



Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold black
lettering

*Insert full name
of company

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Form No 41a

41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] [] [] [] [] []

[] 1817676 [] []

Name of Company

LIME HOUSING PROJECT LIMITED

I, DENNIS TWOMEY
of 20 BROOKESLEY STREET
LONDON E3 4PL

do solemnly and sincerely declare that I am SECRETARY

of LIME HOUSING PROJECT LIMITED

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent and incidental thereto have been complied with.
And I make this solemn Declaration conscientiously believing
the same to be true and by virtue of the provisions of the
Statutory Declarations Act 1835

Declared at 341, COMMERCIAL ROAD
LONDON E1 2PS

Signature of Declarant

the 24th day of NOVEMBER

One thousand nine hundred and eighty three

before me Jonathan P. Southall

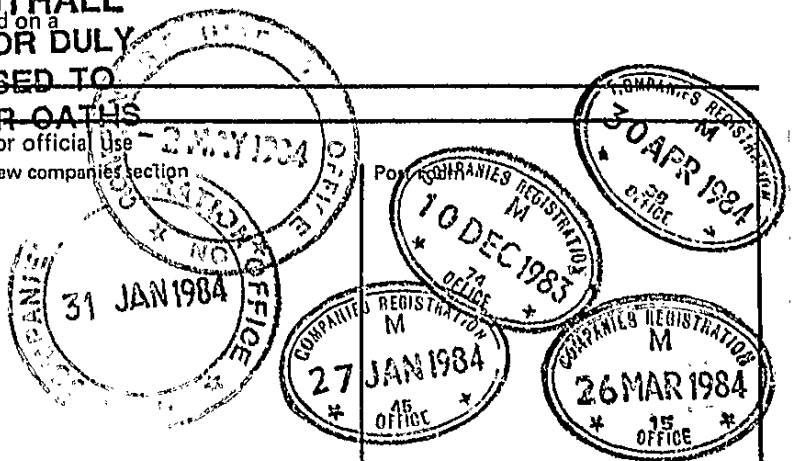
A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

**A SOLICITOR DULY
AUTHORISED TO
ADMINISTER OATHS**

Presentor's name, address and
reference (if any):

DENNIS TWOMEY
20 BROOKESLEY STREET
LONDON E3 4PL

For official use
New companies section



1817676/2

13-12-83

THE COMPANIES ACTS 1948 to 1983

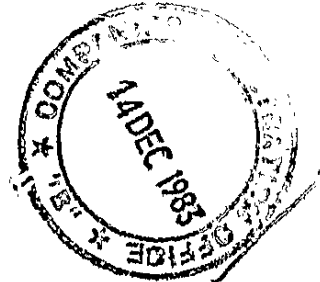


COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

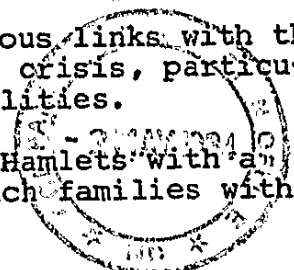
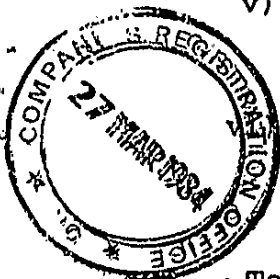
MEMORANDUM OF ASSOCIATION

OF

LIME HOUSING PROJECT LIMITED



1. The name of the Company is Lime Housing Project.
 2. The registered office of the Company will be situated in England.
 3. The Objects for which the Company is established are:-
 - A. i) To promote the benefit of inhabitants of Tower Hamlets, with particular reference to the Limehouse area, who are in housing need because of actual or impending homelessness, without distinction of sex or of political, religious or other opinions by associating the local authorities, voluntary organisations and inhabitants in a common effort to advance housing provision and to provide facilities in the interests of social welfare with the object of improving the conditions of life for the said inhabitants.
 - ii) To establish or to secure the establishment of temporary housing accommodation of a good standard for homeless families and to maintain and manage, or co-operate with any local statutory authority or housing association in the maintenance and management of, such accommodation for activities promoted by the Association and its constituent bodies in furtherance of the above objects.
 - iii) To provide advice and support for such families in their dealings with statutory authorities.
 - iv) To enable such families to maintain continuous links with the Limehouse area during the period of housing crisis, particularly with local schools and community facilities.
 - v) To liaise with the London Borough of Tower Hamlets with a view to achieving permanent rehousing of such families within the Limehouse and surrounding area.
- To assist London Borough of Tower Hamlets in devising a policy which will enable it to humanely and efficiently discharge its statutory obligations to homeless families throughout the Borough.
- To issue appeals, hold public meetings, lectures, exhibitions and entertainments and take all such other steps as may be necessary for the purpose of promoting and publicising the objects of the Company or procuring contributions to its fund in the form of donations, subscriptions covenants and otherwise.



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- C. To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage, any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade, and any heritable and moveable real and personal property of any kind.
- D. To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to enter into partnerships or union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company for the purpose of carrying on business or activities within any of the objects of the Company.
- E. To carry on any other business or activities which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to advance the Company's interests.
- F. To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for any of the purposes of the Company.
- G. To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit and in particular for cash or shares, debentures or securities of any other company.
- H. To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plants, machinery, tools, or equipment as may seem desirable for any of the business or in the interests of the Company, and to manufacture buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- I. To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.
- J. To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- K. To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable

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to bearer or otherwise), mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking, and collaterally or forther to secure any obligations of the Company by a trust deed or other assurance.

- L. To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgage or charging all or part of the undertaking, property, assets and rights present and future of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations for the payment of any moneys whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by Section 154 of the Companies Act 1948) of the Company or of the Company's holding company or its otherwise associated with the Company in its business.
- M. To grant indemnities of every description and to undertake obligations of every description.
- N. To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.
- O. To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company.
- P. To pay for any property or rights acquired by the Company either in cash or by securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- Q. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- R. To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of securities of the Company or otherwise.
- S. To make loans or donations to such persons and in such cases (and in the case of loans either of cash or of other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- T. To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, and whether at home or abroad, as the Company may think fit.

- U. To amalgamate with any other company whose objects are or include objects similar to those of the Company and on any terms whatsoever.
- V. To obtain or support any provisional or other regulation, bye-law, order or Act of Parliament in this country or in any other State for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests or the interests of any other person or company.
- W. To appoint any person or persons, firm or firms, company or companies to be the agent or agents of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- X. To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurances.
- Y. To grant pensions, allowances, gratuities and bonuses to and to make payments for or towards insurance on the life or lives of employees or ex-employees of the Company or its predecessors, or the dependants or connections of such persons, to establish and maintain or procure in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any public or charitable fund or institution, society, club or other organisation the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or such persons as aforesaid, or may be connected with any town or place where the Company carries on business or otherwise connected in any way with any of the activities of the Company, to institute and maintain any club or other establishment calculated to advance the interests of the Company or such persons as aforesaid, and to join, participate in and to subsidise or assist any association of employers or employees or any trade association.
- Z. To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- AA. To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether

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incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub clause of this clause, shall, except when otherwise expressed therein, be in no wise limited or restricted by reference to or inference from the terms of any other sub clause, or the name of the Company, and none of the sub clauses shall be deemed merely subsidiary or auxiliary to the objects mentioned in the first sub clause.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while she is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before she ceases to be a member, and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

6. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Company, but shall be given or transferred to such charitable body as may be determined by the members of the Company at or before the time of the winding up or dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

We, the several persons whose names, addresses and descriptions (occupations) are subscribed, are desirous of being formed into a company.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Ms Myra Garrett
(American)

11 Trendell House,
Dod Street,
London E14.

Community
Worker

Myra Garrett

Roushan Israil
(Bangladesh)

Sir William Burrough
School,
Dalgleish Street,
London E14.

Teacher

Roushan Israil

Susie Powlesland
(British)

Sir William Burrough
School,
Dalgleish Street
London E14.

Headmistress

S. Powlesland

Dennis Twomey
(British)

20 Brookesley Street
London E3.

Borough Councillor

Dennis Twomey

Abdus Shukur
(British)

16 Corringham House
Pitsea Street
London
EC1.

Student

Abdus Shukur

DATED THIS *24th* DAY OF *NOVEMBER* 1983

WITNESS to the above Signatures:-

Paul Roe

PAUL ROE

*112B AGAR GROVE
LONDON N.01*

STUDENT.

1817676/3

The Companies Acts 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
LIME HOUSING PROJECT LIMITED

Interpretation

1. In these Articles:-

"the Act"	means the Companies Act 1948
"the Seal"	means the common seal of the company
"Secretary"	means any person appointed to perform the duties of the secretary of the Company
"the United Kingdom"	means Great Britain and Northern Ireland

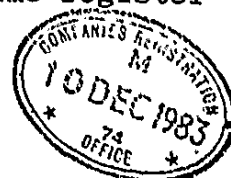
Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine gender and vice versa.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Members

2. The number of members with which the Company proposes to be registered is 100, but the Council of Management may from time to time register an increase of members.



3. (a) The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with the provisions hereafter contained shall be members of the company.
- (b) No person shall be admitted to membership of the Company unless she has delivered to the Secretary an application in the form for the time being prescribed by the Council of Management.
- (c) Any application for membership of the Company shall be referred to the meeting of the Council of Management next held after the receipt of such application which shall determine by a simple majority of those present and voting whether the applicant is to be admitted or rejected.
4. A member shall cease to be a member of the Company:-
- (a) upon her giving notice in writing to the Company that she resigns her membership
- (b) upon an ordinary resolution of which notice has been duly given being passed at a general meeting of the Company by not less than two-thirds of the members present and voting in person or by proxy that the membership of the member be terminated
- (c) in the case of an individual upon her dying or becoming of unsound mind
- (d) in the case of a corporation, upon a petition being presented or a meeting convened for the purpose of winding up or upon its entering into a composition with its creditors or having a receiver appointed over all or a substantial part of its assets, or in the case of an unincorporated association that it is disbanded.

Subscriptions

5. (a) Individual members and member organisations of the Company shall pay an annual subscription to the Company and the amount of such subscription and method of payment shall be decided on by the Council of Management and may be varied from time to time.
- (b) If any member fails to pay her subscriptions for any year within one month of the same becoming due, the Secretary shall notify her of the fact, and if any member fails to pay her subscription within three months of such notification she shall thereupon cease to be a member of the Company.
- (c) A member whose membership of the Company has ceased by reason of the provisions of paragraph (b) above shall be eligible for re-admission unless the Council of Management shall otherwise decide upon payment of all arrears due from her while a member and of the amount of the subscriptions that would have been due from her if she had continued to be a member up to the date of her re-admission.

General Meetings

6. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council of Management shall appoint.

7. All general meetings other than an annual general meeting shall be called extraordinary general meetings.

8. The Council of Management may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened by such requisition or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient numbers of Council of Management capable of acting to form a quorum, any member of Council or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council of Management.

Notice of General Meetings

9. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and, shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in the Articles be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat, and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

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

Proceedings at General Meetings

11. 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, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council of Management and auditors, the election of Council of Management in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, $\frac{1}{10}$ of the membership shall be a quorum.

13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Council of Management may determine.

14. The chairperson, if any, of the Council of Management shall preside as the Chair at every general meeting of the Company, or if there is no such chairperson, or if she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Council of Management present shall elect one of their number to be Chair of the meeting.

15. If at any meeting no Member of Council is willing to act as Chair or if no Member of Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chair of the meeting.

16. The Chair 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty 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.

17. At any general meeting a resolution put to the vote of the meeting shall be decided on show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chair, or by any member present in person. Unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands 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 book containing the minutes of proceedings 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 such resolution.

The demand for a poll may be withdrawn.

18. Except as provided in Article 20, if a poll is duly demanded it shall be taken in such a manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

20. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

21. 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 and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of several documents in a like form signed by one or more of the members (or their duly authorised representatives).

Vote of Members

22. Every member shall have one vote.

23. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may not vote, whether on a show of hands or on a poll.

24. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.

25. No member shall be entitled in any circumstances to appoint a proxy

26. 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 or given, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chair of the meeting whose decision shall be final and conclusive.

Corporations acting by Representative at Meetings

27. Any corporation or unincorporated association 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 behalf of the corporation or unincorporated association which she represents as that corporation or unincorporated association could exercise if it were an individual member of the Company.

Council of Management

28. (a) The number of the Council of Management shall be not less than three; and not more than fifteen. Not more than 1/3 may be coopted members;
- (b) The first Council of Management shall be appointed in writing by completion of the statement required to be delivered for registration by section 21 of the Companies Act 1976;
- (c) No person who is not a member may be appointed a Member of Council of the Company;
- (d) At least two members of the Council of Management shall be persons who are residents of the Company's temporary accommodation for homeless families.
29. The remuneration of the Council of Management shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day-to-day. The Council of Management shall also be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company.

Borrowing Powers

30. The Council of Management may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and part thereof, and to issue debenture stock and other securities; whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Powers and Duties of Council of Management

31. The business of the Company shall be managed by the Council of Management, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Council of Management which would have been valid if that regulation had not been made.

32. The Council of Management may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council of Management, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions, (not exceeding those vested in or exercisable by the Council of Management under these Articles) and for such periods and subject to such conditions as they may think fit, and any powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council of Management may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in her.

33. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council of Management shall from time to time by resolution determine.

34. The Council of Management shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of Officers made by the Council of Management;
- (b) of the names of Council of Management present at each meeting of the Council of Management and of any committee of the Council of Management;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Council of Management, and of committees of Council of Management.

35. The Council of Management may exercise all the powers of the Company contained in Clause 3 of the Memorandum of Association.

Disqualification of Council of Management

36. The office of Member of Council shall be vacated if the Member of Council:-

- (a) becomes bankrupt or makes any arrangement or composition with her creditors generally; or
- (b) becomes prohibited from being a Member of Council by reason of any order made under section 188 of the Act or under section 28 of the Companies Act 1976; or
- (c) becomes of unsound mind; or
- (d) resigns her office by notice in writing to the Company; or
- (e) ceases to be a Member of Council, by virtue of section 185 of the Act; or
- (f) ceases to be a member of the Company.

Rotation of Council of Management

37. At the first annual general meeting of the Company and at the annual general meeting in every subsequent year the Council of Management shall retire from office.

38. A retiring Member of Council shall be eligible for re-election.

39. The Company at the meeting at which a Member of Council retired in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Member of Council shall, if offering herself 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 of Council shall have been put to the meeting and lost.

40. No person other than a Member of Council retiring at the meeting shall unless recommended by the Council of Management be eligible for election to the office of Council of Management at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of her intention to propose such person for election, and also notice in writing signed by that person of her willingness to be elected.

41. The Company may from time to time by ordinary resolution increase or reduce the number of Council of Management, and may also determine in what rotation the increased or reduced number is to be out of office.

42. The Council of Management shall have power at any time, and from time to time, to appoint any person to be a Member of Council, either to fill a casual vacancy or as an addition to the existing Council of Management, but so that the total number of Council of Management shall not at any time exceed the number fixed in accordance with these Articles. Any Member of Council so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Council of Management who are to retire by rotation at such meeting.

43. The Company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Member of Council before the expiration of her period of office notwithstanding anything in these Articles or in any agreement between the Company and such Member of Council. Such removal shall be without prejudice to any claim such Council of Management may have for damages for breach of any contract of service between her and the Company.

44. The Company may by ordinary resolution appoint another person in place of a Member of Council removed from office under the immediately preceding article. Without prejudice to the powers of the Council of Management under Article 48 the Company in general meeting may appoint any person to be a Member of Council either to fill a casual vacancy or as an additional Member of Council. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if she had become a Member of Council on the day on which the Council of Management in whose place she is appointed was last elected a Council of Management.

Proceedings of Council of Management

45. The Council of Management may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any 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. A Member of Council may, and the Secretary on the requisition of a Council of Management shall, at any time summon a meeting of the Council of Management. It shall not be necessary to give notice of a meeting of Council of Management to any Member of Council for the time being absent from the United Kingdom.

46. The quorum necessary for the transaction of business of the Council of Management shall be three.

47. The continuing Council of Management may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Council of Management, the continuing Member of Council or Council of Management may act for the purpose of increasing the number of Council of Management to that number, or of summoning a general meeting of the Company, but for no other purpose.

48. The Council of Management may elect a chairperson of their meeting and determine the period for which she is to hold office; but, if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the Council of Management present may choose one of their number to be chairperson of the meeting.

49. The Council of Management may delegate any of their powers to committees constituting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council of Management. Any committee shall have power unless the Council of Management direct otherwise to co-opt as a member or members of the committee any person or persons although not being a Member of Council of the Company.

50. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.

51. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present; and in the case of an equality of votes the chairperson shall have a second or casting vote.

52. All acts done by any meeting of the Council of Management or of a committee of Council of Management, or by any person acting as a Member of Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member of Council 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 and was qualified to be a Member of Council.

53. A resolution in writing, signed by all the Council of Management for the time being entitled to receive notice of a meeting of the Council of Management, shall be as valid and effectual as if it had been passed at a meeting of the Council of Management duly convened and held and may consist of several documents in a like form each signed by one or more of the Council of Management.

Secretary

54. Subject to section 21 (5) of the Companies Act 1976 the Secretary shall be appointed by the Council of Management for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

55. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Member of Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as Member of Council and as, or in place of, the Secretary.

The Seal

56. The Council of Management shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council of Management or of a committee of the Council of Management authorised by the Council of Management in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Member of Council and shall be countersigned by the Secretary or by a second Member of Council or by some other person appointed by the Council of Management for that purpose.

Accounts

57. The Council of Management shall cause accounting records to be kept in accordance with section 12 of the Companies Act 1976.

58. The accounting records shall be kept at the registered office of the Company or, subject to section 12 (6) and (7) of the Companies Act 1976, at such other place or places as the Council of Management think fit, and shall always be open to the inspection of the officers of the Company.

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

60. The Council of Management shall from time to time in accordance with sections 150 and 157 of the Act and sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

61. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report and Council of Management report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act.

We, the several persons whose names, addresses and descriptions (occupations) are subscribed, are desirous of being formed into a company.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Ms Myra Garrett
(American)

11 Trendell House,
Dod Street,
London E14.

Community
Worker

Roushan Israil
(Bangladesh)

Sir William Burrough
School,
Dalgleish Street,
London E14.

Teacher

Susie Powlesland
(British)

Sir William Burrough
School,
Dalgleish Street
London E14.

Headmistress

Dennis Twomey
(British)

20 Brokesley Street
London E3.

Borough Councillor

Abdus Shukur
(British)

16 Corringham House
Pitsea Street
London
EC1

Student

DATED THIS 26th DAY OF NOVEMBER 1983

WITNESS to the above Signatures:-

Paul Roe

Paul Roe

PAUL ROE (STUDENT)
112B AGAR GROVE
LONDON N.W.1

1

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering* delete if
inappropriate

Company number

1817676/4

Name of Company

LIME HOUSING PROJECT

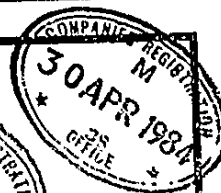
Limited*

The intended situation of the registered office of the company
on incorporation is as stated below11 TRENDALL HOUSE
DOD STREET
LIMEHOUSE
LONDON E14If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address belowIf the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

2

Presenter's name, address and
reference (if any):DENNIS TWOMEY
20 BROOKESLEY STREET
LONDON E3 4BLFor official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
DENNIS TWOMEY	BOARDER COUNCILLOR
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
20 BROOKESLEY STREET LONDON E3 4DL	
Particulars of other directorships (note 5)	
CAPA (TOWER HAMLETS) LTD	
I hereby consent to act as director of the company named on page 1	
Signature Dennis Twomey	Date 9/11/83

Name (note 2)	Business occupation
Susy Powlesland	Head Teacher
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
67 Venner Rd., London SE 26 5HU	9/4/83
Particulars of other directorships (note 5)	
NONE	
I hereby consent to act as director of the company named on page 1	
Signature S. Powlesland	Date 16/11/83

Name (note 2)	Business occupation
MYRA GARRETT	COMMUNITY WORKER
Former name(s) (note 3)	Nationality
	USA
Address (note 4)	Date of birth (where applicable) (note 6)
11 TRENDALL HOUSE DOD STREET, LIMEHOUSE LONDON E14	22.9.32
Particulars of other directorships (note 5)	
NONE	
I hereby consent to act as director of the company named on page 1	
Signature Myra Garrett	Date 16.11.83

Please do not
write in this
binding margin

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

Name (notes 2 & 7)	
DENNIS TWOMEY	
Former name(s) (note 3)	
Address (notes 4 & 7)	
20 BROOKESLEY STREET	
LONDON E3 4QL	
I hereby consent to act as secretary of the company named on page 1	
Signature	Dennis Twomey
Date	9/11/83

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	
Date	

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

* delete as
appropriate

Signature Dennis Twomey [Subscriber] ~~[Agent]~~† Date 16/11/83

Signature Myra G. Smith [Subscriber] ~~[Agent]~~† Date 16.11.83

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976



Statement of first directors and
secretary and intended situation
of registered office

Continuation sheet No. 1
to Form No. 1

Company number

1817676 / a

Please complete
legibly, preferably
in black type, or
bold block lettering.

Name of Company

* delete if
inappropriate

LIME HOUSING PROJECT		Limited*
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Particulars of other directors (continued)

Name (note 2)	ABDOS SKUKUR	Business occupation	STUDENT
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	16 CARRING HAM HOUSE PITSEA STREET	Date of birth (where applicable) (note 6)	10.10.56
I hereby consent to act as director of the company named on page 1			
Signature		Date	16.11.83

Particulars of other directorships

NONE



† delete if
inappropriate

continued overleaf †

Particulars of other directorships (continued)

Please do not
write in this
binding margin



Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976



Statement of first directors and
secretary and intended situation
of registered office

Continuation sheet No. 2
to Form No. 1

Company number

1817676/b

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of Company

* delete if
inappropriate

LIME HOUSING PROJECT		Limited*
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Particulars of other directors (continued)

Name (note 2)	ROUSHAN ISMAIL	Business occupation	Teacher
Former name(s) (note 3)		Nationality	Bangladesh
Address (note 4)	42 Granville Place High Rd. London N.12 OAK	Date of birth (where applicable) (note 6)	
I hereby consent to act as director of the company named on page 1			
Signature Roushan Ismail		Date 16.11.83	

Particulars of other directorships NONE.



* delete if
inappropriate

continued overleaf

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY.

No.

1817676

I hereby certify that

LIME HOUSING PROJECT LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

18TH MAY 1984

A. K. Phillips

MRS. A. K. PHILLIPS

an authorised officer