

FILE COPY



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

Company No. 3188730

The Registrar of Companies for England and Wales hereby certifies that
THE NORTH EAST RELIGIOUS LEARNING RESOURCES CENTRE
LIMITED

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

Given at Companies House, Cardiff, the 19th April 1996



N03188730H

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

HC007B

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

THE NORTH EAST RELIGIOUS LEARNING RESOURCES CENTRE
LIMITED



* F 0 1 2 0 C 2 0 *

I, NICHOLAS JOHN RICHENS

of 1 THE SANCTUARY, WESTMINSTER, LONDON, SW1P 3JT

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~person named as director or xxx secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

NJ Richens

Declared at 1 DEAN FARRAR ST. WESTMINSTER. SW1

the ELEVENTH day of APRIL

One thousand nine hundred and ninety SIX

① Please print name.

before me ① ROWENA ELIZABETH SWINBOURNE

Signed

Rowena Swinburne

Date 11/04/96

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

BIRCHAM & CO.

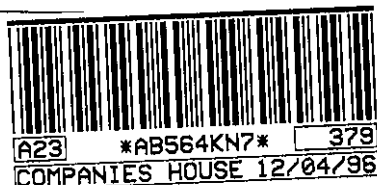
Solicitors

1 DEAN FARRAR STREET

Tel **WESTMINSTER SW1P 3JT**

DX number

DX exchange



A23 *AB564KN7* 379
COMPANIES HOUSE 12/04/96

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

Company name in full



* F 0 1 0 0 C 2 0 *

THE NORTH EAST RELIGIOUS LEARNING RESOURCES CENTRE
LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

Postcode

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

☒

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

N J RICHENS, LEE BOLTON & LEE SOLICITORS	
1 THE SANCTUARY, WESTMINSTER, LONDON	
SW1P 3JT	Tel 0171-222 5381
DX number 2301	DX exchange VICTORIA

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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


for companies registered in Scotland

DX 235 Edinburgh




A23 *AB565KN8* 380
COMPANIES HOUSE 12/04/96

Company Secretary

Company name	THE NORTH EAST RELIGIOUS LEARNING RESOURCES CENTRE LIMITED		
NAME	*Style / Title	MS	*Honours etc
Forename(s)	KARENZA		
Surname	PASSMORE		
Previous forename(s)			
Previous surname(s)			
Address	3 CROSSWAYS		
Usual residential address	LANGLEY PARK.		
For a corporation, give the registered or principal office address.	Post town		
County / Region	DURHAM	Postcode	DH7 9XU.
Country	ENGLAND		
I consent to act as secretary of the company named on page 1			
Consent signature			Date
			10 th April 96

Directors

Please list directors in alphabetical order

NAME	*Style / Title	THE REVD CANON	*Honours etc
Forename(s)	TREVOR		
Surname	PITT		
Previous forename(s)			
Previous surname(s)			
Address	ROSE COTTAGE, THE CAUSEWAY,		
Usual residential address	WOLSINGHAM		
For a corporation, give the registered or principal office address.	Post town	BISHOP AUCKLAND	
County / Region	DURHAM	Postcode	DL13 3AZ
Country	ENGLAND		
Date of birth	Day	Month	Year
	10	01	1945
Nationality	BRITISH		
Business occupation	PRINCIPAL, NORTH EAST ORDINATION COURSE		
Other directorships			
I consent to act as director of the company named on page 1			
Consent signature			Date
			10.01.96

Company Secretary

Please complete in typescript,
or in bold black capitals.

Form 10 Continuation Sheet

Company number

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the
registered or principal office
address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors

Please list directors in alphabetical order

NAME *Style / Title

MRS

*Honours etc

Forename(s)

MARGARET

Surname

NICHOLSON

Previous forename(s)

-

Previous surname(s)

SMITH

Address

12 CASTLETON CLOSE

Usual residential address

For a corporation, give the
registered or principal office
address.

JESMOND

Post town

NEWCASTLE U. TYNE

County / Region

Postcode

NE2 2HF

Country

ENGLAND

Day Month Year

Date of birth

12

5

50

Nationality

BRITISH

Business occupation

DIOCESAN DIRECTOR OF EDUCATION, DIOCESE OF NEWCASTLE

Other directorships

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

Consent signature

He. Nichols

Date

3/4/1996

Company Secretary

NAME	*Style / Title		*Honours etc	
Forename(s)				
Surname				
Previous forename(s)				
Previous surname(s)				
Address				
Usual residential address				
For a corporation, give the registered or principal office address.	Post town			
	County / Region		Postcode	
	Country			
I consent to act as secretary of the company named on page 1				
Consent signature			Date	

Directors

Please list directors in alphabetical order

NAME	*Style / Title	THE REVD CANON	*Honours etc	
Forename(s)	IAN FREDERICK			
Surname	BENNETT			
Previous forename(s)				
Previous surname(s)				
Address	21 OTTERBURN AVENUE, GOSFORTH			
Usual residential address				
For a corporation, give the registered or principal office address.	Post town	NEWCASTLE-UPON-TYNE		
	County / Region		Postcode	NE3 4RR
	Country	ENGLAND		
Date of birth	Day	Month	Year	Nationality
	20	12	1930	BRITISH
Business occupation	DIRECTOR OF MINISTRY AND TRAINING, DIOCESE OF NEWCASTLE			
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature			Date	25 March 1996

Company Secretary

Please complete in typescript,
or in bold black capitals.

Form 10 Continuation Sheet

Company number

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the
registered or principal office
address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors

Please list directors in alphabetical order

NAME *Style / Title

THE REVD CANON

*Honours etc

Forename(s)

ALAN HUBERT

Surname

NUGENT

Previous forename(s)

Previous surname(s)

Address

20 DICKENS WYND

Usual residential address

For a corporation, give the
registered or principal office
address.

Post town

DURHAM

County / Region

DURHAM

Postcode

DH1 3QY

Country

ENGLAND

Day Month Year

Date of birth

8 FEB 1942

Nationality

BRITISH

Business occupation

DIOCESAN DIRECTOR OF EDUCATION, DIOCESE OF DURHAM

Other directorships

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

Consent signature

Date

Company Secretary

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address	<input type="text"/>			
Usual residential address	<input type="text"/>			
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
I consent to act as secretary of the company named on page 1				
Consent signature	<input type="text"/>		Date	<input type="text"/>

Directors

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address	<input type="text"/>			
Usual residential address	<input type="text"/>			
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Day	Month	Year	
Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality <input type="text"/>
Business occupation	<input type="text"/>			
Other directorships	<input type="text"/>			
	<input type="text"/>			
I consent to act as director of the company named on page 1				
Consent signature	<input type="text"/>		Date	<input type="text"/>

Directors (continued)

NAME	*Style / Title	THE REVD DR		*Honours etc	
* Voluntary details	Forename(s)	JEFFREY			
	Surname	ASTLEY			
	Previous forename(s)				
	Previous surname(s)				
	Address	'Dunelm'			
Usual residential address		Durham Moor			
For a corporation, give the registered or principal office address.	Post town	Durham City			
	County / Region	Co. Durham	Postcode	DH1 5EU	
	Country	ENGLAND			
		Day	Month	Year	
Date of Birth		04	04	1947	Nationality BRITISH
Business occupation	DIRECTOR, NORTH OF ENGLAND INSTITUTE FOR CHRISTIAN EDUCATION				
Other directorships					
	I consent to act as director of the company named on page 1				
Consent signature	Jeffrey Astley			Date	27/3/96

This section must be signed by																									
Either																									
an agent on behalf of all subscribers	<table border="0"> <tr> <td>Signed</td> <td>Lee Bother and Lee</td> <td>Date</td> <td>11 April 1996</td> </tr> </table>	Signed	Lee Bother and Lee	Date	11 April 1996																				
Signed	Lee Bother and Lee	Date	11 April 1996																						
Or the subscribers	<table border="0"> <tr> <td>Signed</td> <td></td> <td>Date</td> <td></td> </tr> <tr> <td>Signed</td> <td></td> <td>Date</td> <td></td> </tr> <tr> <td>Signed</td> <td></td> <td>Date</td> <td></td> </tr> <tr> <td>Signed</td> <td></td> <td>Date</td> <td></td> </tr> <tr> <td>Signed</td> <td></td> <td>Date</td> <td></td> </tr> <tr> <td>Signed</td> <td></td> <td>Date</td> <td></td> </tr> </table>	Signed		Date		Signed		Date		Signed		Date		Signed		Date		Signed		Date		Signed		Date	
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(i.e. those who signed as members on the memorandum of association).																									

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:
 - dormant
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

3188730



COMPANIES ACTS 1985 and 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

THE NORTH EAST RELIGIOUS LEARNING RESOURCES CENTRE LIMITED

1. The name of the Company is The North East Religious Learning Resources Centre Limited
2. The Registered office of the Company will be situate in England
3. The Company is established for the promotion of the following charitable object within the Dioceses of Durham and Newcastle (hereinafter called "the Area of Benefit"):-
The Advancement of religious education in the Area of Benefit in particular (but without prejudice to the generality of the foregoing) through:-
 - (a) The establishment and maintenance of a resources centre or resources centres containing books papers video and audio tapes computer data and other materials available for reference or loan to those involved in religious education in the Area of Benefit
 - (b) The provision of advice guidance and assistance to those involved in the teaching of religious education in the Area of Benefit

738394

- (c) The provision within the Area of Benefit of training by means of courses seminars and otherwise of those involved in religious education

PROVIDED ALWAYS that:-

- (i) the activities of the Company shall be conducted in accordance with the tenets of the Church of England and nothing shall be done by the Company which is inimical to the doctrines and practices of the Church of England
- (ii) without prejudice to proviso (i) above the expression "religious education" in this Memorandum shall include education about faiths other than the Christian faith and shall include the contents of religious education required to be given in schools in accordance with an agreed syllabus under the provisions of the Education Acts 1944-1994 and any legislation amending or replacing the same

4. In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-

- (A) To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for its primary charitable objects.
- (B) To undertake and execute either gratuitously or otherwise any charitable trust the undertaking and execution whereof shall further the attainment of the Company's objects.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Company's objects.

- (D) Subject to such consents as may be required by law to sell, exchange, let, mortgage, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Company as may be necessary with a view to the promotion of its objects.
- (E) Subject to such consents as may be required by law to borrow and raise money and secure or discharge any debt or obligation of the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (F) To invest any moneys of the Company not immediately required for its purposes in or upon such investments, securities or property of whatsoever nature as may be thought fit, and to vary the investment thereof in such manner as may from time to time be determined.
- (G) To establish or support or aid in the establishment or support of any charitable associations, institutions or trusts, and to subscribe or guarantee money and to lend money (at such rate of interest or without interest and with or without security and on such terms as to repayment as the Company may think fit) for charitable purposes in any way connected with the object of the Company or which shall further its objects or any of them.
- (H) To employ and remunerate staff and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees of the Company and their widows and other dependants.

(I) To do all such other lawful things as shall further the Company's object.

Provided that:-

(a) In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts

(b) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

5. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company and no member of its Board of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys work for the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company

(a) of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company

(b) of interest on money lent by any member of the Company (or of its Board of Management) at a rate per annum not exceeding 2 per cent less than the base lending rate for the time being of Barclays Bank plc or 3 per cent which is the greater;

(c) of reasonable and proper rent for premises demised or let by any member of the Company (or of its Board of Management);

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of that company

(e) to any member of its Board of Management of reasonable and proper out-of-pocket expenses.

(f) To provide indemnity insurance to cover the liability of the Members of the Board of Management (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to the Company provided that any such insurance should not extend to any claim arising from any act or omission which the Members of the Board of Management (or any of them) (knew to be a breach of trust or breach of duty or which was committed by the Members of the Board of Management (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

6. The liability of the members is limited.

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

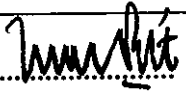
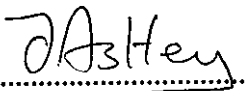

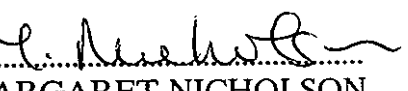
8. If upon the winding up or dissolution of the Company there remains, after

satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed upon the Company under or by virtue of Clause 5 of this Memorandum of Association, such charitable institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default by the Charity Commissioners and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES,

ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

- | | |
|---|---|
| 1. 
TREVOR PITT | Carter House, Pelaw Leazes Lane, Durham, Clerk in Holy Orders |
| 2. 
JEFFREY ASTLEY | Carter House, Pelaw Leazes Lane, Durham, Clerk in Holy Orders |
| 3. 
IAN FREDERICK BENNETT | Denewood, Clayton Road, Jesmond, Newcastle on Tyne, Clerk in Holy Orders |
| 4. 
MARGARET NICHOLSON | Church House, Grainger Park Road, Newcastle, Diocesan Director of Education |

5. Alan H. Nugent
ALAN HUBERT NUGENT

Carter House, Pelaw Leazes Lane, Durham, Clerk
in Holy Orders

DATED this **eleventh** day of **April** 1996

WITNESSES to the above signatures:-

Name

Address

1. D. Greenall 29 Friar-church, Spangmoor, DH6 6TH
2. M. Haley 47 Devonshire Road, Belmont, Durham
DH1 2BT
3. A.A. Tindal Greenyard House, Longhoughton, Wetherby
NE65 8AA
4. Valerie St John 15 Overton Close, Dimpling Hall, NEWCASTLE/75NE
5. Rhonda M. Jones 11 LINDEN AVE. CHESTER 1E STREET CO. Durham DH3 3AP

THE COMPANIES ACTS 1985 and 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

THE NORTH EAST RELIGIOUS LEARNING RESOURCES CENTRE LIMITED

GENERAL

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

WORDS

MEANINGS

The Act

The Companies Act 1985 as amended by the Companies Act 1989.

These Presents

These Articles of Association and the regulations of The North East Religious Learning Resources Centre Limited from time to time in force.

The Company

The above named The North East Religious Learning Resources Centre Limited

The Board

The Board of Management for the time being of the Company.

The Office	The registered office of the Company.
Seal	The Common Seal of the Company.
Month	Calendar Month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And 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 become 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 ten but the Board may from time to time register an increase of members.

3. The provisions of Sections 352 and 353 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 objects declared in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and other such persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company.

MEMBERS

6. The following persons and none others shall be members of the Company:

- (A) Such persons as subscribe to the Memorandum and Articles of Association before the registration thereof.
- (B) Every member of the Board
- (C) Such other persons or corporations as may desire to be admitted to membership and who may be elected by the Board to be members of the Company.

In these presents the expression "Corporation" shall be deemed to include any body corporate, any county, local or other public authority and any unincorporated association whom the Board may elect to membership.

7. Any election of a person to be a member of the Company under the provisions of Article 6 Sub-Article (C) shall conform to the following regulations and conditions:

- (1) Such persons must be proposed for election by a member of the Board and fourteen days' notice shall be given to the members of the Board of the meeting at which it is intended to propose such person for election, stating the object of the meeting, the name and address of the person to be proposed and the name of the member of the Board proposing such person.
- (2) Such person must sign and deliver to the Company an application for

admission to membership in such terms as the Board shall require.

In the event of such person being elected in accordance with the above regulations he shall be entered as a member of the Company on the Register.

8. Any member may terminate his membership of the Company by notice in writing served on the Company and thereupon he shall be deemed to have resigned and his name shall be removed from the Register of members.

9. If any member shall fail in the observance of these Articles or of any regulations of the Board made under any powers vested in them or for other sufficient reason the Board may convene an Extraordinary General Meeting of the Company for the purpose of considering an extraordinary resolution for the expulsion of such member and on such extraordinary resolution being passed the name of such member shall be removed from the Register of members, and he shall thereupon cease to be a member.

GENERAL MEETINGS

10. A general meeting of the Company shall be held in every calendar year as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Board shall appoint provided that so long as the Company shall hold 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.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

12. The Board may, when they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or, in default may be convened by such requisitionists, as provided by Section 368 of the Act.

13. Subject to the provisions of Section 378 of the Act relating to Special Resolutions, and to the provisions of Section 369 of the Act relating to Annual General Meetings, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given to the members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in General Meeting; but with the consent of all the members entitled to receive notices thereof or of such proportion thereof 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 think fit. The accidental omission to give notice to any member, or the non-receipt by any member of such notice, shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Board and Auditors, to elect members of the Board in place of those retiring and also additional members of the Board, and to elect Auditors and fix their remuneration. All other business transacted at an Annual General Meeting shall be deemed special.

15. No business shall be transacted at any General Meeting, except the adjournment

of the meeting, unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than three members or one-tenth of the total number of members entitled to attend and vote whichever is the greater personally present.

16. If within fifteen minutes from the time appointed for the meeting a quorum be 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, and if at such adjourned meeting a quorum be not present within fifteen minutes from the time appointed for the meeting, the member or members present shall be deemed to be a quorum and may do all business which a full quorum might have done.

17. The Chairman (if any) of the Board, or in his absence the Vice-Chairman (if any) shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of the members of the Board present to be Chairman, or if no member of the Board be present and willing to take the Chair, the members present shall choose one of their number to be Chairman.

18. The 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 the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for twenty one 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.

19. 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 Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-fifth 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 Chairman of the meeting 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.

20. Subject to the provisions of the next succeeding Article, if a poll be demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.

VOTES OF MEMBERS

24. Every member shall have one vote.

25. (a) Save as herein expressly provided, no person other than a member duly registered shall be entitled to be present or to vote on any question, either personally or by proxy for another member at any General Meeting.

(b) Any corporation which is a member of the Company may by resolution of its 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 voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Company. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy of the Chairman or another recognised officer of the governing body of a corporation, shall be conclusive evidence of such appointment.

26. 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, but the representative of a

corporation may vote on a show of hands. Except in the case of a corporation, no person shall act as a proxy who is not entitled to be present and vote in his own right.

27. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.

28. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, otherwise 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.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office or other place as aforesaid one hour at least before the time fixed for holding the meeting.

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

"I

of

a member of the North East Religious Learning Resources Centre Limited (hereinafter called "the Company") and entitled to one vote, hereby appoint of another member of the Company, and failing him of

another member of the Company to vote for me and on my behalf at the (annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of and at any adjournment thereof.

As Witness my hand this day of 19 ."

BOARD OF MANAGEMENT

31. The affairs of the Company shall be managed by the Board of Management. The number of the members of the Board shall not be less than ten nor more than twenty.

32. (1) The members of the Board shall be:

- (a) The Subscribers to the Memorandum of Association and
 - (b) The persons appointed in accordance with sub-article 32(2) below
- (2) (a) Two members appointed by the trustees of the North of England Institute for Christian Education of whom one shall be a member of a Christian denomination other than the Church of England,
- (b) Three members appointed by the Durham Diocesan Board of Education
 - (c) One member appointed by the Newcastle Diocesan Board of Education

- (d) One member appointed by the Newcastle Diocesan Board for Ministry and Training
- (e) One member appointed by the Council of the North East Ordination Course
- (f) The Principal of the North East Ordination Course ex officio provided that if the said Principal gives notice in writing to the Secretary that he does not wish to be a member of the Board he may instead appoint one member of the Board
- (g) The Diocesan Director of Education of the Diocese of Durham ex officio provided that if the said Diocesan Director of Education gives notice in writing to the Secretary that he does not wish to be a member of the Board he may instead appoint one member of the Board
- (h) The Diocesan Director of Education of the Dioceses of Newcastle ex officio provided that if the said Diocesan Director of Education gives notice in writing to the Secretary that he does not wish to be a member of the Board he may instead appoint one member of the Board
- (i) The Director of Ministry and Training of the Diocese of Newcastle ex officio provided that if the said Director of Ministry and Training gives notice in writing to the Secretary that he does not wish to be a member of the Board he may instead appoint one member of the Board
- (j) The Director of the North of England Institute for Christian Education ex officio provided that if the said Director gives notice

in writing to the Secretary that he does not wish to be a member of the Board he may instead appoint one member of the Board

- (j) Four members co-opted by the Board of whom at least one shall be a practising communicant member of the Church of England and at least one shall be a member of a Christian denomination other than the Church of England

Provided that no person who is employed by the Company and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Company shall be eligible for membership of the Board.

- (3) As soon as may be convenient after the incorporation of the Company those bodies which appoint members of the Board shall notify the Secretary of the names of the persons so appointed and the Secretary shall then summon a meeting of the Board at which the co-opted members shall be co-opted
- (4) The Members of the Board who are appointed or co-opted shall serve for a term of three years calculated from the date of the first Board meeting held after they are appointed or the Board meeting at which they are co-opted and upon the expiry of their terms of office they shall be eligible for re-appointment or further co-option
- (5) Any person appointed or co-opted to fill a casual vacancy shall hold office until the expiry of the original term of office or the person in whose place he is appointed or co-opted

PROCEEDINGS OF THE BOARD OF MANAGEMENT

- 33. The Board may meet together for the dispatch 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. In case of an equality of votes the Chairman shall have a second or casting vote.

34. A member of the Board may, and on the request of a member of the Board the Secretary shall at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of a meeting.

35. The Board shall from time to time elect a Chairman and a Vice-Chairman. The Chairman or in his absence the Vice-chairman shall be entitled to preside at all meetings of the Board at which he shall be present but if at any meeting neither the Chairman nor the Vice-chairman be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board shall choose one of their number to be Chairman of the meeting.

36. A meeting of the Board 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 Board generally.

37. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit and which may include persons who are not members of the Board provided the committee comprises a majority of persons

who are members of the Board, and any committee so framed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid. All acts and proceedings of any such committee or committees shall be reported back as soon as possible to the Board.

38. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board 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 person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

39. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, 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 the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

40. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed

at a meeting of the Board or of such committee duly convened and constituted.

POWERS OF THE BOARD

41. The management of the business and the control of the Company shall be vested in the Board, who, in addition to the powers and authorities conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in General Meeting. At meetings of the Board, each member of the Board shall have one vote only, except that in the case of equality of votes the Chairman shall, in addition have a second or casting vote.

42. The members for the time being of the Board may act notwithstanding any vacancy in their body, provided always that if at any time the members of the Board be reduced in number below the minimum prescribed by these presents, it shall be lawful for the members available to act as the Board for the purpose of admitting persons to membership of the Company, filling up vacancies in their body or of summoning a General Meeting but for no other purpose.

43. Without prejudice to the general powers conferred by Article 41 and to the other powers and authorities conferred by these Articles, it is hereby expressly declared that the Board shall be entrusted with the following powers, namely:

PARTICULAR POWERS

- (1) To pay the costs, charges and expenses preliminary and incidental to the formation and establishment of the Company and matters incidental thereto (and

for the avoidance of doubt this power shall include the power to pay or reimburse all professional and other fees incurred in advising on and preparing a campaign for the raising of funds for the objects set out in the Memorandum of Association of the Company).

- (2) To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they may think fit.
- (3) To raise or borrow money for the purposes of the Company from any person, corporation or other body and may with the approval of the Charity Commissioners for England and Wales or otherwise as permitted by the Charities Act 1993 or any legislation amending or replacing the same secure the repayment of the same together with any interest and premium thereon, by Mortgage or charge upon the whole or any part of the assets and property of the Company, present or future, and to issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Company or not so charged, and in connection therewith to take out and keep on foot sinking fund or redemption policies.
- (4) At their discretion to pay for any property or rights acquired by or services rendered to the Company either wholly or partially in cash or in bonds, debentures, or other securities of the Company.
- (5) With the approval aforesaid to secure the fulfilment of any contracts or engagements entered into by the Company by Mortgage or charge of all or any of the property and rights of the Company or in such manner as they may think fit.
- (6) To appoint and at their discretion remove or suspend such officers and other staff

for permanent, temporary or special services as they may from time to time think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.

- (7) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company.
- (8) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.
- (9) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.
- (10) To determine who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, indorsements, cheques, releases, contracts and documents.
- (11) From time to time to make all such regulations and bye- laws as they think proper with regard to the affairs and concerns of the Company and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions herein contained, and provided that no bye-laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 378 of the Act.

44. The Company may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Act, remove any member of the Board before the

expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member.

45. The Company may by ordinary resolution appoint another person in place of a member of the Board removed from office under the immediately preceding Article.

DISQUALIFICATION OF MEMBERS OF THE BOARD

46. The office of a member of the Board shall be vacated:

- (A) If he becomes bankrupt or insolvent or compounds with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he be convicted of an offence the commission of which by a member of the Board could bring the Company into disrepute.
- (D) If he is requested in writing by a majority of his fellow members of the Board to resign.
- (E) If he ceases to be a member by virtue of Section 293 of the Act.
- (F) If he is otherwise disqualified for being a charity trustee or trustee for a charity under the provisions of Section 72 of the Charities Act 1993 or any legislation amending or replacing the same

47. A member of the Board who is in any way, whether directly or indirectly, interested in a contract or proposed contract, arrangement, or dealing with the Company, shall declare the nature of his interest at a Meeting of the Board, and subject thereto and subject to the right of the remaining members of the Board to resolve that he withdraw and not vote on the particular matter, he may be counted in the quorum present at any meeting of the Board whereat such contract, arrangement or dealing with

the Company is considered or entered into and may vote in respect thereof.

SECRETARY

48. The Secretary shall be appointed by the Board on such terms as to length of service, remuneration and generally as the Board may think fit and the Board may remove any Secretary so appointed. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Board may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary or no Secretary available to act or capable of acting.

THE SEAL

49. The seal of the Company shall not be affixed to any instrument except by the express authority of a resolution of the Board or of a committee of the Board empowered thereto, and in the presence of one member of the Board and of the Secretary or such person other than the Secretary as the Board may appoint for the purpose; and such members of the Board and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is 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.

INCOME AND CAPITAL OF THE COMPANY

50. The income and capital of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in the Company's Memorandum of Association as the Board may from time to time think fit (and in particular the Board

shall have power to transfer all or any part of such income to trustees to be applied by them for the advancement of the objects of the Company in such manner as they shall think best) with power to the Board to create a reserve fund or reserve funds to be applicable for any purposes, and, if the Board shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Board either be employed in the business of the Company or be invested from time to time in such investment as the Board may think fit.

ACCOUNTS

51. The Board shall cause accounting records to be kept in accordance with Section 221 of the Act.

52. The books of account shall be kept at the office or, subject to Section 222 of the Act, at such other place or places as the Board may determine, and shall always be open to the inspection of the Board. The Board may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Company or any of them shall be open to the inspection of the members not being members of the Board, and the members shall have only such rights of inspection as are given to them by the Act or by such Resolution as aforesaid.

53. At the Annual General Meeting in every year the Board shall lay before the Company an income and expenditure account for the period since the preceding account, or in the case of the first account since the incorporation of the Company, make up to

date not more than six months before such meeting. A balance sheet as at the date to which income and expenditure account is made up, shall be made out and laid before the Company at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors. 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, shall, twenty-one clear days previously to such meeting, be sent to the Auditor and every member entitled to receive notices of General Meeting in the manner in which notices are hereinafter directed to be served.

AUDIT

54. Auditors shall be appointed and their duties regulated in the manner provided by Sections 384-394 of the Act, or any statutory modification thereof for the time being in force, and for this purpose the said sections shall have effect as if "member of the Board" and "the Board" were substituted for "Director" and "the Directors" respectively.

NOTICES

55. A notice may be served by the Company upon any member either personally or by sending it through the post addressed to such member at his registered address.

56. No member shall be entitled to have a notice served on him at any address not within the United Kingdom, and any member whose registered address is not within the United Kingdom may by notice in writing require the Company to register an address within the United Kingdom which, for the purpose of the serving of notices, shall be deemed to be his registered address. Any member not having a registered address within

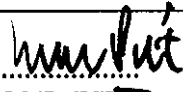
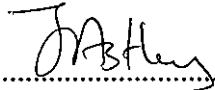
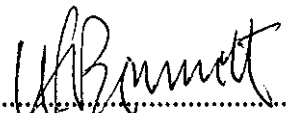
the United Kingdom, and not having given notice as aforesaid, shall be deemed to have received in due course any notice which shall have been displayed in the office and shall remain there for the space of forty-eight hours, and such notice shall be deemed to have been received by such member at the expiration of twenty-four hours from the time when it shall have been so first displayed.

57. Any notice if served by post shall be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post office or into any post box subject to the control of the Postmaster General.

DISSOLUTION


58. Clauses 7 and 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

- | | |
|---|--|
| 1. 
TREVOR PITT | Carter House, Pelaw Leazes Lane, Durham, Clerk in Holy Orders |
| 2. 
JEFFREY ASTLEY | Carter House, Pelaw Leazes Lane, Durham, Clerk in Holy Orders |
| 3. 
IAN FREDERICK BENNETT | Denewood, Clayton Road, Jesmond, Newcastle on Tyne, Clerk in Holy Orders |

4. 
MARGARET NICHOLSON

Church House, Grainger Park Road, Newcastle,
Diocesan Director of Education

5. 
ALAN HUBERT NUGENT

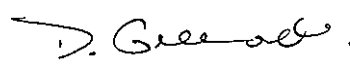
Carter House, Pelaw Leazes Lane, Durham, Clerk
in Holy Orders

DATED this **eleven** day of **April** 1996

WITNESSES to the above signatures:-

Name

Address

1.  29 Birchen, Spangmoor DL16 6TD.
2. M. Haley 47 Dewarshire Road, Belmont, Durham
DH1 2BJ
3. A.A. Tumber Greenyard House, Longbuntington,
Morpeth NE65 8AA.
4. Valerie Griffith 15 Overton Close, Jesperley Hall, Newcastle/
TYNE
5. Rhonda Jones 11 Linden Ave. Chester 1st Street Co. Durham DH3 3PP