

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 48350

The Registrar of Companies for England and Wales hereby certifies that  
INCORPORATED MANSFIELD HOUSE UNIVERSITY SETTLEMENT(THE)

having by special resolution changed its name, is now incorporated  
under the name of  
ASTON-MANSFIELD

Given at Companies House, Cardiff, the 30th October 2000



\*C00048350T\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

HC006B

207826  
INCORPORATED MANSFIELD HOUSE  
UNIVERSITY SETTLEMENT

H8350

Special Resolution



NEW COMPANIES  
2  
2 OCT 2000  
FEE PAID  
COMPANIES

It is hereby resolved:-

- (a) That the name of the Company shall be changed to Aston-Mansfield.
- (b) That Clause 3 of the Memorandum of Association should be replaced by the following new clauses 3 and 4.

"3. The objects for which the Company is established are:-

- (a) To promote the Christian religion.
- (b) To relieve poverty, sickness and distress, advance education and preserve and protect the health of members of the community in East London and elsewhere ("the area of benefit").
- (c) To develop the capacity and skills of the members of the community in the area of benefit in such a way that they are better able to identify and help meet their needs and to participate more fully in society.
- (d) To provide or assist in the provisions of facilities for recreation or other leisure time occupation for the benefit in the interests of social welfare and with the object of improving the conditions of life for those persons who need the facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances.
- (e) To promote any other charitable object.

4. The Company may do anything lawful that may be necessary in order to promote its objects including the use of the following powers:-

- (a) To support and maintain community centres in the London Borough of Newham.
- (b) To join, support or lead projects of community development or research throughout the world which may be of help in the long term to people in inner-city areas whether as residents, workers or immigrants in particular, but not detracting from the generality of

\* of members of  
the Community

C.N.A.

the foregoing to encourage the use of information technology for community development.

- (c) To encourage the establishment of new community groups by provision of subsidised office or meeting spaces.
- (d) To provide accommodation for persons engaged with religious, educational or philanthropic work.
- (e) To provide for persons in need of housing and any associated amenities.
- (f) To make grants to individuals, companies, institutions, societies or associations within the Company's objects.
- (g) To construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land which the Company may need for its objects.
- (h) To employ and pay any employees, officers, servants and professional or other advisers.
- (i) Subject to any consents required by law to raise funds and borrow moneys invite and receive contributions or grants or enter into contracts seek subscriptions or raise money in any other way.
- (j) Subject to any consent required by law to buy, take on lease, sell lease or otherwise dispose of, hire charge or mortgage or acquire any land or property of any sort and give or receive any guarantee or indemnity.
- (k) To promote, encourage or undertake study or research and disseminate the results of such.
- (l) To produce, print and publish anything in written, oral or visual media in furtherance of objects.
- (m) To provide or procure the provisions of services, training, consultancy, advice, supports, counselling and guidance in furtherance of the objects or any of them.
- (n) To promote and advertise the Company's activities.
- (o) To invest any money that the Company does not immediately need in any investments, securities or properties.

- (p) To undertake any charitable trust or any charitable agency business which may promote the Company's objects.
- (q) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their wives, husbands and other dependants.
- (r) To carry on trade insofar as either the trade is exercised in the course of the actual carrying out of the primary object of the Company or the trade is temporary and ancillary to the carrying out of the objects of the Company.
- (s) To establish, promote and otherwise assist any limited company or companies for the purpose of acquiring any property or of furthering in any way the objects of the Company through trading and to establish the same either as wholly owned subsidiaries of the Company or jointly with the other persons, companies, government departments or local authorities and to finance the same if the Trustees see fit by way of loan or share subscription on commercial terms provided that the Company shall seek professional legal advice before financing such companies.
- (t) To establish support or join with any charitable companies institutions, societies or associations whose objects are the same as or similar to its own.
- (u) To purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, societies or associations with the Company is authorised to join, and perform any of their engagements.
- (v) To transfer any of the Company's property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which the Company is authorised to join.
- (w) To open and operate banking accounts and other banking facilities.
- (x) To enter into any arrangements with any governments, authorities or any person, company or association necessary to promote any of the Company's objects.
- (y) To insure any of risks arising from the Company's activities.
- (z) To pay all the expenses and costs of establishing this Company.

- (aa) To permit any investments belonging to the Company to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary or any such stockbroking company) as nominee of the Company and to pay any such nominee reasonable and proper remuneration for acting as such.
- (bb) To delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment provided always that:-
  - (i) the Managers shall be authorised to carry on investment business under the provision of the Financial Services Act 1986;
  - (ii) the delegates powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company;
  - (iii) the Managers shall be under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers of the Company within 14 days and report regularly on the performance of investments managed by them;
  - (iv) the Company shall be entitled at any time to review, alter or terminate the delegation or the terms thereof.
  - (v) the Company shall be bound to review the arrangements for delegation at intervals but so that any failure by the Company to undertake such reviews shall not invalidate the delegation.
- (cc) The Company shall be liable for any failure to take reasonable care in choosing the Managers; fixing or enforcing the terms upon which the Managers are employed; requiring the remedy of any breaches of these terms and otherwise supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers."

(c) That Article 2.2 should be deleted and replaced by the following:-

"2.2 The members of the Board for the time being together with such person nominated to the Board by the Council of Mansfield College Oxford".

(d). That Article 3.1(c) should be deleted and replaced by the following:-

"3.1(c) Two persons appointed to the Board by the Board of Aston-Mansfield Charitable Trust (Charity Registration Number 208155).

Resolution passed at Special  
Board Meeting held on 19 September  
2000.

C. R. Harper

COMPANY SECRETARY

23/9/00