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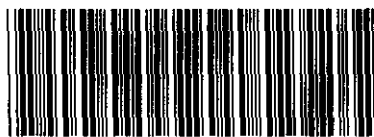
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4275541

The Registrar of Companies for England and Wales hereby certifies that
CROXTETH COMMUNITY TRUST 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 22nd August 2001



N04275541F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

CHFP000

Company Name in full

CROXTEN Community Trust LIMITED.

I, THOMAS SMITH

of 33 SECOND AVE, FAZAKERNEY, LIVERPOOL L9 9PP

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.

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

T. Smith

Declared at

LIVERPOOL IN THE COUNTY OF MERSEY

Day Month Year

On

20 08 2001

† Please print name.

before me †

SIMON HEANEY

Signed

Simon Heaney

Date

20.8.01

† 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.

SIMON HEANEY, GOODMAN'S
6-8 BROADWAY LIVERPOOL
L11 1JS Tel 0151-2567777
DX number 714380 DX exchange LIVERPOOL 13.

Th



A43
COMPANIES HOUSE

0798
21/08/01

Form revised June 1998

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

Companies House, Crown Way, Cardiff, CF14 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



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

(NCPack)

10

First directors and secretary and intended situation of
registered office

Company Name in full

CROXTETH COMMUNITY TRUST
LIMITED

Proposed Registered Office

CROXTETH Communiversity

Altcross House, Altcross ROAD.

(PO Box numbers only, are not acceptable)

Post town

CROXTETH LIVERPOOL

County / Region

Merseyside

Postcode

L11 0BS

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

NONE

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 a change of
details.

Phil Knibb % CROXTETH Communiversity
Altcross House, Altcross RD,
CROXTETH L11 0BS Tel 0151-546-5514

DX number

DX exchange



AAS
COMPANIES HOUSE
COMPANIES HOUSE
COMPANIES HOUSE
COMPANIES HOUSE

0781
21/08/01
10/08/01
16/06/01
30/03/01

Form revised July 1998

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

MS

*Honours etc

* Voluntary details

Forename(s)

ALMA

Surname

MASON

Previous forename(s)

-

Previous surname(s)

-

Address

Usual residential address

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

60 TALBOT COURT, OXTON

BIRKENHEAD MERSEYSIDE

Post town

County / Region

Postcode

CH43 6UG

Country

Merseyside

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

Consent signature

Alma Mason

Date

5-3-01

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

PHILIP

Surname

KNIBB

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

27 REDRUTH RD

CROXTETH

Post town

LIVERPOOL

County / Region

MERSEYSIDE

Postcode

L11 6NA

Country

Day Month Year

Date of birth

02 01 1951

Nationality

ENGLISH

Business occupation

SELF EMPLOYED

Other directorships

S80 DEVELOPMENT ASSOCIATION

NEIGHBOURHOOD ASSOCIATION

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

Consent signature

P Knibb

Date

05-03-01

Company Secretary (see notes 1-5)

Company name

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 (see notes 1-5)

Please list directors in alphabetical order

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

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR		*Honours etc	
* Voluntary details	Forename(s)	THOMAS			
	Surname	SMITH			
	Previous forename(s)				
	Previous surname(s)				
Address	33 SECOND AVENUE				
Usual residential address	FAZAKEREY				
For a corporation, give the registered or principal office address.	Post town	LIVERPOOL			
	County / Region	MERSEYSIDE	Postcode	L9 9PP	
	Country	ENGLAND			
	Date of birth	Day	Month	Year	Nationality
		21	06	1956	BRITISH
	Business occupation	SELF EMPLOYED			
	Other directorships	CROXTETH COMMUNITY TRUST.			
	I consent to act as director of the company named on page 1				
	Consent signature	J. P. H.		Date	05/03/01

This section must be signed by
Either

an agent on behalf
of all subscribers

Signed

Date

Or the subscribers

Signed

P. K. S.

Date

06.03.01

(i.e those who signed
as members on the
memorandum of
association).

Signed

J. P. H.

Date

06.03.01.

Signed

S. A. Sweeney

Date

6.3.01

Signed

A. Mason

Date

14.6.01

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.

ACCEPT UNSTAMPED £20

NC/CN

SIGNED

DATE

22-8-01
THE COMPANIES ACT 1985

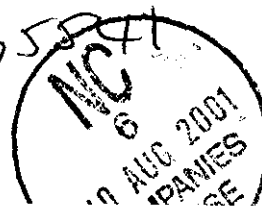
COMPANY LIMITED BY GUARANTEE AND

HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

CROXTETH COMMUNITY TRUST LIMITED

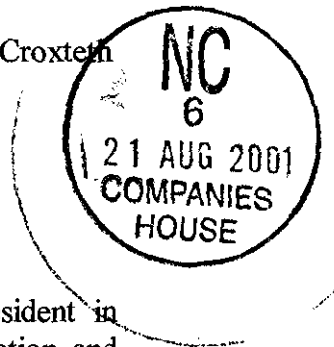


A43 COMPANIES HOUSE

A42 COMPANIES HOUSE

0065 10/08/01

1. The name of the Company (hereinafter called "the Association") is Croxteth Community Trust Limited.
2. The registered office of the Association will be situated in England.
3. The objects of the Association are:-
 - i) To advance education and to relieve need among persons resident in Croxteth Liverpool ("the area") through the provision of education and leisure training facilities as will enable such persons as aforesaid to acquire and develop vocational skills
 - ii) To train and educate young persons resident in the area through their leisure time activities so as to develop their physical mental and spiritual capacities that they may grow to full maturity as individuals and members of society and that their conditions of life may be improved
 - iii) To promote any charitable purpose in the area and in particular charitable purposes directed to the benefit of people suffering through unemployment, to advance education, to prevent ill-health and relieve poverty, distress and sickness and to promote other charitable purposes connected with the improvement of the environment of the area



In furtherance of these objects but not further or otherwise the Association may: -

- A) establish a training workshop or workshops at which such purposes as aforesaid might be pursued
- B) co-operate with such established business and statutory and voluntary bodies as are interested in the furtherance of the Association
- C) assist any body or bodies financially or otherwise
- D) obtain collect and receive money and funds by way of grants, contributions, donations, affiliation fees, subscriptions and any other lawful method and accept and receive gifts of property of any description (whether subject to any special trusts or not)
- E) procure and provide information

- F) procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets and other documents
- G) arrange and provide for or join in arranging and providing for the holding of exhibitions meetings lectures and classes
- H) promote, encourage and undertake experimental work
- I) arrange for the production or provision of goods or services gratuitously or otherwise to the public directly or through attention to real or personal property
- J) Purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- K) Subject to such consents as may be required by law sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association
- L) Undertake and execute any charitable trusts which may lawfully be undertaken by the Association
- M) Subject to such consents as may from time to time be required by law, borrow or raise money on such terms and on such security as may be thought fit.
- N) Invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- O) Establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- P) Do all such other lawful things as are necessary to the attainment of furtherance of the said objects or any of them.

Provided that: -

- i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- ii) The Association's objections shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
 - iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control and authority as if the Association were not incorporated.
4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in Clause 3 hereof 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 Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association. Provided that nothing herein shall prevent any payment in good faith by the Association.
- a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association,
 - b) of interest on money lent by any member of the Association or of its Council of Management or Governing Body at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the Council of Management or Governing Body or 3% whichever is the greater,
 - c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body,
 - d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100 part of the capital of that company,
 - e) to any member of its Council of Management or Governing Body of reasonable out-of-pocket expenses,

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade and Industry and the Charity Commission.
6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted pursuant to sections 30 and 31 of the Companies Act 1985 is subject.
7. The liability of the members is limited.
8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same 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 Association 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 £1.00.
9. If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as it imposed on the Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

WE, the several persons whose names and address are subscribed, are desirous of being formed into a company in pursuance of this me of this Memorandum of Association.

NAME ADDRESS AND DESCRIPTION OF SUBSCRIBERS

Phillip Knibb
27 Redruth Road
Croxteth
L11 0BD
Self Employed

P Knibb

Tommy Smith
33 Second Avenue
Fazakerly
L9 9DF
Self Employed

T. Smith

Alma Mason
60 Talbot ~~Crescent~~ COURT
Oxton
Birkenhead
Merseyside
CH43 6UG
Deputy Head Teacher

Alma Mason

Sheila Sweeney
62 Addingham Road
Mossley Hill
Liverpool
2EW
Scarman Trust

S. A Sweeney

Date this *6TH* Day of August 2001

Witness to the above signatures

Name Simon Heaney
Address Goodmans Solicitors
6 - 8 Broadway
Liverpool L11 1J6
Occupation Solicitor

Simon Heaney

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
CROXTETH COMMUNITY TRUST LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning 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.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above named Company.
The Council	The Council of Management for the time being of the Association.
The Office	The registered office of the Association.
The Seal	The common seal of the Association
The United Kingdom	Great Britain and Northern Ireland.
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 Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is four but the Council 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 Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Association is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
6. The Council shall have an unqualified discretion to accept or reject any application for admission to membership.
7. Any member may be removed from the Association by a resolution of the Council passed by a majority of at least three-fourths of the member of the Council present and voting at a special Council Meeting of which not less than twenty-one days previous notice specifying the intention to propose such resolution shall have been sent to the member whose removal is in question to all the members of the Council and to every other person who is entitled to receive notice of Meetings of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the member whose removal is in question at least fourteen days before the meeting and he shall be entitled to be heard by the Council at the meeting.
8. Subject as aforesaid the Council may make such regulations in respect of membership including qualifications conditions and payment of subscriptions and such other matters as they may in their absolute discretion think fit.

GENERAL MEETINGS

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

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Four members personally present shall be a quorum.

16. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine.
17. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all members of the council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
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-tenth of the total voting rights of all the members having the right to vote at the meeting and unless a poll be so demanded a declaration by the 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 Association 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 Article 21, if a poll be demanded in 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 any 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 of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

24. Subject as hereinafter provided, every member shall have one vote
25. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
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 a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.
27. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some office duly authorised in that behalf.
28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing or the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

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

"I,
of
a member or Croxteth Community Trust Limited
hereby appoint
of
and failing him,
of
to vote for me and on behalf at the (Annual or
Extraordinary, or Adjourned, as the case may be)
General Meeting of the Association to be held on
The day of , and
At every adjournment thereof.
As witness my hand this day of
1986

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

COUNCIL OF MANAGEMENT

31. The number of members of the Council shall not be less than four and until otherwise determined by a general meeting more than seventeen.
32. The first members of the Council shall be the subscribers to the Memorandum of Association.
33. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election. He shall not be taken into account in determining the members of the Council who are to retire by rotation at such meetings.
34. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council

POWERS OF THE COUNCIL

35. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and go on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association,

and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

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

SECRETARY

37. Subject to sections 10(5) and 13(5) of the Companies Act 1985 the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. Provided that any such Secretary or Assistant Secretary or Deputy Secretary if remunerated shall not be a member of the Council.

THE SEAL

38. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchase or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

39. The office of a member of the Council shall be vacated:-

- A) If a receiving order is made against him or he makes any arrangements or composition with his creditors.
- B) If he becomes of unsound mind.
- C) If he ceases to be a member of the Association.
- D) If by notice in writing to the Association he resigns his office.

- E) If he ceases to hold office by reason of any order made under section 295 to 299 of the Act.
- F) If he is removed from office by a resolution duly passed pursuant to sections 303 or 304 of the Act.
- G) If he ceases to be a member by virtue of section 293 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

- 40. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
- 41. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
- 42. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
- 43. No person not being a member of the council retiring at the meeting shall, unless recommended by the council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
- 44. Subject to Article 31 the Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 45. In addition and without prejudice to the provisions of sections 303 and 304 of the act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by any Ordinary Resolution appoint another qualified member in his stead; but any person so

appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

46. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business but this shall never be less than four. 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.
47. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
48. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
49. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
50. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, if the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents or regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. Such sub-committee shall report fully and promptly to the Council.
51. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
52. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, 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.

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

ACCOUNTS

54. The Council shall cause books of account or accounting records to be kept in accordance with the requirements of the Companies Acts.
55. The books of account shall be kept at the office, or, subject to the provisions of the Companies Acts, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.
56. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting an account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
57. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of sections 240 and 246 of the Companies Act 1985, be sent to the auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241 of the Act.

AUDIT

58. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.



59. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Act 1985, the members of the Council being treated as the Directors mentioned in those provisions.

NOTICES

60. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
61. Any member described in the register of members by any address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
62. Any notice, if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

63. The provisions of Clause 9 of the Memorandum of Association shall have effect as if repeated herein.

WE, the several persons whose names and address are subscribed, are desirous of being formed into a company in pursuance of this me of this ~~Memorandum~~ ^{ARCHIVES} of Association.

NAME ADDRESS AND DESCRIPTION OF SUBSCRIBERS

Phillip Knibb

27 Redruth Road
Croxteth
L11 0BD.
Self Employed

P Knibb

Tommy Smith

33 Second Avenue
Fazakerly
L9 9DF
Self Employed

T. Smith

Alma Mason

60 Talbot ~~Crescent~~ COURT
Oxton
Birkenhead
Merseyside
CH43 6UG
Deputy Head Teacher

Alma Mason

Sheila Sweeney

62 Addingham Road
Mossley Hill
Liverpool
2EW
Scarman Trust

S. A Sweeney

Date this *6th* Day of August 2001

Witness to the above signatures

Name

Simon Heaney

Simon Heaney

Address

Goodmans Solicitors
6 - 8 Broadway
Liverpool L11 1J6

Occupation

Solicitor