

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF
SCOTLAND YARD ADVENTURE CENTRE

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Act

The Companies Act, 1985.

These presents

These Articles of Association and the regulations of the Company from time to time in force.

The Company

Scotland Yard Adventure Centre.

The Management Committee

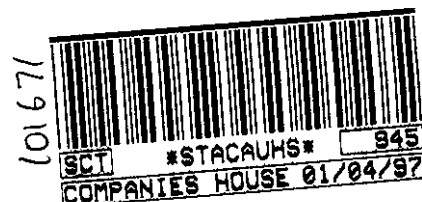
The Management Committee for the time being of the Company which shall execute all the functions of the Board of Directors of the Company.

SAPAHC

The Scottish Adventure Playground Association for Handicapped Children and its successors.

The Office

The registered office of the Company.



The Seal	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, typewritten, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Any words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents becoming binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Company proposes to be registered is one hundred, but the Management Committee may from time to time register an increase of members.

3. The provisions of section 352 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Company is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Management committee shall admit to membership shall be members of the Company.
6. Any person, corporate body or institution who desires to be admitted to membership of the Company must sign and deliver to the Company an application for admission, framed in such terms as the Management Committee may require and shall be admitted to membership on application unless the Chairman or Acting Chairman shall within six weeks of such person or corporate body or institution applying for membership decide that in his view the admission of the applicant to membership would be prejudicial to the interests of the Company, which decision shall be reported to the next following meeting of the Management Committee for ratification or otherwise. The Management Committee shall have full discretion as to the admission or non-admission of any person to membership and shall not be bound to assign any reason for the non-admission of any person to such membership. All members must signify their agreement with the objects and aims of the Company and must on admission to membership pay the relevant minimum annual subscription fee.
7. The minimum subscription fee and dates for payment shall be fixed from time to time by the Company in General Meeting on the recommendation of the

Management Committee and until so fixed the minimum subscription fee shall be £5. Members may contribute such higher or further amount or amounts as they may respectively determine.

8. A member shall cease to be a member of the Company in any of the following circumstances:-
 - (a) if by notice in writing lodged at the Office he resigns from membership, or
 - (b) if he neglects to pay any subscription or other monies due from him within two months from the beginning of the financial year unless otherwise decided by the Management Committee. The removal of the name of such member from the register shall be sufficient evidence that he has been excluded by the Management Committee and he shall have no right of appeal or recession provided always that this regulation shall not be construed to compel the Management Committee to remove any member or to give any member a right to be removed.
 - (c) if he is removed from membership by a resolution of the Management Committee passed by a majority of three-fourths of the votes cast upon such resolution at a meeting specially convened to consider such resolution of which he shall have been given fourteen days' notice and at which he shall have been given a reasonable opportunity of attending and being heard, and such resolution is subsequently confirmed by the next General Meeting of the Company.
9. The rights of a member shall be personal and shall not be transferable and shall cease on his death.

General Meetings

10. The company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Management Committee and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Management Committee may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
13. Twenty one days' notice in writing at least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution, and fourteen days notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the date and the hour of meeting, and in the case of special business, the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of Meetings other than Annual General Meetings, a

Meeting may be convened by such notice as those members may think fit.

14. The accidental omission to give notice of a Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings at any meeting.

Proceedings at General Meetings

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, shall be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Management Committee and of the Auditors, the election of members of the Management Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members present in person or by proxy shall be a quorum.
17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Management Committee may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting, the members present shall be a quorum.
18. The Chairman (if any) of the Management Committee shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if

at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Management Committee, or if no such member be present, or if all the members of the Management Committee present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

19. The presiding Chairman 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 business which might have been transacted at any Meeting from which the adjournment took 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. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.
20. 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 upon the declaration of the result of the show of hands, demanded by the presiding Chairman or by whichever is the greater of five members present in person or by proxy, or a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the Meeting, and unless a poll be so demanded a declaration by the presiding 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 Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

21. Subject to the provision of Article 22, if a poll be demanded in manner aforesaid, it shall be taken by way of secret ballot at such time and place, and in such manner, as the presiding Chairman shall direct and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
22. No poll shall be demanded on the election of a Chairman of a Meeting or on any question of adjournment.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the presiding Chairman shall be entitled to a second or casting vote.
24. 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 a poll has been demanded.
25. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend the vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same has been passed at a General Meeting duly convened and held.

Votes of Members

26. Subject as hereinafter provided, every member shall have one vote.
27. No member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at

any General Meeting.

28. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy, shall have no vote. No person not being an individual member of the Company entitled to vote under Article 27 shall be appointed a proxy.
29. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Office not more than forty eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote and in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

32. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

Scotland Yard Adventure Centre

“I”

“of”

“being a member of the above named Company, hereby”

“appoint”

“of”

“and failing him, ”

“of”

“to vote for me and on my behalf at the (Annual or Extraordinary or Adjourned,

“as the case may be) General Meeting of the Company to be held on the _____ day of _____ and at every adjournment thereof. _____”

"Signed this day of 19 "

This instrument is to be used *in favour of/against the resolution unless otherwise instructed the proxy will vote as he thinks fit

* Strike out whichever is not desired.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

33. Any Corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on its behalf as if it

were an individual member of the Company.

Management Committee

34. The Management Committee shall consist of (1) not less than five elected members ("elected members"), (2) two members nominated by the Executive Committee of SAPAHC ("SAPAHC nominated members"), (3) two members nominated by The New Town Broughton and Pilrig Community Council (Or such other local community council as the Management Committee should determine) ("Council nominated members"), (4) (until the first Annual General Meeting of the Company) the subscribers hereof, and (5) such other persons as may be co-opted by the Management Committee.

35. (a) Nominations for vacancies as elected members on the Management Committee shall be made in writing and deposited with the Secretary at least twenty eight days before the Annual General Meeting at which the election will take place.

- (b) The candidate in the election shall be nominated by one member and supported by at least one other member in writing. The candidate shall also give notice in writing of his willingness to be elected.

- (c) The Secretary shall circulate to all members of the Company at least 21 days before the Annual General Meeting, the Agenda for the meeting, the names of the candidates properly nominated for the vacancies as elected members on the Management Committee.

- (d) Election of elected members to the Management Committee shall be by votes of members at the Annual General Meeting. Each member have one vote for each vacancy on the Management Committee. In the

event of an equality, the Chairman of the meeting shall have a second or casting vote.

36. The Management Committee may from time to time and at any time appoint any person as a member of the Management Committee to fill a casual vacancy. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
37. The Management Committee may from time to time and at any time co-opt any person as a member of the Management Committee, provided that (a) not more than four members shall at any one time be so co-opted and (b) co-opted members shall not be entitled to vote.
38. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Management Committee except as a co-opted member in terms of Article 37.
39. The Management Committee shall have the power to invite local authorities and other relevant bodies to send representatives to Management Committee meetings. Such representatives shall be accorded non-voting observer status.

Powers of the Management Committee

40. The business of the Company shall be managed by the Management Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless

to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in the General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid if such regulation had not been made.

41. The Management Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debts, liability or obligation of the Company.
42. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Management Committee from time to time by resolution may determine.
43. Any member of the Management Committee who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Management Committee in accordance with the provisions of Section 199 of the Act. Any member of the Management Committee who is employed by the Company and receives remuneration from the Company shall absent himself from that part of any meeting at which his salary, terms and conditions of employment or any item in any way related to his employment are discussed and shall not be entitled to vote on any such issues and shall not be counted

towards a quorum for any such meeting.

44. The members for the time being of the Management Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Management Committee shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Management Committee for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

Secretary

45. Subject to Section 13(5) of the Act, the Management Committee shall from time to time appoint a Secretary at such remuneration (subject to the provisions of Clause IV of the Memorandum of Association) and upon such terms and conditions as they may think fit and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Management Committee may from time to time by resolution appoint (in like manner and subject as aforesaid) an Assistant or Deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

The Seal

46. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Management Committee, and in the presence of two members of the Management Committee or one member of the Management Committee and the Secretary, and the said two members or member and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide

dealing with the Company, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

Disqualification of Members of the Management Committee

47. (1) The office of a member of the Management Committee shall be vacated:-
- (A) If he becomes notour bankrupt or he makes any arrangement or composition with his creditors.
 - (B) If he becomes of unsound mind.
 - (C) If he ceases to be a member of the Company.
 - (D) If by notice in writing to the Company he resigns office.
 - (E) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.
 - (F) If he accepts any remuneration or other benefit in contravention of Clause IV of the Memorandum of Association.
 - (G) If he is appointed to the Management Committee in a representative capacity and ceases to be a member of the body or representative group who appointed him or his period in office as such representative expires.
 - (H) If he is absent without good reason for more than three consecutive meetings of the Management Committee of which proper notice has been given.
- (2) Section 293 of the Act shall not apply to the Company.

Rotation of Members of the Management Committee

48. At the first Annual General Meeting all of the members of the Management Committee (other than SAPAHC nominated members and Council nominated

members). At the Annual General Meeting in every subsequent year, one-third of the members of the Management Committee for the time being (other than SAPAHC nominated members and Council nominated members), or if their number is not quite a multiple of three, then the number nearest to one-third, shall retire from the office. A member of the Management Committee so retiring shall retain office until the close or adjournment of the meeting at which he retires.

49. The members of the Management Committee to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Management Committee shall be eligible for re-election.
50. The Company may, at the meeting at which a member of the Management Committee retires in manner aforesaid, fill up the vacated office by electing a person thereto and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the Meeting and lost.
51. The Company may from time to time in General Meeting increase or reduce the number of members of the Management Committee, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

52. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Extraordinary Resolution remove any member of the Management Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long as the member in whose place he is appointed would have held the same if he had not been removed.

Proceedings of the Management Committee

53. Subject as hereinafter provided the Management Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, [six] shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. Co-opted members shall not be entitled to vote. In case of an equality of votes the Chairman shall have a second or casting vote. Unless otherwise determined every meeting of the Management Committee shall be held at the office or at such other place in the United Kingdom as the Chairman (if any) for the time being of the Management Committee or (if there is no such Chairman) the Secretary shall direct.
54. On the request of a member of the Management Committee the Secretary shall at any time, summon a meeting of the Management Committee by notice (stating the time and place of such Meeting) served upon the several members of the Management Committee. A member of the Management Committee who is absent from the United Kingdom shall not be entitled to notice of a Meeting. Any accidental omission or defect in any such notice or any accidental failure to give such notice to any member of the Management Committee entitled thereto shall not invalidate any of the proceedings of such Meetings so long as a quorum is present thereat.

55. The Chairman of the Management Committee shall be such member of the Management Committee as shall be appointed for the time being by the Management Committee. The Chairman shall preside at all General Meetings and Meetings of the Management Committee. If the Chairman shall be absent or unwilling to act at any such meeting, the meeting shall elect its own Chairman from the members of the Management Committee present.
56. A Meeting of the Management Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Management Committee generally.
57. The Management Committee may delegate any of their powers to committees consisting of such member or members of the Management Committee and such other persons whether or not members of the Management Committee or of the Company as they think fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Management Committee. The Chairman of each committee shall be ex officio a member of the Management Committee. The Meetings and proceedings of any such committee shall be governed by the provisions of the Management Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Management Committee. No committee shall have power to bind the Company without the prior approval of the Management Committee whether by way of regulation or otherwise.
58. All acts bona fide done by any meeting of the Management Committee or of any committee of the Management Committee, or by any person acting as a member of the Management Committee shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in

office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Management Committee.

59. The Management Committee shall cause proper Minutes to be made of all appointments of officers made by the Management Committee and of the proceedings of all meetings of the Company and of the Management Committee and of committees of the Management Committee, and all business transacted at such Meetings, and any such Minutes of any Meeting, if purporting to be signed by the Chairman of such meeting, or by Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
60. A resolution in writing signed by all the members for the time being of the Management Committee or of any committee of the Management Committee who are entitled to receive notice of a Meeting of the Management Committee or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee or of such committee duly convened and held.

Honorary Officers

61. The Management Committee may from time to time appoint such honorary offices as the Management Committee may think fit of the Company or of any charitable institution, purpose or appeal from time to time conducted or undertaken by the Company. Any person may only be so appointed if he is also a member of the Company. No remuneration (except by way of repayment of out-of-pocket expenses, if any) shall be paid to any person appointed in respect of any such honorary office. Save as aforesaid every such

appointment shall be for such period and on such terms as the Management Committee shall think fit.

Accounts

62. The Management Committee shall cause proper books of account to be kept with respect to:-

- (A) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchased of goods by the Company; and
- (C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as area necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

63. The books of account shall be kept at the Office, or, subject to Sections 222(1) and 222(2) of the Act, at such other place or places as the Management Committee shall think fit, and shall always be open to the inspection of the members of the Management Committee.

64. The Management Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open for the inspection of members not being members of the Management Committee, and no member (not being a member of the Management Committee) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Management Committee or by the Company in General Meeting.

65. At the Annual General Meeting in every year the Management Committee shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date not more than ten months before such Meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Management Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the Meeting, subject nevertheless to the provisions of Section 240(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notice of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' Report shall be open to inspection and be read before the Meeting as required by Section 241 of the Act.

Audit

66. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor and Auditors.
67. Auditors shall be appointed and their duties regulated in accordance with Section 237 and Chapter V and Part VII of the Act, the members of the Management Committee being treated as the directors mentioned in those Sections.

Notices

68. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member

at his registered address as appearing in the register of members.

69. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices by the Company.
70. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

Dissolution

71. Clause VII of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions hereof were repeated in these Articles.

Names, Addresses and Descriptions

Dated the seventeenth day of October Nineteen hundred and eighty six.

WITNESS to the above Signatures:-