Members pursuant to the provisions of the Act, forthwith proceed with proper expedition to convene a general meeting in accordance with the provisions of the Act.

Notice of general meetings

- 8 General Meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety 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.

The notice shall be given to all the Members and to the Directors.

- 9 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.

Proceedings at general meetings

- 10 No business shall be transacted at any meeting unless a quorum is present. The quorum for a general meeting shall be 2 Members of the Company, such Members to be present in person or by proxy or (in the case of a corporation) represented by its duly authorised representative. Provided that if and for so long as the Company has only one member, that Member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

- 11 If, within half an hour from the time appointed for a general meeting, a quorum is not present the meeting shall stand adjourned to such time, place and day as the Board may determine.
- 12 The chairman, if any, of the Board shall preside as chairman of the meeting. If the chairman is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members present and entitled to vote shall elect one of their number to be chairman.
- 13 A Director shall notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 14 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 the adjournment not taken place. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting. Otherwise, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at any adjourned meeting.
- 15 A resolution put to the vote of a meeting shall be decided on a show of hands, unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (A) by the chairman of 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 one-tenth of the total voting rights of all the Members having the right to vote at the meeting;
- and a demand by a person as proxy for a Member shall be the same as a demand by the Member.
- 16 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.
- 17 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 18 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 was demanded.
- 19 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.
- 20 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith 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 the continuance of a meeting for the transaction of any business other than the question on

which the poll was 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.

- 21 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 22 (a) A resolution in writing of all the Members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held if it consists of either:
- (i) an instrument (including one contained in an electronic communication) in writing signed by or on behalf of each such Member; or
 - (ii) several instruments (including any contained in electronic communications) in writing in substantially similar form each signed by or on behalf of one or more of such Members.
- (b) Any such instrument in writing may be accepted notwithstanding that the original is not available at the office provided that a copy of it has been sent (including by electronic communication) by or on behalf of one or more of such Members and deposited or received at the office or received by any Director or by the Secretary.

Votes of members

- 23 On a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote. On a poll every Member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote.
- 24 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.
- 25 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in any form approved by the Board
- 26 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority approved by the Directors may:
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting by no later than the time specified in such notice or proxy; or
 - (b) where the poll is not taken forthwith but is taken after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

27 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation 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 Company at the office or at such other place at which the instrument of proxy was duly deposited 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.

28 For all purposes, including the execution or signature of any appointment of proxy, resolution in writing, notice or other document (including electronic communications) executed, signed or approved pursuant to any provision of these Articles in the case of a Member which is a corporation, signing by any director or the secretary of that corporation or any other person who appears to be an officer of the corporation (acting reasonably and in good faith) to have been duly authorised to sign shall be deemed to be and shall be accepted as signing by that corporation.

Number of Directors

29 Unless otherwise determined by ordinary resolution, there shall be no maximum number of Directors and the minimum number of Directors shall be one.

Appointment of Directors

- 30 (A) Subject to paragraph 31(B):
- (i) The Board may appoint a person who is willing to act as a Director.
 - (ii) Without prejudice to Article 33, the Company may by ordinary resolution appoint a person who is willing to act as a Director.
- (B) No appointment of any Director may be made which shall cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.
- (C) Any appointment of a Director by the Board may be made subject to the person satisfying any additional conditions and complying with any additional obligations that the Board may impose.

Terms of Office

31 When making any appointment, the Board may specify that the Director shall retire at the end of a fixed period and any Director so appointed shall retire at the end of that period but, if the Board so resolves, may then be reappointed for a further fixed period or periods.

Disqualification and removal of Directors

- 32 The office of a Director shall be vacated if the Director:
- (a) ceases to be a Director by virtue of the statutes or he becomes prohibited by law from acting as a Director; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) is the subject of an order made by a court on the grounds (however formulated) of mental disorder for the Director's detention or for the

appointment of some person to exercise powers with respect to his or her property or affairs and, in any such case, the Board resolves that the Director's office shall be vacated;

- (d) he resigns his office by notice in writing delivered to the registered office of the Company or tendered at a meeting of the Board; or
- (e) absents himself from meetings of the Board during a continuous period of six consecutive months without permission and the Board resolves that his office be vacated; or
- (f) has served upon him a notice removing him from office signed by three quarters or more of his co-Directors; or
- (g) is removed pursuant to Article 33.

Majority members' rights

- 33 The sole Member, or the majority of Members, may from time to time by notice to the Company remove from office any or all of the Directors and may in like manner appoint any person or persons as a Director or Directors of the Company. Any such notice shall be in writing and may be signed by any duly authorised representative of the sole Member or, by on behalf of, the majority of the Members and shall take effect on and from the time at which it is received at the office or handed to the chairman of any meeting of the Board.

Directors' expenses and remuneration

- 34 (a) he Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Board or general meetings or separate meetings of the holders of any debentures of the Company or otherwise in connection with the discharge of their duties.
- (b) A minority of the Board shall be entitled to receive remuneration at such rate as the Board may determine subject to any applicable guidelines of the Charity Commission.

Powers of Directors

- 35 (A) Subject to the provisions of the Statutes, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- (B) No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.
- (C) The Board shall have the power to pay all the expenses incurred in the formation of the Company.

Delegation of Directors' powers

- 36 (A) The Board may from time to time provide for the management and transaction of the affairs of the Company as it thinks fit including, without

prejudice to the generality of the foregoing, provision for the transacting of business by any employee or officer of the Company and the delegation of any of their powers, authorities and discretions to any committee consisting of such persons as they think fit in accordance with procedures laid down by the Board. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations which may be imposed on it by the Board.

- (B) (i) the deliberations of any such committee shall be reported regularly to the Board and any resolution passed on decision taken by any such committee shall be reported to the Board at their next meeting.
- (ii) for the avoidance of doubt the committee may spend funds or enter into commitments on behalf of the Company provided that such expenditure is within budgets previously agreed by the Board.

- 37 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

Proceedings of the Board

- 38 Subject to the provisions of these Articles, the Board may regulate its proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. A Director may waive a notice of a meeting and such waiver may be prospective or retrospective. 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.
- 39 The quorum for the transaction of business by the Directors may be fixed by the Directors and unless so fixed at any other number, shall be two. Subject to the provisions of these Articles any Director who ceases to be a Director at a meeting of the Board may continue to be present and to act as a Director at that meeting and be counted in the quorum if no other Director objects and if otherwise a quorum of Directors would not be present.
- 40 Notwithstanding Article 39, if there is only one Director the sole Director can exercise all the powers generally vested in the Directors.
- 41 The Directors may, with the prior written consent of the sole Member or the majority of Members from time to time (i) appoint one of their number to be the chairman of the Board of Directors and (ii) may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, any of the Directors present may require the meeting to be reconvened.
- 42 The Board may appoint any other person to any post with a descriptive title including that of Honorary President, President or director (whether advisory or otherwise) as the Board may resolve, and may remove him from that post. A person so appointed is not a Director for any of the purposes of these Articles or of the Act and, accordingly, shall not by virtue of his appointment to such post be a member of the Board or any committee, nor shall he be entitled to be present at any meeting of the Board or of any committee, except at the request of the Board or any committee, and if he is present at such request he shall not be entitled to vote at such meeting.

- 43 All acts done by a meeting of Directors, or of the committee, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director 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 Director and had been entitled to vote.

Directors' interests

- 44 Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

- 45 (A) A Director who, to his knowledge, is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested.

- (B) Save as otherwise provided by these Articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he is, to his knowledge, materially interested and, if he shall do so, his vote shall not be counted but, subject to the provisions of the Act and in the absence of some other material interest, this prohibition shall not apply to:

- (i) any indemnity in respect of obligations undertaken by a Director for the benefit of the Company;
- (ii) any proposal concerning the purchase and/or maintenance of any insurance policy under which the Director may benefit; or
- (iii) any application to the Charity Commission or to the High Court.

For the purposes of this Article, a general notice to the Board by a Director to the effect that (a) he is a member of a specified company or other organisation and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or other organisation or (b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him, shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

- 46 (A) For the purposes of Article 45 if any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote or to be counted in the quorum and such question is not resolved by the Director voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the

chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question shall arise in respect of the interest of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall be counted in the quorum but shall not vote) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.

- (B) The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of the Board or committee of the Board held on, or after, the date of the resolution.

Committees

- 47 Any delegation to committees pursuant to Article 36 may be made subject to any conditions the Board imposes, and may be revoked or altered. Subject to any such conditions, the members may regulate the proceedings of the committee as they think fit, but in the absence of any such regulations, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Board as far as they are capable of applying. The quorum for proceedings of a committee shall be fixed by the Board and unless so fixed at any other number shall be two (of which one must be a member of the Board). Any committee shall have the power (unless the Directors direct otherwise) to co-opt as a member or as members of the committee for any specific purpose any person or persons not being a Director or Directors of the Company.

Meetings of the Board

- 48 A resolution in writing signed or approved by letter, facsimile transmission, electronic communication in writing (or by any other means which the Directors may approve from time to time) by each Director who was entitled at the relevant time to receive notice of a meeting of the Directors or of a committee of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors (or, as the case may be, of that committee) duly convened and held and when signed or approved as set out above may consist of several documents in similar form each signed or approved by one or more of the persons set out above.
- 49 (A) Any Director or other person may participate in a meeting of the Directors or a committee of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other. Resolutions and decisions of the kind normally made or taken at a physical meeting of the Directors or a committee in accordance with these Articles can accordingly be so made or taken even if no persons so participating are physically present with each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is (and shall be deemed to be a meeting even if there is only one person physically present where it is deemed to take place).
- (B) In determining whether the quorum requirements fixed by or in accordance with these Articles are fulfilled all Directors participating in the meeting in accordance with these Articles shall be counted in the quorum.

Borrowing powers

- 50 The Board may exercise all the powers of the Company to borrow money, and (subject to the consent, where applicable, of the Charity Commission) to mortgage or charge its undertaking and property, or any part of such undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligations of the Company or of any third party.

Secretary

- 51 (A) Subject to the Statutes, the Board may appoint a company secretary for such term, at such remuneration and upon such conditions as the board may think fit; and any secretary so appointed may be removed by the Board. If thought fit, two or more persons may be appointed as joint secretaries. The Board may also appoint from time to time on such terms as it thinks fit one or more assistant or deputy secretaries.
- (B) Nothing in these articles shall preclude the Board from taking advantage of the exemption in section 270(1) of the Companies Act 2006 (under which a company is not required to have a secretary), and all references to the Secretary in these Articles shall be read and construed accordingly.

Minutes

- 52 The Board shall cause minutes to be made in books kept for the purpose of all:
- (a) appointments of officers made by the Board; and
- (b) proceedings at meetings of the Company and of the Board, and of sub-committees of the Board, including the names of the Directors at each such meeting.

Sealing documents

- 53 (A) The Seal shall only be used by the authority of the Directors or of a sub-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 some other person appointed by the Board for the purpose or by a second Director.
- (B) Any instrument signed by one Director and the Secretary or by two Directors and expressed (in whatever form of words) to be executed by the Company shall have the same effect as if executed under the Seal.
- (C) Any instrument signed by one Director in the presence of a witness who attests the signature of that Director and expressed (in whatever words) to be executed by the Company shall have the same effect as if executed under the Seal.

Accounts

- 54 A Member shall have a right to inspect any accounting records or other book or document of the Company.

Procedure if a single member company

- 55 (A) If the membership of the Company falls to one Member or, having been one Member, increases to more than one Member, an appropriate statement of such event shall together with the date of that event be entered in the register of members in accordance with section 123 of the Companies Act 2006.
- (B) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this Article shall not apply to resolutions passed pursuant to sections 168 and 510 of the Companies Act 2006. Any decision taken by a Member pursuant to this article shall be recorded in writing and delivered (including by electronic communication) by that Member to the Company for entry in the Company's minute book.
- (C) If and for so long as the Company has only one Member and that Member is a Director, the Company shall, except as to contracts in the ordinary course of the Company's business, comply with the obligation in section 231 of the Companies Act 2006 to ensure that any contract between the Company and that Member is in writing or set out in a memorandum in writing or is recorded in the minutes of the first meeting of the Directors following the making of that contract.

56 Notices

Any notice, document or other communication (including copies of accounts or summary financial statements) to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of directors) shall be in writing except that, if it is given using electronic communications, it need not be in writing unless these articles specifically require it to be.

- 57 (A) The Company 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 or by giving it using electronic communications in accordance with this Article. A Member whose registered address is not within the United Kingdom and who notifies the Company of an address within the United Kingdom at which notices, documents or other communications may be served on or delivered to him shall be entitled to have notices or other communications served on or delivered to him at that address (in the manner referred to above), but otherwise no such member shall be entitled to receive any notice, document or other communications from the Company. Such address may, at the Board's discretion, be an address for the purposes of electronic communications but the Board may at any time without prior notice (and whether or not the company has previously sent electronic communications to that address) refuse to send electronic communications to that address.
- (B) Any notice, document or other communication sent by electronic communication shall be sent to an address for the time being notified (by the person wishing to receive the electronic communication) for that purpose to the person sending the communication. Except insofar as the Statutes require otherwise, for electronic communications given by the Company to any member (but not vice versa) the Company may treat an address notified for the purpose of any electronic communication as that Member's address for all electronic communications, whatever their content, until the Member notifies the Company otherwise.

58 Any notice, document or other communication:

- (A) if sent by the Company by post or other delivery service shall be deemed to have been served or delivered on the day (whether or not, it is a working day), following the day (whether or not, it is a working day), on which it was put in the post or given to the delivery agent and, in proving service or delivery, it shall be sufficient to prove that the notice, document or communication was properly addressed, prepaid and put in the post or duly given to the delivery agent;
- (B) if sent by the Company by way of an electronic communication shall be deemed to have been served or delivered on the same day (whether, or not, it is a working day) it was sent, and proof that the 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 it was served or delivered;
- (C) not sent by post or other delivery service but served or delivered personally or left by the Company at the address for that member on the register shall be deemed to have been served or delivered on the day (whether or not, it is a working day), and at the time it was so left.
- (D) subject to the provisions of the Companies Act 2006, may be sent or supplied to a person by being made available on a website.

Indemnity

59 The Company may indemnify any Director, auditor, reporting accountant, or other officer of the Company against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.

Dissolution

60 Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions of that clause were repeated in these Articles.

Rules

- 61
- (A) The Directors may from time to time make such reasonable and proper rules or by laws as they may deem necessary or expedient for the proper conduct and management of the Company.
 - (B) The by laws may regulate the following matters but are not restricted to them:
 - (i) the admission of members to the Company (including the admission of organisations to membership) and the rights and privileges of such members;
 - (ii) the conduct of members of the Company in relation to one another;
 - (iii) the setting aside of the whole of any part or parts of the Company's premises at any particular time or times of for any particular purpose or purposes;

- (iv) 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;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (C) The Company in general meeting has the power to alter, add to or repeal the rules or by laws.
- (D) The Directors must adopt such means as they think sufficient to bring the rules and by laws to the notice of the members of the Company.
- (E) The rules or by laws, shall be binding on all members of the Company. No rule or by law shall be inconsistent with, or shall affect or repeal anything contain in the Memorandum or the Articles.

Name(s) and Address(es) of Subscriber(s)

Susan Patricia Marsh
35 Hawthorn Road
Droylsden
Manchester
M43 7HU

Susan P Marsh

Dated 12th June 2009

Witness to the signature(s) of the subscriber(s)

Jo Hossle-Standring

Name: JO HOSSLE-STANDRING

Address:

26, ANDREW ST

MOSSLEY

ASHTON-U-LYNE

LANCS OLSDN

Occupation:

Occupational Health Nurse Specialist

Please complete in typescript,
or in bold black capitals.

CHFP041

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

Notes on completion appear on final page

Company Name in full

THE DREAMLAND TRUST

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

35 HAWTHORN ROAD

DROYLSDEN

Post town

MANCHESTER

County / Region

Postcode

M43 7HU

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

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

Devonshires

Salisbury House, London Wall, London

EC2M 5QY

Tel 020 7628 7576

DX number 33856

DX exchange Finsbury Square

Companies House receipt date barcode

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

Companies House, Crown Way, Cardiff, CF14 3UZ
for companies registered in England and Wales

DX 33050 Cardiff

or

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Form revised December 2003

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc.

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

MANCHESTER DIOCESAN ASSOCIATION OF CHURCH SCHOOLS
MANCHESTER DIOCESAN BOARD OF EDUCATION

TAMESIDE RACIAL EQUALITY COUNCIL LTD
TAME VALLEY REGENERATION CONSORTIUM LTD

NATIONAL GOVERNANCE ASSOCIATION

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

Consent signature

Date

1. The first part of the document is a letter from the President of the United States to the Congress, dated January 3, 1862. It is a very long letter, and it contains a great deal of information about the state of the country at that time. The President talks about the war with Mexico, and about the situation in the South. He also talks about the economy, and about the need for more money. The letter is written in a very formal style, and it is full of references to the Constitution and to the laws of the country.

2. The second part of the document is a report from the Secretary of the Treasury, dated January 3, 1862. It is a very long report, and it contains a great deal of information about the state of the Treasury at that time. The Secretary talks about the amount of money that the Treasury has, and about the amount of money that it needs. He also talks about the various ways in which the Treasury is raising money, and about the various ways in which it is spending money.

3. The third part of the document is a report from the Secretary of the Interior, dated January 3, 1862. It is a very long report, and it contains a great deal of information about the state of the Interior at that time. The Secretary talks about the various lands that are owned by the government, and about the various ways in which they are being used. He also talks about the various ways in which the government is managing the land, and about the various ways in which it is protecting the land.

4. The fourth part of the document is a report from the Secretary of the War, dated January 3, 1862. It is a very long report, and it contains a great deal of information about the state of the War at that time. The Secretary talks about the various troops that are in the service, and about the various ways in which they are being used. He also talks about the various ways in which the War is being managed, and about the various ways in which it is being fought.

5. The fifth part of the document is a report from the Secretary of the Navy, dated January 3, 1862. It is a very long report, and it contains a great deal of information about the state of the Navy at that time. The Secretary talks about the various ships that are in the service, and about the various ways in which they are being used. He also talks about the various ways in which the Navy is being managed, and about the various ways in which it is being fought. The report is very detailed, and it contains a great deal of information about the various aspects of the Navy.

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc.		
*Voluntary details		Forename(s)			
		Surname			
		Previous forename(s)			
		Previous surname(s)			
Address ^{††}					
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.					
		Post town			
		County / Region		Postcode	
		Country			
		Day	Month	Year	
Date of birth				Nationality	
Business occupation					
Other directorships					
I consent to act as director of the company named on page 1					
Consent signature				Date	

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed	<u>Susan P O'Hairish</u>	Date	<u>21/05/09</u>
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	



30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHWP000

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

Company Name in full

THE DREAMLAND TRUST

I, SUSAN PATRICIA MARSH

of 35 HAWTHORN ROAD
DROYLSDAEN MANCHESTER M43 7HU

† 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

Susan P Marsh

Declared at

TAMESIDE MAGISTRATES' COURT

Day Month Year

on

11 06 2009

• Please print name.

before me •

GRAHAM MARTIN GOSLING

Signed

[Signature]

Date

11/6/09

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.

DEVONSHIRES

SALISBURY HOUSE, LONDON WALL, LONDON

EC 2M 50Y Tel 020 7628 7576

DX number 33856 DX exchange FINSBURY SQUARE

Companies House receipt date barcode

**This form has been provided free of charge
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Form revised June 1998

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Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

THE DREAMLAND TRUST

I,

SUSAN PATRICIA MARSH

of

35 HAWTHORN ROAD
DROYLSDEN MANCHESTER M43 7HU

† 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

Susan P Marsh

Declared at

Tameside Magistrates Court Ashton-under-Lyne

Day Month Year

On

11 06 2009

● Please print name.

before me ●

GRAHAM MARTIN GOSLING

Signed

[Signature]

Date

11/6/09

† 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.

DEVONSHIRES

SALISBURY HOUSE, LONDON WALL, LONDON.

EC2M 5QY Tel 020 7628 7576

DX number 33856 DX exchange FINSBURY SQUARE

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or

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2