FILE COPY

CERTIFICATE OF INCORPORATION

OF A PRIVATE LIMITED COMPANY

Company No. 3502355

The Registrar of Companies for England and Wales hereby certifies that

NEW SPRINGS UK

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 2nd February 1998

R. C.

R. C.

N03502355A

For the Registrar of Companies

COMPANIES HOUSE

HC007B

COMPANIES HOUSE

12

Please complete in typescript, or in bold black capitals.

Declaration on application for registration

Company Name in full NEW SPRINGS UK

F012001J

I, PHILIP CHARLES WEAVER

of 16 Limbury Road Luton Bedfordshire

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

† Please delete as appropriate.

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

Declarant's signature

Declared at Barton le Clay in the County of Bedford

the 23rd day of January

One thousand nine hundred and ninety nineteen - eight

before me ❶ C. N. FREEMAN

❶ Please print name.

Signed **Date** 23. 1. 98

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.

STEWARDSHIP
SERVICES (UKET)
P.O. BOX 99
LUTON
ESSEX IG10 1QJ
TEL: 0181 502 [illegible]0 Tel
FAX: 0181 502 5333
DX number DX exchange

Companies House receipt date barcode

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

Companies House, Crown Way, Cardiff, 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**

Form revised March 1995

COMPANIES HOUSE

30(5)(a)

Please complete in typescript, or in bold black capitals.

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

Company Name in full NEW SPRINGS UK

F030A01T

I, PHILIP CHARLES WEAVER

of 16 Limbury Road Luton Bedfordshire

a ~~[Solicitor engaged in the formation of the company]~~[person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985]† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

† Please delete as appropriate.

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

Declarant's signature

Declared at Barton le Clay in the County of Bedford

the 23rd day of January

One thousand nine hundred and ninety ninety - eight

before me ❶ C.N. FREEMAN

❶ Please print name.

Signed **Date** 23rd Jan. 1998

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.

STEWARDSHIP SERVICES (UKET)
P.O. BOX 99
LOUGHTON
ESSEX IG10 3QJ
TEL: 0181 502 5000
FAX: 0181 502 5333

Tel

DX number DX exchange

Companies House receipt date barcode

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

Companies House, Crown Way, Cardiff, 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**

Form revised March 1995

COMPANIES HOUSE

10

First directors and secretary and intended situation of registered office

Please complete in typescript, or in bold black capitals.

Notes on completion appear on final page

Company Name in full NEW SPRINGS UK

F010001H

Proposed Registered Office
(PO Box numbers only, are not acceptable)

NEWSPRINGS U.K. 11 NASEBY DRIVE

LOUGHBOROUGH

Post town

County / Region LEICS Postcode LE11 4NU

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. X

Agent's Name DAVID JONES OF STEWARDSHIP SERVICES

Address

STEWARDSHIP
SERVICES (UKET)
P.O. BOX 99
LOUGHTON
ESSEX IG10 3QJ
TEL: 0181 502 5600
FAX: 0181 502 5333

Post town

County / Region Postcode

Number of continuation sheets attached 2

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.

STEWARDSHIP
SERVICES (UKET)
P.O. BOX 99
LOUGHTON
ESSEX IG10 3QJ
TEL: 0181 502 5600 Tel
FAX: 0181 502 5333
DX number DX exchange

Companies House receipt date barcode

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

Form revised March 1995

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title: REV *Honours etc: 'NONE'

* Voluntary details

Forename(s): GARRY E.

Surname: MILLER

Previous forename(s): NONE

Previous surname(s): NONE

Address

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

11. NASEBY DRIVE

Post town: LOUGHBOROUGH

County / Region: LEICS Postcode: LE11 4NU

Country: ENGLAND U.K.

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

Consent signature **Date** 22-01-98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title: MR *Honours etc: 'NONE'

Forename(s): GEOFFREY HERBERT

Surname: GIBBONS

Previous forename(s): 'NONE'

Previous surname(s): 'NONE'

Address

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

300 PARK ROAD

Post town: LOUGHBOROUGH

County / Region: LEICS Postcode: LE11 2HL

Country: ENGLAND (UK)

Date of birth Day: 26 Month: 1 Year: 40 **Nationality** BRITISH (England)

Business occupation PAINTER & DECORATOR

Other directorships 'NONE'

'NONE'

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

Consent signature **Date** 22-01-98

Directors (continued) (see notes 1-5)

NAME	*Style / Title	REV	*Honours etc 'NONE'
* Voluntary details	Forename(s)	PHILIP CHARLES	
	Surname	WEAVER	
	Previous forename(s)	'NONE'	
	Previous surname(s)	'NONE'	
Address		16 LIMBURY ROAD	
Usual residential address For a corporation, give the registered or principal office address.			
	Post town	LUTON	
	County / Region	BEDS	Postcode LU3 2RH
	Country	ENGLAND	
		Day / Month / Year	
Date of birth		29 / 12 / 57	**Nationality** BRITISH (ENGLAND)
Business occupation		MINISTER OF RELIGION	
Other directorships		MANAGEMENT EXHIBITIONS LTD (PRINCESS RISBOROUGH) Reg No 3258113	

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

Consent signature [signature] **Date** 22-01-98

This section must be signed by
Either

an agent on behalf of all subscribers	**Signed**	[signature]	**Date**	22-01-98
***Or* the subscribers**	**Signed**		**Date**	
(i.e those who signed as members on the memorandum of association).	**Signed**		**Date**	
	Signed		**Date**	
	Signed		**Date**	
	Signed		**Date**	
	Signed		**Date**	

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.

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	REV	*Honours etc 'NONE'
	Forename(s)	GARRY E	
	Surname	MILLER	
	Previous forename(s)	'NONE'	
	Previous surname(s)	'NONE'	
Address		11 NASEBY DRIVE	
Usual residential address For a corporation, give the registered or principal office address.			
	Post town	LOUGHBOROUGH	
	County / Region	LEICS	Postcode LE11 4NU
	Country	ENGLAND	
Date of birth		Day 06 Month 11 Year 61	**Nationality** U.S.A
Business occupation		MINISTER of RELIGION	
Other directorships		'NONE'	
		'NONE'	

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

Consent signature [signature] **Date** 22-01-98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MRS.	*Honours etc 'NONE'
	Forename(s)	HELEN MALK SMITH	
	Surname	WEAVER	
	Previous forename(s)	'NONE'	
	Previous surname(s)	(NEE) GRAHAM	
Address		16 LIMBURY ROAD	
Usual residential address For a corporation, give the registered or principal office address.			
	Post town	LUTON	
	County / Region	BEDS	Postcode LU3 2RH
	Country	ENGLAND	
Date of birth	Day / Month / Year	11 / 4 / 57	**Nationality** BRITISH (SCOTLAND)
Business occupation		SECRETARY	
Other directorships		'NONE'	
		'NONE'	

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

Consent signature HWeaver **Date** 22-01-98

3502356

NC
27 JAN 1998
£20 FEE PAID
COMPANIES HOUSE
0434160

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of NEW SPRINGS UK

1. The Company's name is **NEW SPRINGS UK** (and in this document it is called "the Charity").

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

3. The Charity's objects ("the Objects") are:-

   (a) to advance the Christian faith in accordance with the Statement of Beliefs appearing in the Schedule hereto in such parts of the United Kingdom or the world as the directors of the Charity (herein called "the trustees") may from time to time think fit;

   (b) to relieve persons who are in conditions of need or hardship or who are aged or sick or who are homeless and to relieve the distress caused thereby in such parts of the United Kingdom or the world as the trustees may from time to time think fit;

   (c) to advance education in accordance with Christian principles in such parts of the United Kingdom or the world as the trustees may from time to time think fit;

   (d) to promote social responsibility and personal morality for the public benefit in such parts of the United Kingdom or the world as the trustees may from time to time think fit;

   (e) to promote the rehabilitation of persons affected by drug, alcohol and other substance addiction and abuse in such parts of the United Kingdom or the world as the trustees may from time to time think fit;

   (f) to promote and fulfil such other charitable purposes beneficial to the community in such parts of the United Kingdom or the world where the Charity may be operating as the trustees may from time to time think fit.

4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:

   (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;

   (b) to raise funds and to invite and receive contributions from any persons whatsoever by way of loan, subscription, donation and otherwise: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

   (c) subject to such consents as may be required by law to borrow and raise money without limit in such manner and on such security (if any) as the Charity may think fit and to issue debentures and other securities;

   (d) to purchase, lease, hire, exchange or otherwise acquire any land, buildings, furniture, equipment or other property or interest in property and to alter, improve, develop, redevelop and (subject to such consents as may be required by law) to sell, resell, let, underlet, charge, assign, or otherwise dispose of or deal with the same;

   (e) to hold property as tenants in common with another or others not being a charity on such terms as shall be considered proper providing that the Charity shall at all times be entitled to receive the proportion of the net sale proceeds that reflect the funds provided by the

Charity or the share, interest or entitlement of the Charity;

(f) subject to clauses 5 and 6 below, to employ or otherwise engage the services of and remunerate such staff as are necessary for the proper pursuit of the Objects and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants;

(g) to establish or support any churches, trusts, associations, institutions or other bodies which exist to further all or any of the Objects;

(h) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

(i) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;

(j) to make donations to any Christian worker who is engaged in such work or activity which furthers the Objects or in assisting either directly or indirectly in the same;

(k) to make donations or loans to other charities having the same or similar objects as the Charity;

(l) to produce, sell or otherwise distribute literature, audio and visual aids, and other media of communication, but not so as to constitute permanent trading on the part of the Charity ***except*** where it is a direct means of furthering the Objects;

(m) to arrange and provide for or join in arranging and providing for the holding of meetings, lectures, seminars, conferences, and training courses for the furtherance of the Objects;

(n) (i) to train, equip, commission and support or to assist in the training of, any people who are concerned to achieve the Objects;

(ii) to make any grant, gift, or payment for the purpose of or in connection with such training, equipping, commissioning and support;

(iii) to make provision for the accommodation of individuals and groups of individuals in the areas in which it is desired to operate the Charity;

(o) to insure any asset of the Charity on such terms as the trustees may think fit and to pay the appropriate premiums and to use any insurance money received in any manner the trustees think fit whether to restore the asset or not;

(p) to insure and arrange insurance cover for and to indemnify its members servants and voluntary workers from and against all such risks incurred in the proper performance of their duties as may be thought fit;

(q) to provide indemnity insurance to cover the liability of the trustees 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 Charity PROVIDED that any such insurance shall not extend to:

(i) any claim arising from any act or omission which the trustees (or the trustee in question) knew to be a breach of trust or breach of duty or which was committed by the trustees (or by the trustee in question) in reckless disregard of whether it was a breach of trust or breach of duty or not;

(ii) the costs of an unsuccessful defence to a criminal prosecution brought against the trustees (or against the trustee in question) in their capacity as trustees of the Charity;

(r) to invest the moneys of the Charity not immediately required for the furtherance of the Objects in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

(s) to undertake, facilitate or support the co-ordination and net-working of other Christian agencies fulfilling the same or similar objects with the aim of making the most strategic and effective use of resources including personnel, expertise and finance in the same or similar locations or projects;

(t) to make regulations for the management of any property which may be acquired by the Charity;

(u) to establish where necessary local branches (whether autonomous or not) or otherwise cause the Charity to be duly registered or constituted by law in any country in which it is desired to operate.

(v) to do all such other lawful things as are necessary for the achievement of the Objects;

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and save as provided for in clause 6 hereof no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:

(a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

(b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;

(c) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 1 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

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

(e) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;

(f) of any premium in respect of any indemnity insurance relating to liabilities of the trustees (or any of them) as and to the extent permitted by clause 4 above;

(g) to any trustee of reasonable out-of-pocket expenses.

6. A trustee for the time being hereof may be remunerated out of the income or property of the Charity or receive other benefits for services rendered to the Charity provided:-

(a) that at no time shall a majority of the trustees receive remuneration or other benefits for services rendered to the Charity,

(b) that any trustee whom it is proposed to remunerate or confer other benefits upon should not be present during the formal deliberations and decision making relating to any such proposed

remuneration or benefits,

(c) that the trustees are satisfied that the level of the proposed remuneration or the nature and value of any such other benefits is reasonable and proper having regard to the nature and value of the work carried out or services undertaken by such trustee and to the income of the Charity, and

(d) that the decision to remunerate or confer other benefits upon such trustee and the level of that remuneration and nature and value of any such other benefits shall be taken and decided upon by not less than two thirds of all the remaining trustees.

7. The liability of the members is limited.

8. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she 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 among themselves.

9. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

SCHEDULE

Statement of Beliefs

1. We believe the Bible, as originally given, to be without error, the fully inspired and infallible Word of God and the supreme and final authority in all matters of faith and conduct.

2. We believe that the Godhead exists co-equally and co-eternally in three persons Father, Son and Holy Spirit and that these three are one God, sovereign in creation, providence and redemption. It is acknowledged that this doctrine of the Trinity is nowhere expressly stated in the scripture but everywhere implied and revealed.

We believe in the deity of the Father existing as a Spirit and in His primary but no superior role within the Trinity. He is co-creator and sovereign. The term 'Father' reflects and reveals the position of His relationship, responsibility and character of love, who is not abstract but approachable and knowable in every way.

We believe in God the Son, in the true and proper deity of our Lord Jesus Christ, in His virgin birth, in His real and complete humanity, in His sinless life, in His authoritative teaching, in His substitutionary and atoning sacrifice through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, in His heavenly intercession and in His second advent to receive His church. He is the co-creator and in Him dwells the fulness of the Godhead bodily.

We believe in the deity of the Holy Spirit who proceeds from the Father and the Son, and in the necessity of His work in conviction of sin, repentance, regeneration and sanctification, and that the believer is also promised an enduement of power as the gift of Christ through baptism in the Holy Spirit with signs following. Through this enduement the believer is empowered for fuller participation in the ministry of the Church, its worship, evangelism and service.

3. We believe in the universal sinfulness of all men since the Fall, rendering man subject to God's wrath and condemnation.

4. We believe in the necessity for salvation of repentance towards God and faith in the Lord Jesus Christ by which the sinner is pardoned and accepted as righteous in God's sight. This justification is imputed by the grace of God because of the atoning work of Christ, is received by faith alone and is evidenced by the Fruit of the Spirit and a holy life.

5. We believe that the Gospel embraces the needs of the whole man and that the Church is therefore commissioned to preach the gospel to the world and to fulfil a ministry of healing and deliverance to the spiritual and physical needs of mankind.

6. We believe in the universal and local church, in the spiritual unity of the priesthood of all believers in Christ and that these comprise the Body of Christ.

7. We believe in the ministries that Christ has set in His church, namely, apostles, prophets, evangelists, pastors and teachers, and in the present operation of the manifold Gifts of the Holy Spirit according to the New Testament.

8. We believe in the baptism of believers by immersion in water in obedience to the command of Christ and in the commemoration of Christ's death and resurrection by observance of the Lord's Supper until His return.

9. We believe in the personal, physical and visible return of the Lord Jesus Christ to reign in power and glory, and in the resurrection of the dead and in the final judgement of the world.

10. We believe there is a Heaven to be gained (i.e. the eternal conscious bliss of the righteous) and a Hell to be shunned (i.e. the eternal conscious punishment of the wicked).

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names and Addresses of Subscribers

PHILIP CHARLES WEAVER
16 Limbury Road, Luton, Beds LU3 2RH

Signature .....

WITNESS
Signature: .....
Printed name: ROSS RENNIE
Address: 114 CROMWELL RD
WINNINGTON
NORTHWICH CHESHIRE
Occupation: SALES MAN / KEY ACCOUNTS

HELEN MACK SMITH WEAVER
16 Limbury Road, Luton, Beds LU3 2RH

Signature .....

WITNESS
Signature: .....
Printed name: ADRIAN WOOD
Address: 14 HASTINGS ST.
LOUGHBOROUGH
LEICS. LE11 5AX
Occupation: GRAPHIC DESIGNER

GARRY E MILLER
11 Naseby Drive, Loughborough, Leics LE11 4NU

Signature .....

WITNESS
Signature: .....
Printed name: ROSS RENNIE
Address: 114 CROMWELL RD.
WINNINGTON.
NORTHWICH CHESHIRE
Occupation: SALES MAN / KEY ACCOUNTS

GEOFFREY HERBERT GIBBONS
300 Park Road, Loughborough, Leics LE11 2HL

Signature .....

WITNESS
Signature: .....
Printed name: ADRIAN WOOD
Address: 14 HASTINGS ST
LOUGHBOROUGH
LEICS. LE11 5AX
Occupation: GRAPHIC DESIGNER

Dated: 22 JANUARY 1998

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

Articles of Association of NEW SPRINGS UK

INTERPRETATION

1. In these articles:

"the Charity" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Charity;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the trustees" means the directors of the Charity (and **"trustee"** has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender and words importing the singular number shall include the plural and vice versa where the context so permits.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership by an ordinary resolution of the Charity in general meeting shall be members of the Charity. No person shall be admitted a member of the Charity unless he subscribes to the Statement of Beliefs set out in the schedule to the memorandum. In the case of an organisation being considered for membership it shall be necessary for the organisation to have a statement of faith which in the opinion of the trustees is consistent with the said Statement of Beliefs set out in the memorandum or if it should have no statement of faith to pass a resolution affirming acceptance of the said Statement of Beliefs.

(2) Any member of the Charity may retire on giving written notice to the secretary, provided that such retirement shall not reduce the number of members to less than two.

(3) If not less than two-thirds of the trustees present at a meeting so resolve, the trustees shall

have the right for a good and sufficient reason to terminate the membership of any member provided that he shall have received 21 clear days notice in writing to his last known address notifying him of the intention to terminate his membership and the reasons therefore and that he shall have the right to be heard by the trustees before any vote is taken.

GENERAL MEETINGS

3. The Charity shall hold an annual general meeting each year 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 Charity and that of the next: provided that so long as the Charity 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 times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

   (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and

   (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

   The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the trustees and auditors.

6. 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

7. No business shall be transacted at any meeting unless a quorum is present. Two 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 greater, shall constitute a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.

9. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other

trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

10. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

12. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

    (1) by the chairman; or

    (2) by at least two members having the right to vote at the meeting; or

    (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

20. Subject to the provisions of the Act, a resolution in writing, signed by all the members of the

Charity entitled to receive notice of and to attend and vote at a general meeting shall be as valid and effective as if it had been passed at a general meeting of the Charity duly convened and held.

Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Charity.

VOTES OF MEMBERS

21. Every member shall have one vote.

22. Votes may be cast in a poll either personally or by proxy. A proxy must be a member and shall not have the right to appoint a further proxy. In matters decided on a show of hands a member represented by a proxy shall have no vote.

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

24. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity (if any) have been paid.

25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

26. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity. However, any trustee for the time being shall not be eligible to act as a representative.

TRUSTEES

27. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

28. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

POWERS OF TRUSTEES

29. 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 trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

30. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:

    (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and

to expend the proceeds of any such sale in furtherance of the objects of the charity;

(2) to enter into contracts on behalf of the Charity.

APPOINTMENT AND RETIREMENT OF TRUSTEES

31. The trustees shall not be subject to retirement by rotation. The term of office of a trustee shall continue until he retires or is removed in accordance with the relevant provisions of the articles.

32. No person may be appointed as a trustee at any general meeting:

    (1) unless he is recommended by the trustees;

    (2) unless he has attained the age of 18 years;

    (3) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 36;

    (4) unless he subscribes to the Statement of Beliefs set out in the schedule to the memorandum.

33. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be give to all persons who are entitled to receive notice of the meeting of any person who is recommended by the trustees for appointment as a trustee at the meeting. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the Charity's register of trustees.

34. Subject as aforesaid, the members of the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.

35. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

36. A trustee shall cease to hold office if

    (1) he ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

    (2) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

    (3) he resigns his office by notice in writing to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);

    (4) he is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated;

    (5) he ceases to subscribe to the Statement of Beliefs set out in the schedule to the memorandum; or

    (6) not less than two-thirds of the trustees decide at a meeting for a good and sufficient reason that he shall cease to be a trustee provided that he shall have been given 14 days clear notice in writing to his last known address of the intention to remove him as a trustee and

the reasons therefore, and he shall have been given the right to be heard by the other trustees before any vote shall have been taken.

TRUSTEES' EXPENSES

37. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or in pursuance of the objects of the Charity or otherwise in connection with the

    discharge of their duties, but shall otherwise be paid no remuneration save as provided for by Clauses 5 and 6 of the memorandum.

38. Subject to the provisions of the Act and to Clauses 5 and 6 of the memorandum, the trustees may appoint one or more of their number to the office of managing director or to any other executive office of the Charity. Any such appointment may be made upon such terms as the trustees determine which may include remuneration if permitted by Clause 6 of the memorandum.

39. Except to the extent permitted by Clauses 5 and 6 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

PROCEEDINGS OF TRUSTEES

40. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall be entitled to a casting vote in addition to any other vote he may have.
41. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.

42. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

43. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.

44. The trustees may appoint one or more committees which may consist of trustees and such other persons as the trustees may think fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a committee provided that:-

    (1) all acts and proceedings of any such committees shall be fully and promptly reported to the trustees;

    (2) any such committee shall conform to any regulations that may be imposed upon it by the trustees;

    (3) any such committee shall not incur expenditure other than in accordance in a budget approved by the trustees or with specific prior approval of the trustees.

45. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

46. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

47. Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity. All cheques and orders for the payment of money from such account and all promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed by at least two signatories who shall be trustees or persons duly authorised by the trustees.

SECRETARY

48. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration and upon such conditions as they may think fit (provided that if a trustee the remuneration is permitted under the terms of clauses 5 and 6 of the memorandum), and any secretary so appointed may be removed by them.

MINUTES

49. The trustees shall keep minutes in books or in other written or electronic media kept for the purpose:

    (1) of all appointments of officers made by the trustees; and

    (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

EXECUTING OR SEALING DOCUMENTS

50. (1) The Charity need not have a company seal. If it does, the seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

    (2) If the Charity does not have a seal, instruments may be executed on the authority of the trustees or of a committee of trustees authorized by the trustees on the signature of a trustee and of the secretary or by a second trustee. Appropriate wording which may be used is: "Executed as a deed and delivered by NEW SPRINGS UK"

ACCOUNTS

51. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

ANNUAL REPORT

52. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-

enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

53. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

54. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

55. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

56. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

57. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

58. Subject to the provisions of the Act every trustee or other 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 judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

RULES

59. (1). The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

    (i) the admission and classification of members of the Charity and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

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

    (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

    (iv) the procedure at general meetings and meetings of the trustees and committees of the

trustees in so far as such procedure is not regulated by the articles;

(v) generally, all such matters as are commonly the subject matter of company rules.

(2). The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws, and no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures, Names and Addresses of Subscribers

PHILIP CHARLES WEAVER
16 Limbury Road, Luton, Beds LU3 2RH

Signature .....

WITNESS
Signature: .....
Printed name: ROSS RENNIE
Address: 114 CROMWELL RD.
WINNINGTON.
NORTHWICH CHESHIRE
Occupation: SALE MAN / KEY ACCOUNTS

HELEN MACK SMITH WEAVER
16 Limbury Road, Luton, Beds LU3 2RH

Signature .....

WITNESS
Signature: .....
Printed name: ADRIAN WOOD
Address: 14 HASTINGS ST
LOUGHBOROUGH
LEICS. LE11 5AX
Occupation: GRAPHIC DESIGNER

GARRY E MILLER
11 Naseby Drive, Loughborough, Leics LE11 4NU

Signature .....

WITNESS
Signature: .....
Printed name: ROSS RENNIE
Address: 114 CROMWELL RD.
WINNINGTON NORTHWICH
CHESHIRE
Occupation: SALESMAN / KEY ACCOUNTS

GEOFFREY HERBERT GIBBONS
300 Park Road, Loughborough, Leics LE11 2HL

Signature .....

WITNESS
Signature: .....
Printed name: ADRIAN WOOD
Address: 14 HASTINGS ST
LOUGHBOROUGH
LEICS. LE11 5AX
Occupation: GRAPHIC DESIGNER

Dated: 22 JANUARY 1998