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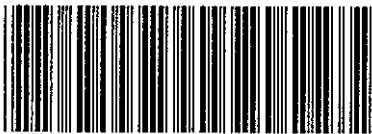
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2714750

The Registrar of Companies for England and Wales hereby certifies that
MEITHRINFA GYMUNEDOL MACHYNLLETH COMMUNITY NURSERY
LTD.

having by special resolution changed its name, is now incorporated
under the name of
MACHYNLLETH COMMUNITY CHILDREN'S PROJECT LTD.

Given at Companies House, Cardiff, the 26th June 1998



C02714750P

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies

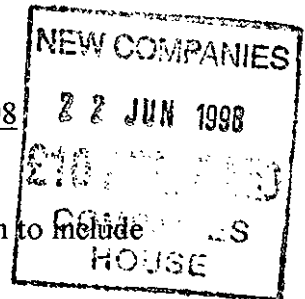


C O M P A N I E S H O U S E

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MACHYNLLETH COMMUNITY NURSERY LTD.
PROPOSED SPECIAL RESOLUTIONS
FOR EXTRAORDINARY GENERAL MEETING 20 MAY 1998



SPECIAL RESOLUTION NO. 1

To amend Clauses 5, 7, 8,9,10,34,36,37 & 43 of the Articles of Association to include the words ' of Directors ' after the word 'Board' is written .

SPECIAL RESOLUTION NO. 2

To amend Clauses 32,33,35 of the Articles of Association to delete all references to the words 'Board Members' and/or 'Members of the Board' and replace these references with the word 'Directors'

SPECIAL RESOLUTION NO. 3

To amend Clauses 32,38,39,40&43 of the Articles of Association to delete all references to the words 'Board Member' and/or 'Member of the Board' and replace these references with the word 'Director'

SPECIAL RESOLUTION NO. 4

To amend the typo in Clause 6 to read:-

A Member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the body corporate or association would exercise if it were an individual person. A copy of such resolution, signed by the governing body or, in the case of a local authority, by the Clerk of the Council, shall be sent to the secretary.

SPECIAL RESOLUTION NO. 5

To amend the typo in Clause 48 to read:

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

SPECIAL RESOLUTION NO. 6

To amend the typo in Clause 49 to read:

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 purpose of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Bye Law regulate:-

SPECIAL RESOLUTION NO. 7

To amend Clause 16a to read:

No business shall be transacted at any meeting unless a quorum is present. Seven persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the lesser, shall constitute a quorum.

SPECIAL RESOLUTION NO. 8

To delete part (a) of Article no. 21

SPECIAL RESOLUTION NO. 9

To amend Clause 29b to read :-

The maximum number and the minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be three.

SPECIAL RESOLUTION NO. 10

To amend Clause 30 to read:

Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by a special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors. The quorum for the transaction of the business of the Directors may be fixed by them but shall not be less than one third of their number or three trustees which ever is greater.

SPECIAL RESOLUTION NO. 11

To amend Clause 33 to read :-

Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be less than three with no maximum number.

SPECIAL RESOLUTION NO. 12

To delete parts (a),(b), (c) and (d) of Clause 36

SPECIAL RESOLUTION NO. 13

To amend Clause 37 to read :-

The Board of Directors may at any time co-opt any person to the Board of Directors whether or not s/he is a Member of the Company. 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 by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next Annual General meeting. If not re-appointed at such Annual General Meeting s/he shall vacate office at the conclusion of that meeting.

SPECIAL RESOLUTION NO. 14

To amend Clause 1 of the Memorandum of Association to read :-

The name of the Company (hereinafter called 'the Charity') is MACHYNLLETH COMMUNITY CHILDREN'S PROJECT LTD.

SPECIAL RESOLUTION NO.15

To amend Clause 2 of the Memorandum of Association to read :-

The registered office of the charity will be situated in THE PROJECT OFFICE, THE OLD STATION, MACHYNLLETH, POWYS.

SPECIAL RESOLUTION NO.16

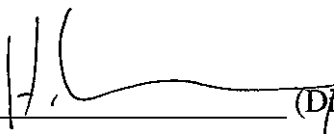
To amend Clause 3 of the Memorandum of Association to read :-


The objects for which the Charity is established are : ' To advance the education of the children up to the age of twelve years in Machynlleth and the surrounding area by promoting facilities for daily care, recreation and education of such children and by promoting good standards of child care by the parents of such children and all persons and organisations providing such facilities.'

SPECIAL RESOLUTION NO.17

To amend the typo in Clause 6 of the Memorandum of Association to read :-

Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up while s/he or it is a member or within one year after s/he or it cease to be a Member for payment of the debts and liabilities of the Charity contracted before s/he or it cease to be a member , and of the costs, charges and expenses of winding up and for the adjustment of the right and contributories amongst themselves, such amount as may be required not exceeding one pound.

Signed:  (Director)
H. CUNING

Signed:  (Director)
NICOLA D. WORMAN

MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD ON
20TH MAY 1998 .

PRESENT: Helen Cumming, Nick Dunkley, Flo Evans, Lucy Griffin, Diane Isenberg, Maritsa Kelly, Deirdre Raffan, Michael Williams, Nicola Worman, Janet Bethell, Cynthia James.

APOLOGIES: Angela Morgan

Welcome to members Janet Bethell and Cynthia James, who have both helped us so much in the past.

CHANGES TO ARTICLES AND MEMORANDUM OF ASSOCIATION:

This meeting was called to make necessary changes to the Articles and Memorandum of Association and Special Resolutions were proposed so that amendments could be voted upon.

The Special Resolutions (except Special Resolution 7) were carried unanimously and the changes made accordingly.

Amendments to Special Resolution 7:

This reduced the number of persons needed to form a quorum so business can be transacted at a meeting from 10 to 7 persons, or one tenth of the total number of members entitled to vote, whichever is the lesser number.

Special Resolution 7 now reads:

To amend clause 16a to read: No business shall be transacted at any meeting unless a quorum is present. Seven persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the lesser, shall constitute a quorum.

These changes to the Articles and Memorandum of Association can now be finalised and sent to the Charity and the Commission of Association can now be finalised and sent to the Charity Commission and Companies House so they can be officially changed. We will then be able to use the new name and address for grant applications etc.,

However, we are a bilingual nursery with bilingual literature and once we have the final version of the Articles and Memorandum of Association, Michael Williams will see if he can find someone to translate it for us into Welsh.

Membership Reminder:

We do need a membership drive

Decision:

Redo membership form
Talk to Parents

Action:

Deirdre to do
Lucy to do

Membership fees are £1 a year when joining in September - 50p from March onwards - Free after July until September.

We thanked Cynthia and Janet for coming to this special meeting. This ended the Extraordinary General Meeting