



**FILE COPY**

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

Company No. 7025561

The Registrar of Companies for England and Wales hereby certifies that

**MANCHESTER YOUTH ZONE (HARPURHEY)**

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

Given at Companies House on **22nd September 2009**



**\*N07025561D\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

035 AA £10

THE COMPANIES ACT 1985 AND 2006

PRIVATE COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

MANCHESTER YOUTH ZONE (HARPURHEY)

1. **NAME**

1.1 The Company's name is

Manchester Youth Zone (Harpurhey) (and in this document it is called "the Charity").

2. **REGISTERED OFFICE**

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

3. **OBJECTS**

The charity's objects are to help and educate children and young people resident in the North West of England through their leisure time activities by promoting their full physical and spiritual potential in order that they may grow to full maturity as individuals and members of society and that their conditions of life may improve

**POWERS**

4. In furtherance of the above Objects but not further or for any other purpose the Charity shall have the following powers:

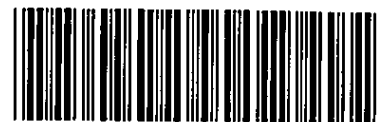
4.1 To promote an interest in club work by maintaining contact with other bodies statutory and voluntary interest in the welfare of young people

4.2 To arouse public interest and recruit and arrange for the training of leaders and helpers

4.3 To cause to be written and printed or otherwise produced and circulated gratuitously or otherwise periodicals magazines books leaflets or other documents or films or record tapes.

4.4 To hold exhibitions meetings lectures classes seminars and courses either alone or with others.

4.5 To work with the parents /carers of children and young people.



- 4.6 subject to **clause 5** to employ and pay such staff, who shall not be directors or members of the Charity as are necessary for the furtherance of the objects of the Charity. The Charity may employ or remunerate a member of its board of directors ("**director**") only to the extent it is permitted to do so by **clause 5** and provided it complies with the conditions in that clause;
- 4.7 to foster and undertake research into any aspect of the objects of the Charity and its work and to disseminate the results of any such research;
- 4.8 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 as amended by the Charities Act 2006 if it wishes to mortgage land;
- 4.9 to make any charitable donation either in cash or assets for the furtherance of the objects of the Charity;
- 4.10 to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Charity to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the board of directors may think fit and provided also that the Charity shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects;
- 4.13.1 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.13.2 deposit or invest funds;
- 4.13.2.1 employ a professional fund-manager; and
- 4.13.2.2 arrange for the investments or other property of the Charity to be held in the name of a nominee; in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2006;
- 4.14 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the board of directors may think necessary for the promotion of the Charity's objects;
- 4.15 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993
- 4.16.1 to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in sub-clause 4.16.2 of this clause, but subject to the restrictions specified in sub-clause 4.16.3 of the clause;
- 4.16.2 The liabilities referred to in sub-clause 4.16.1 are:

- 4.16.2.1 any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
- 4.16.2.2 the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- 4.16.3.1 The following liabilities are excluded from sub-clause 4.16.2:
- 4.16.3.1.1 fines;
  - 4.16.3.1.2 costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
  - 4.16.3.3 liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- 4.16.3.2 There is excluded from sub-clause 4.16. 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
- 4.17 to subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body formed for any of the charitable purposes included in the Objects;
- 4.18 to negotiate with local service providers and stakeholders in furtherance of the objects of the Charity;
- 4.19 to establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated by the board of directors to further any of the Objects of the Charity;
- 4.20 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- 4.21 to do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Charity is authorised to amalgamate;
- 4.22 to pay all or any expenses incurred in connection with the promotion, formation, incorporation and registration of the Charity;
- 4.23 to do all such other lawful things as are necessary for the attainment of the above Objects or any of them;

and so that:

- (a) where the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (b) none of the Objects or Powers shall be restrictively construed but the widest interpretation shall be given to each such Object or Power, and none of such Objects or Powers shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other Objects or Powers or inference from the name of the Charity;
- (c) none of the Objects therein specified shall be deemed subsidiary or ancillary to any of the Objects specified in any other such sub-clause, and the Charity shall have full power to exercise each and every one of the Objects.

## **5 APPLICATION OF INCOME AND PROPERTY**

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

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

5.1.2 Subject to the restrictions in sub-clauses 4.16.2 and 4.16.3, a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.

5.1.3 A Director may receive an indemnity from the Charity in the circumstances specified in Article 24

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

5.2.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;

5.2.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

5.3.1 A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.

5.3.2 A Director may enter into a contract for the supply of goods and services to the charity where that is permitted in accordance with , and subject to the conditions in 73A of the Charities Act 1993

5.3.3 A Director may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors.

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

5.3.5 A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided such director shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion

5.3.6 The Directors may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 75F of the Charities Act 1993

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

5.4.1 partner;

5.4.2 an employee;

5.4.3 a consultant;

5.4.4 a director; or

5.4.5 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.

5.5 In sub-clauses 5.2 – 5.4 of this clause 5:

5.5.1 "Charity" shall include any company in which the Charity:

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

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

## **6 LIMITED LIABILITY**

The liability of the members is limited.

## **7 CONTRIBUTION TO ASSETS OF THE CHARITY**

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

## **8 SURPLUS ASSETS**

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

8.1.1 directly for the Objects; or

8.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

8.1.3 to any charity for use for particular purposes that fall within the Objects;

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

8.2.1 directly for the Objects; or

8.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

8.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

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

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

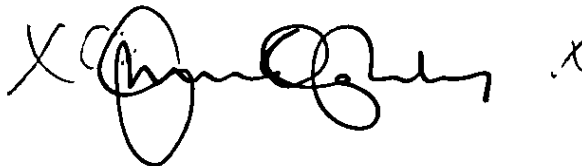
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**Names addresses and description of Subscribers**

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**CHRISTOPHER GEORGE OGLESBY**

Poole Hall  
Off Cinder Lane  
Nantwich  
Cheshire CW5 6AW

X  X

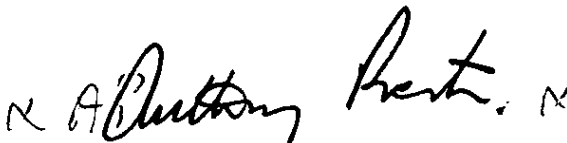
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**JAMES EDWARD SMITH**

Aucklands  
19 Grey Road  
Altrincham  
Cheshire  
WA14 4BT

X JS  X

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**ANTHONY CHARLES PRESTON**

Cogshall Hall  
Hall Lane  
Antrobus  
Cheshire  
CW9 6BJ

X A.C. Preston  X

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**ARTHUR JOHN FLETCHER**

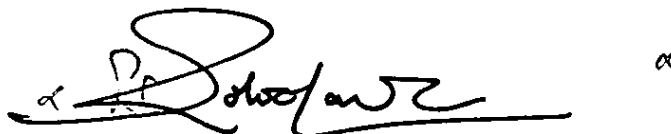
Breeze Hill  
Breeze Hill Road  
Atherton  
Manchester  
M46 9HJ

X J.F. Fletcher  X

Witness

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**ROBERT CARTER**

Atria  
18 Spa Road  
Bolton BL1 4AG

X  X

Dated this 27<sup>th</sup> day of August 2009



ARTICLES OF ASSOCIATION  
OF  
MANCHESTER YOUTH ZONE (HARPURHEY)

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1. **PRELIMINARY**

The regulations contained in Table A and Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Charity and these Articles alone shall constitute the regulations of the Charity.

2. **DEFINITIONS AND INTERPRETATION**

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

<b>"these Articles"</b>	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
<b>"Charity"</b>	the company intended to be regulated by these Articles
<b>"Charity Act 1993"</b>	The Charities Act 1993 (as amended by the Charities Act 2006)
<b>"clear days"</b>	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
<b>"Commission"</b>	the Charity Commission for England and Wales
<b>"Companies Act 1985"</b>	the Companies Act 1985 (as amended from time to time)
<b>"Companies Act 2006"</b>	the Companies Act 2006 (as amended from time to time)
<b>"Directors"</b>	the directors for the time being of the Charity or (as the context shall require) any of them acting as the board of Directors of the Charity. The Directors are charity trustees as defined by section 97 of the Charities Act 1993
<b>"Secretary"</b>	any person appointed to perform the duties of

the secretary of the Charity

<b>"electronic address"</b>	any address or number used for the purposes of sending or receiving documents or information by electronic means
<b>"electronic form"</b> <b>"electronic means"</b>	<b>and</b> have the meaning given in section 1168 of the Companies Act 2006
<b>"executed"</b>	includes any mode of execution
<b>"hard copy form"</b>	has the meaning given in section 1168 of the Companies Act 2006
<b>"ordinary resolution"</b>	has the meaning given in section 282 of the Companies Act 2006
<b>"office"</b>	the registered office of the Charity
<b>"seal"</b>	the common seal of the Charity (if any)
<b>"special resolution"</b>	has the meaning given in section 283 of the Companies Act 2006
<b>"the Statutes"</b>	the Companies Acts as defined in section 2 of the Companies Act 2006 and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and affecting the Company
<b>"United Kingdom"</b>	Great Britain and Northern Ireland.
<b>"in writing"</b>	hard copy form or to the extent agreed by the recipient (or deemed to be agreed by virtue of a provision of the Statutes) electronic form or website communication

- 2.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Statutes but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.
- 2.3 References to any Statute or statutory provision in these Articles include, unless the context otherwise requires, a reference to that Statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant Statute or statutory provision.

- 2.4 Where the word "**address**" appears in these Articles it is deemed to include postal address and electronic address and "**registered address**" shall be construed accordingly.

### 3. **OBJECTS**

The Charity is established for the objects expressed in the Memorandum of Association

### 4. **MEMBERS**

- 4.1 The number of members with which the Charity proposes to be registered is 8 but the Directors may from time to time register an increase of members.

- 4.2 The subscribers to the Memorandum of Association of the Charity and such other persons as the Directors shall admit to membership in accordance with these Articles shall be members of the Charity. The following shall be eligible for membership:

4.2.1 individuals in sympathy with the objects of the Charity

4.2.2 representatives of organisations in sympathy with the objects of the Charity

- 4.3 No person shall be admitted as a member of the Charity unless he or she is approved by the Directors. Every person who wishes to become a member shall deliver to the Charity an application for membership in such form as the Directors require to be executed by him or her agreeing to be bound by the Memorandum of Association of the Charity and these Articles and on being so admitted his or her name shall be entered in the register of members of the Charity.

- 4.4 The Directors shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for their decision but nothing in these Articles shall entitle the Directors to discriminate in any way between applicants for membership by reason of race, colour, sex, creed, age or disability.

- 4.5 Subject to all moneys presently payable by him or her to the Charity pursuant to any rules or bye-laws made by the Directors pursuant to **Article 24** or otherwise having been paid, a member may at any time resign from the Charity by giving at least seven clear days' notice in writing to the Charity provided that after such resignation the number of members remaining is not less than two.

- 4.6 Membership is not transferable and will terminate if the member:

4.6.1 dies or, if it is an organisation, ceases to exist; or

4.6.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally.

- 4.7 The Directors shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made.

**5. GENERAL MEETINGS**

- 5.1 The Directors may call general meetings at any time.
- 5.2 If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any director or any two members of the Charity may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

**6. NOTICE OF GENERAL MEETINGS**

- 6.1 An annual general meeting shall be called by at least 21 clear days' notice. All other meetings of the Charity other than an annual general meeting shall be called by at least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted, in case of special business.
- 6.2 All business shall be deemed special that is transacted at a general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the profit and loss account, balance sheet, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
- 6.3 Subject to the provisions of these Articles notice of and other communications relating to a general meeting shall be given to all members, to all Directors and to the auditors.
- 6.4 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 307 of the Companies Act 2006.
- 6.5 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.
- 6.6 Every notice convening a general meeting shall be given in accordance with section 308 of the Companies Act 2006 that is, in hard copy form, electronic form or by means of a website.
- 6.7 The Charity may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Companies Act 2006.

**7. PROCEEDINGS AT GENERAL MEETINGS**

- 7.1 No business shall be transacted at any general meeting unless a quorum of members is present. Six persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a corporation shall be a quorum save that, if and for so long as the Charity has only one person as a member, one member present in person shall be a quorum. If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting shall stand adjourned to the same day in the

next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

- 7.2 The chairperson, if any, of the Directors shall preside as chairperson at every general meeting of the Charity, or if there is no such chairperson, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.
- 7.3 If at any meeting no director is willing to act as chairperson or if no director is present within 15 minutes after the time appointed for holding the general meeting, the members present shall choose one of their number to be chairperson of the meeting.
- 7.4 A director shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting.
- 7.5 The chairperson may, with the consent of any 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 any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 7.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - 7.6.1 by the Chairman; or
  - 7.6.2 by at least 2 members present; or
  - 7.6.3 by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,
- 7.7 A declaration by the chairperson 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 of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 7.8 The demand for a poll may be withdrawn
- 7.9 In the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting shall be entitled to a second or casting vote.

**8. VOTES OF MEMBERS**

- 8.1 On a show of hands every member (being an individual) present in person or (being a corporation) is present by a duly authorised representative shall have one vote.
- 8.2 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him or her to the Charity pursuant to any rules or bye-laws made by the Directors under **Article 24** or otherwise have been paid.
- 8.3 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 chairperson whose decision shall be final and conclusive.

**9. WRITTEN RESOLUTIONS**

- 9.1 Subject to the provisions of the Act a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Charity duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.
- 9.2 A written resolution, proposed in accordance with section 288(3) of the Companies Act 2006, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.
- 9.3 For the purposes of this **Article 8** "circulation date" is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.

**10. NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution the number of directors shall not be subject to any maximum but shall not be less than three.

**11. NO ALTERNATE DIRECTORS**

A director shall not be entitled to appoint an alternate director.

**12. POWERS OF DIRECTORS**

- 12.1 Subject to the provisions of the Statutes, the Memorandum of Association of the Charity and these Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity. No alteration of the Memorandum of Association or of these 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. The powers given by this Article 12.1 shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

12.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine provided that not less than two Directors shall be required to sign all cheques drawn against the Charity.

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

### 13. **DELEGATION OF DIRECTORS' POWERS**

The Directors may delegate any of their powers to any committee consisting of one or more directors and such other persons (if any) not being Directors co-opted on to such committee as the Directors think fit provided that the number of co-opted persons not being directors shall not exceed one half of the total number of members of such committee. Any such delegation may be made subject to any conditions the Directors may impose and may be collateral to their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

### 14. **APPOINTMENT AND RETIREMENT OF DIRECTORS**

14.1 At the first annual general meeting of the Charity all the Directors shall retire from office, and at every subsequent annual general meeting one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding one-third, shall retire from office but if there is only one director who is subject to retirement by rotation, he or she shall retire.

14.2 Subject to the provisions of the Statutes, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

14.3 If the Charity, at the meeting at which a director retires by rotation, does not fill the vacancy, the retiring director 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 re-appointment of the director is put to the meeting and lost.

14.4 No person other than a director retiring by rotation shall be appointed or re-appointed a director at any general meeting unless:

14.4.1 he or she is recommended by the Directors; or

14.4.2 not less than 14 nor more than 21 clear days before the date appointed for the meeting, notice signed 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 re-appointment stating the

particulars which would, if he or she were so appointed or re-appointed, be required to be included in the Charity's register of directors together with notice signed by that person of his or her willingness to be appointed or re-appointed.

- 14.5 Not less than 7 nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the Directors for appointment or re-appointment as a director at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him or her at the meeting for appointment or re-appointment as a director. The notice shall give the particulars of that person which would, if he or she were so appointed or re-appointed, be required to be included in the Charity's register of directors.
- 14.6 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.
- 14.7 The Directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any number fixed in accordance with these Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-appointment but shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.
- 14.8 Subject to the foregoing provisions of these Articles, a director who retires at an annual general meeting may, if willing to act, be re-appointed. If he or she is not re-appointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.

## **15. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

The office of a director shall be vacated if:

- 15.1 he or she ceases to be a director by virtue of any provision of the Statutes or these Articles or he or she becomes prohibited by law from being a director; or
- 15.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 15.3 he or she is, or may be, suffering from mental disorder and either:
- 15.3.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
  - 15.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or



- 15.4 he or she resigns his or her office by notice to the Charity; or
- 15.5 he or she shall for more than 6 consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his or her office be vacated.

**16. DIRECTORS' REMUNERATION**

The Directors shall not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

**17. PROCEEDINGS OF THE DIRECTORS**

- 17.1 Subject to the provisions of these Articles, the Directors may regulate their meetings, as they think fit. A director may, call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote. Notice of every meeting of the director shall be given to each director, including Directors who may for the time being be absent from the United Kingdom and have given the Charity an address within the United Kingdom for service.
- 17.2 Any director may participate in a meeting of the Directors or a committee constituted pursuant to Article 12 of which he or she is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Statutes, shall be entitled to vote and be counted in a quorum accordingly. 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 chairperson of the meeting then is.
- 17.3 The quorum for the transaction of the business of the directors may be fixed by the Directors, and unless so fixed at any other number, shall be two.
- 17.4 Notwithstanding any vacancies in their number, the continuing Directors or where there is only one, the sole continuing director, may continue to act but, if the number of Directors is less than the number fixed as the quorum they (or in the case of a sole director he), may act only for the purpose of filling vacancies, or of calling a general meeting.
- 17.5 The Directors may appoint one of their number to be the chairperson of the board of directors and may remove him or her from that office. Unless he or she is unwilling to do so, the director so appointed shall preside at every meeting of the Directors at which he or she 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, the Directors present may appoint one of their number to be chairperson of the meeting.
- 17.6 All acts done by any meeting of the Directors or of a committee constituted pursuant to Article 12, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that they or 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.

- 17.7 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of directors or of a committee constituted pursuant to Article 12 shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more directors or members of the committee (as the case may be).

18. **AUDITORS' APPOINTMENT AND RE-APPOINTMENT**

- 18.1 Auditors must be appointed for each financial year of the Charity. Other than the Charity's first financial year, the appointment must be made in the period for appointing auditors as defined in section 485 of the Companies Act 2006.
- 18.2 Auditors cease to hold office at the end of next period for appointing auditors unless and until they are re-appointed.

19. **MINUTES**

The Directors shall cause minutes to be made in books kept for the purposes:

- 19.1 of recording the names and addresses of all members; and
- 19.2 of all appointments of officers made by the Directors; and
- 19.3 of all proceedings at meetings of the Charity and of the Directors and of committees constituted pursuant to Article 12 including the names of Directors and members (as appropriate) present at each such meeting.

20. **THE SEAL**

If the Charity has a seal it shall only be used with the authority of the Directors or of a committee constituted pursuant to Article 12 which is comprised entirely of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director whose signature shall be attested in the presence of a witness. The Board may authorise one of the Directors to execute and sign documents within the terms of the Companies Act 2006

21. **ACCOUNTS**

21.1 The Directors must prepare for each financial year accounts as required by the Charities Act 2006. the accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of recommended Practice

21.2 The Directors must keep accounting records as required by the Charities Act 2006

## **22. NOTICES**

- 22.1 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing and shall be sent to an address for the time being notified for that purpose to the person giving the notice.
- 22.2 The Charity may give any notice to a member either personally or by sending it by first class post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address *or* by giving it in electronic form to an address for the time being notified to the Charity by the member. A member who gives to the Charity an address either within or outside the United Kingdom at which notices may be given to him, or an address to which notices may be sent in electronic form, 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.
- 22.3 A member present in person, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 22.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in electronic form, at the expiration of 48 hours after the time it was sent.
- 22.5 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Charity is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Charity shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

## **23. WINDING UP**

**Clause 8** of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.

## **24. INDEMNITIES FOR DIRECTORS**

The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Director or in which the Director is acquitted or in

connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

**25. RULES OR BYE-LAWS**

25.1 The Directors 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 for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate:

25.1.1 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;

25.1.2 the conduct of members of the Charity in relation to one another, and to the Charity's servants;

25.1.3 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;

25.1.4 the procedure at general meetings and meetings of the Directors and committees constituted pursuant to **Article 12** in so far as such procedure is not regulated by these Articles;

25.1.5 and, generally, all such matters as are commonly the subject matter of such rules,

provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Charity or these Articles,

25.2 The Charity shall have power to alter or repeal the rules or bye-laws referred to in **Article 25.1** and to make additions thereto. The Directors shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to this **Article 25** which, so long as they shall be in force, shall be binding on all members.

**26. DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE**

26.1 Where the Statutes permit the Charity to send documents or notices to its members in electronic form or by means of a website, the documents will be validly sent provided the Charity complies with the requirements of the Statutes.

26.2 Subject to any requirement of the Statutes documents and notices may be sent to the Charity in electronic form to the address specified by the Charity for that purpose and such documents or notices sent to the Charity are sufficiently authenticated if the identity of the sender is confirmed in the way the Charity has specified.

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

---

**Names addresses and description of Subscribers**

---

-----  
**CHRISTOPHER GEORGE OGLESBY**

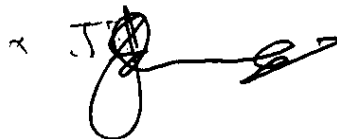
Poole Hall  
Off Cinder Lane  
Nantwich  
Cheshire CW5 6AW



X

-----  
**JAMES EDWARD SMITH**

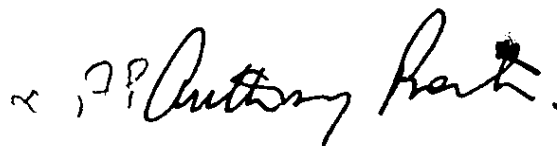
Aucklands  
19 Grey Road  
Altrincham  
Cheshire  
WA14 4BT



X

-----  
**ANTHONY CHARLES PRESTON**

Cogshall Hall  
Hall Lane  
Antrobus  
Cheshire  
CW9 6BJ



X

-----  
**ARTHUR JOHN FLETCHER**

Breeze Hill  
Breeze Hill Road  
Atherton  
Manchester  
M46 9HJ

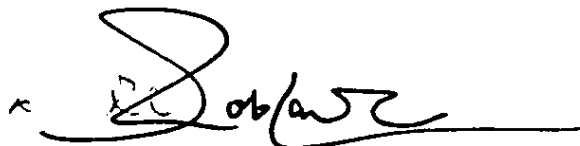


X

Witness

-----  
**ROBERT CARTER**

Atria  
18 Spa Road  
Bolton BL1 4AG



X

Dated this 27<sup>th</sup> day of August 2009

PEAPOD SOLUTIONS LTD.

12

Please complete in typescript,  
or in bold black capitals.

CHFP004

**Declaration on application for registration**

**Company Name in full**

MANCHESTER YOUTH ZONE (HARPURHEY)

I, David Steele Porter

of Silverwell House Silverwell Street Bolton BL1 1PT

do solemnly and sincerely declare that I am a <sup>†</sup>[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.

<sup>†</sup> Please delete as appropriate.

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**

*David Steele Porter*

Declared at

Bolton Greater Manchester

On Day Month Year  
14 09 2009

**\*\*** Please print name.

before me **\*\***

JAMES ROGER GILLIES

Signed

*J.R. Gillies*

Date

14/9/2009

<sup>†</sup> 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.

Fleddings Porter Silverwell House Silverwell Street Bolton

BL1 1PT

Tel 01204 540900

DX number 24144

DX exchange Bolton

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, 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**  
Peapod Solutions Ltd.

PEAPOD SOLUTIONS LTD.

Please complete in typescript,  
or in bold black capitals.

CHFP004

30(5)(a)

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

Company Name in full

MANCHESTER YOUTH ZONE (HARPURHEY)

I, David Steele Porter

of Silverwell House Silverwell Street Bolton BL1 1PT

† 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~~ I 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

Declared at

Bolton Greater Manchester

Day Month Year  
on 14 09 2009

# Please print name.

before me #

JAMES ROGER GILLIES

Signed

Date

14/09/2009

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.

Fieldings Porter Silverwell House

Silverwell Street Bolton BL1 1PT

Tel 01204 540900

DX number 24144

DX exchange Bolton

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

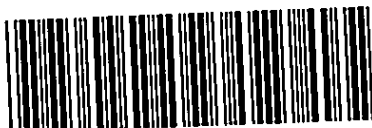
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Peapod Solutions Ltd.

THURSDAY



PC5

\*P40FMDCJ\*

17/09/2009

1219

COMPANIES HOUSE

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**

MANCHESTER YOUTH ZONE (HARPURHEY)

**Proposed Registered Office**

18 Spa Road

(PO Box numbers only, are not acceptable)

Post town

Bolton

County / Region

Greater Manchester

Postcode BL1 4AG

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

Fieldings Porter

Address

Silverwell House

Silverwell Street

Post town

Bolton

County / Region

Greater Manchester

Postcode BL1 1PT

Number of continuation sheets attached

4

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.

David S Porter

-Fieldings Porter as above

DX number 24144

DX exchange Bolton

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 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**



**Company Secretary** (see notes 1-5)

Company name

MANCHESTER YOUTH ZONE (HARPURHEY)

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of 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

\* Voluntary details

Forename(s)

Surname

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 the provisions of 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 <sup>††</sup>☐

Post town

County / Region

Postcode

Country

Poole Hall

Off Cinder Lane

Nantwich

Cheshire

CW5 6AW

England

Day Month Year

Date of birth

0 | 9 | 0 | 9 | 1 | 9 | 6 | 7

Nationality

British

Business occupation

Chief Executive

Other directorships

Abney First Properties Ltd, Abney Investments Ltd, Abney 2003 Ltd, Amalgamated North

West Ltd, Arden Business Centre (Bredbury) Ltd, Bruntwood Ltd, (see list attached)

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

Consent signature

Date

27/08/09

Company name

MANCHESTER YOUTH ZONE (HARPURHEY)

**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 the provisions of 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

Mr

\*Honours etc

Forename(s)

Anthony Charles

Surname

Preston

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 the provisions of 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

Coghall Hall

Hall Lane

Antrobus

Cheshire

CW9 6BJ

England

Day Month Year

**Date of birth**

1 8 0 4 1 9 5 5

**Nationality**

British

**Business occupation**

Company Director

**Other directorships**

Pets at Home Ltd. John Preston Estates Ltd, Flowers Direct Ltd

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

**Consent signature**

AP Anthony Preston

**Date**

27/08/09

# Company Secretary (see notes 1-5)

Company name

MANCHESTER YOUTH ZONE (HARPURHEY)

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address <sup>†</sup>

☐

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

Mr

\*Honours etc

\* Voluntary details

Forename(s)

Arthur John

Surname

Fletcher

Previous forename(s)

Previous surname(s)

Address <sup>†</sup>

☐

Breeze Hill

Breeze Hill Road

Post town

Atherton

County / Region

Greater Manchester

Postcode

M46 9HJ

Country

England

Day Month Year

1 9 0 8 1 9 5 5

Nationality

British

Date of birth

Business occupation

Company Director


Other directorships

Fletcher Livingstone Holdings Ltd, Miller Metcalfe Ltd, Enlighten Enviro Ltd, Thompson

Medley Associates Ltd, EPC Direct Ltd, Ruby Lou Ltd, Tribune Smart Home Ltd. see list

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

Consent signature

JF 

Date

27/02/09

<sup>†</sup> Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of 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.

<sup>†</sup> Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of 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.

**Directors** (continued) (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc

\* Voluntary details

Forename(s)

James Edward

Surname

Smith

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 the provisions of 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 †

Aucklands

19 Grey Road

Post town

Altrincham

County / Region

Cheshire

Postcode

WA14 4BT

Country

England

Day Month Year

3 1 0 3 1 9 5 0

Nationality

British

Date of birth

Business occupation

Company Director

Other directorships

Clear Marketing Communications Ltd, Clear Presentations Ltd, Formation PLC, Perrin

McCloud Ltd, Onside North West Ltd.

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

Consent signature

JS

Date

27/08/19

This section must be signed by

**Either**

an agent on behalf of all subscribers

Signed

CO

Date

27/08/19

Or the subscribers

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

Signed

JS

Date

27/12/19

Signed

AP

Date

27/12/19

Signed

JF

Date

27/12/19

Signed

Date

Signed

Date

Signed

Date

Manchester Youth Zone Harpurhey

Continuation sheet list of Directorships

**Christopher George Oglesby**

Bruntwood Business Centre Ltd  
Bruntwood Estates Ltd  
Bruntwood Estates First Properties Ltd  
Bruntwood Estates Second Properties Ltd  
Bruntwood Estates Third Properties Ltd  
Bruntwood Estates Fourth Properties Ltd  
Bruntwood Estates A Ltd  
Bruntwood Estates Holdings Ltd  
Bruntwood Estates Alpha Portfolio Ltd  
Bruntwood Estates Beta Portfolio Ltd  
Bruntwood First Properties Ltd  
Bruntwood Group Ltd  
Bruntwood Outsourced Properties Ltd  
Bruntwood Outsourced Property Solutions Ltd  
Bruntwood Paragon A Ltd  
Bruntwood Paragon B Ltd  
Bruntwood (Overseas House) Ltd  
Bruntwood Storage Ltd  
Bruntwood Third Properties Ltd  
Bruntwood Trading Group Limited  
Bruntwood 2000 Ltd  
Bruntwood 2000 First Properties Ltd  
Bruntwood 2000 Second Properties Ltd  
Bruntwood 2000 Third Properties Ltd  
Bruntwood 2000 Fourth Properties Ltd  
Bruntwood 2000 Fifth Ltd  
Bruntwood 2000 Holdings Ltd  
Bruntwood 2000 Beta Portfolio Ltd  
Bruntwood 2000 Alpha Portfolio Ltd  
Bruntwood 2000 (N W ~~Regen~~) Ltd  
Bruntwood Management Services Ltd  
Bruntwood Alpha PLC  
Bruntwood (1 Dale Street) Ltd  
Central Media Ltd  
Cheadle Hulme School  
Onside North West Ltd  
Roundhorn House Project Management Services Ltd  
Shelfco 150502 Ltd  
Southern Workplace Investments Ltd  
Thomond Ltd  
Piccadilly Partnership ( Manchester) Ltd  
Heathcote Restaurants Ltd  
Cityco ( Manchester) Ltd  
Astle Development Ltd  
Simply Heathcotes Ltd

Manchester Youth Zone Harpurhey

Continuation sheet list of Directorships

**Christopher George Oglesby**

Langleycourt Ltd

Trinity ICP Ltd

Afflecks Ltd

Oxford Road Corridor Development Partnership

North Tower Car Park Management Company Ltd

North Tower Management Company Ltd.

**Arthur John Fletcher**

Tribune Security Solutions Ltd

FLH Properties Ltd (Dissolved)