

Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* Community Technical Aid Centre Centre Ltd

* insert full
name of Company

I, Patrick Menzies

of 'Beverley'

22 Hill Top Rd

Warrington WA4 2EY

† delete as
appropriate

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~][†]
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)][†] and that all the requirements of the above Act 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
provisions of the Statutory Declarations Act 1835

Declared at Manchester

Declarant to sign below

the 12th day of MARCH

One thousand nine hundred and NINETY TWO

before me KJ A O'Keefe (Solicitor)

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

**NORTH MANCHESTER LAW CENTRE
PAGET ST., MANCHESTER M10 7UX**

COMPANIES HOUSE
13 MAR 1992
M 73

Presentor's name address and
reference (if any):

Patrick Menzies
Beverley
22 Hill Top Rd
Warrington WA4 2EF

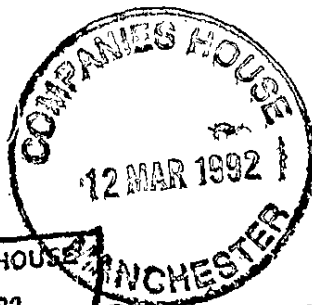
For official Use
New Companies Section

Post room

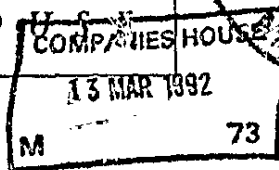




C O M P A N I E S H O U S E



10



**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

CN

2699192

For official use

E

Company name (in full)

COMMUNITY TECHNICAL AID CENTRE LTD

Registered office of the company on
incorporation.

RO

3rd Floor, 11-13 Spear St,

Post town Manchester

County/Region

Postcode M1 1JU

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.



Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

7

To whom should Companies House
direct any enquiries about the
information shown in this form?

Patrick Menzies

CTAC, 3rd Floor, 11-13 Spear St,

Manchester

Postcode M1 1JU

Telephone 061 236 5195

Extension

Company Secretary (See notes 1 - 5)

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS	Secretary	
	Patrick	
	Menzies	
AD	Beverley	
	22 Hill Top Road	
	Post town	Warrington
	County/Region	Cheshire
	Postcode	WA4 2EF
	Country	England
I consent to act as secretary of the company named on page 1		
Signed	<i>P. Menzies</i>	Date 10/3/92

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

*** Voluntary details**

Consent signature

CD	MR.	
	JOHN EDMOND	
	BEASLEY	
AD	31, ST. ALBANS STREET	
	ROCHDALE, L	
	Post town	ROCHDALE
	County/Region	LANCASHIRE
	Postcode	OL16 10T
	Country	ENGLAND
DO	01/12/219	Nationality NA BRITISH
OC	OPTICIAN	
OD	NIL	
I consent to act as director of the company named on page 1		
Signed	<i>J. Beasley</i>	Date 10/3/92

Directors (continued)

(See notes 1 - 5)

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

*** Voluntary details****Consent signature**

Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

CD	Doctor	
	CHATTERJEE	
	SATYA SARAN	
	CBE, I.P. FRCR	
AD	MAREH	
	20 Macclesfield Rd	
	Wilowood	
	Post town	
	County/Region Cheshire	
	Postcode SK9 2AE	Country Cheshire
DD	11/07/21	Nationality NA British
OC	Consultant Physician	
OD	Telethon, OJA and Revue Ltd	
I consent to act as director of the company named on page 1		
Signed	Date 10/3/91	

Signature of agent on behalf of all subscribers	Date
-------------------------------------------------	------

Signed	J. Beasley	Date	11/3/92
Signed	J. Chatterjee	Date	11/3/92
Signed	B. Sell	Date	11/3/92
Signed	R. S. Finlay	Date	11/3/92
Signed	Nancy Johnson	Date	11/3/92
Signed	Chatterjee S.	Date	11/3/99

Company Secretary (See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS

AD

Post town

County/Region

Postcode

Country

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

Consent signature

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

AD

DO

OC

OD

MR

ROBERT JOHN

FINLAY

20, DUNROBIN DRIVE

EUXTON

Post town

CHORLEY

County/Region

LANCASHIRE

Postcode

PR7 6NE

Country

ENGLAND

Date of birth

27/03/51

Nationality

NA

BRITISH

Business occupation

LANDSCAPE ARCHITECT / POLYTECHNIC LECTURER

Other directorships

EUROPEAN LOCAL ENVIRONMENTAL

INFORMATION CLEANING HOUSE (ELECH)

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

* Voluntary details

Consent signature

Signed

R.S. Finlay

Date

16-2-92.

Company Secretary (See notes 1 - 5)

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CS	
AD	
Post town	
County/Region	
Postcode	Country
I consent to act as secretary of the company named on page 1	
Signed	Date

CD	MR
	ROGER
	FOREMAN
AD	LINGARD HOUSE, HIGH STREET
	ELSWICK
Post town	PRESTON
County/Region	LANCASHIRE
Postcode	PR4 3ZB
Country	ENGLAND
DO	3 1 0 5 4 4
Nationality	NA BRITISH
OC	PLANNING CONSULTANT
OD	PARK CUERDEN VALLEY, TRUSTEE
I consent to act as director of the company named on page 1	
Signed	Date 6.2.92

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS	<input type="text"/>
	<input type="text"/>
	<input type="text"/>
	<input type="text"/>
	<input type="text"/>
AD	<input type="text"/>
	<input type="text"/>
	<input type="text"/>
Post town	<input type="text"/>
County/Region	<input type="text"/>
Postcode	<input type="text"/>
Country	<input type="text"/>
I consent to act as secretary of the company named on page 1	
Signed	Date

Consent signature

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD	MR
	DAVID ALBERT
	HINKINS
	MEMBER OF THE INSTITUTE OF FUNDRAISING MANAGERS
	NONE
	NONE
AD	<input type="text"/>
	10 GREENWAY DRIVE
Post town	MOSSLEY
County/Region	LANCASHIRE
Postcode	OL5 0QE
Country	ENGLAND
Date of birth	DO 25 12 44
Nationality	NA ENGLISH
Business occupation	OC GENERAL MANAGER
Other directorships	OD
I consent to act as director of the company named on page 1	
Signed	Date

* Voluntary details

Consent signature

Signed

Date

6th February 1992

Company Secretary (See notes 1-5)

Name ☐ *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**Directors** (See notes 1-5)

Please list directors in alphabetical order.

Name ☐ *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CS	
AD	
Post town	
County/Region	
Postcode	Country
I consent to act as secretary of the company named on page 1	
Signed	Date

CD	
	NAOMI
	JOHNSON
AD	21, HYTHE ROAD.
	CHEADLE HEATH.
Post town	STOCKPORT
County/Region	CHESTER
Postcode	SK3 0TQ
Country	
DO	117 13 43
Nationality	NA
OC	PROJECT DIRECTOR. THE SAVE THE CHILDREN FUND
OD	
I consent to act as director of the company named on page 1	
Signed	Naomi Johnson
Date	13.2.92.

Company Secretary (See notes 1 - 5)

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS	
AD	
Post town	
County/Region	
Postcode	Country
I consent to act as secretary of the company named on page 1	
Signed	Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD	
Forenames	BERNARD
Surname	SELY
*Honours etc	—
Previous forenames	—
Previous surname	—
AD	127 PLATT LANE
	FALLOWFIELD
Post town	MANCHESTER
County/Region	
Postcode	M14 7BQ
Country	
DO	117012416
Nationality	NA BRITISH
OC	COUNCILLOR MANCHESTER CITY COUNCIL
OD	—
I consent to act as director of the company named on page 1	
Signed	B. Selly
Date	7.2.92.

Company Secretary (See notes 1 - 5)Name ☐ *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**CS****AD**

Post town

County/Region

Postcode

Country

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

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ☐ *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CD****AD**

Post town

County/Region

Postcode

Country

DO

06

12

31

7

Nationality

NA

BRITISH

OC

MANCHESTER

NON EXEC DIRECTOR

OD

MANCHESTER COMMUNITY TRUST HOSPITALS

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

Signed

Date

17. 2. 92.

Company Secretary (See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS**AD**

Post town

County/Region

Postcode

Country

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

Consent signature

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD**AD**

Post town

County/Region

Postcode

Country

Date of birth

DO

Nationality

NA

Business occupation

OC

Other directorships

OD

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

* Voluntary details

Consent signature

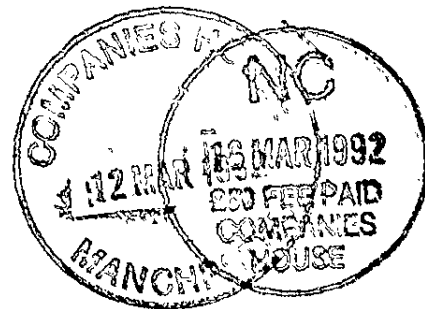
Signed

Date

2649192

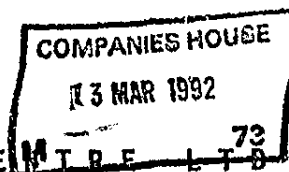
THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION
OF

COMMUNITY TECHNICAL AID CENTRE LTD



1 The name of the Company (hereinafter called "the Association") is COMMUNITY TECHNICAL AID CENTRE LTD.

2 The registered office of the Association will be situated in MANCHESTER, England.

3 The Association is established to advance any Charitable purpose for the benefit of the public in Greater Manchester and elsewhere by the provision of architectural, landscaping and similar services to charitable organisations seeking to develop and implement environmental, social, educational and employment projects.

And the Association shall have and may exercise in furtherance of its said objects but not further or otherwise all or any of the following powers that is to say :-

- (1) To provide advice, information and assistance in any manner to the community in furtherance of such schemes and in particular by affording advice information or assistance on legal, architectural, or technical matters of any kind, including matters relating to sites, plans, schemes of urban renewal or redevelopment, finance, services, materials and construction.
- (2) To develop an understanding of all the processes affecting community initiative in the environment, particularly in the inner areas, and to use this understanding to advise policy makers and to show where current policies may be improved.
- (3) To help community organisations participate effectively in the decision making process which shape local environments.
- (4) To act as advisers to community groups and voluntary organisations, institutions, associations and individuals and to initiate joint ventures with other associations.
- (5) To enter into partnership arrangements with any local authorities, municipal local or otherwise.
- (6) To employ such persons as may be required for the efficient and proper carrying out the Association's activities.

71505

- (7) To invest the money of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (8) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary for the purposes of the Association, and subject to lawful consents to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association.
- (9) To amalgamate with any other charitable organisations having objects altogether or in part similar to those of this Association and which by their constitution prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on this Association.
- (10) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the organisations with which this Association is authorised to amalgamate.
- (11) To print and publish any newspapers, periodicals, books or leaflets necessary for the promotion of the Association's objects.
- (12) To construct, maintain and alter any buildings or works necessary for the purposes of the Association.
- (13) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- (14) Subject to such lawful consents to borrow and raise money for the purposes of the Association in such manner as the Association may think fit, provided that the Association may not enter into any form of permanent trading.
- (15) To undertake and execute any charitable trusts which will further any of the objects of the Association.
- (16) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the charitable organisations with which this Association is authorised to amalgamate.
- (17) To do all such other lawful things as are necessary to the attainment of the above 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) 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 such property the Council of Management 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 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 but they shall as regards any such property be subject jointly and separately to such control or 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 this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association and no member of its Council of Management 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) 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 at a reasonable and proper rate per annum not exceeding 2% less than the published Base Lending Rate of a clearing bank to be selected by the Council of Management.
- (c) To any member of its Council of Management of reasonable out-of-pocket expenses.
- (d) To a company of which a member of the Council of Management may be a member holding not more than one hundredth part of the capital of such company.

5 The liability of the members is limited.

6 Every member of Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while s/he is member, or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the Association contracted before s/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 among themselves, such amount as may be required not exceeding one pound.

7 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 among 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 among its or their members to an extent at least as great as is 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 other charitable object.

SIGNATURES OF MEMBERS

..... <i>J. Beasley</i>	John Edmund Beasley
..... <i>S. S. Chatterjee</i>	Dr S S Chatterjee
..... <i>R. S. Finlay</i>	Robert John Finlay
..... <i>Roger Foreman</i>	Roger Foreman
..... <i>David Albert Hinkins</i>	David Albert Hinkins
..... <i>Naomi Johnson</i>	Naomi Johnson
..... <i>Bernard Selby</i>	Bernard Selby
..... <i>Roy Walters</i>	Roy Walters
..... <i>Stephen Clement Young</i>	Stephen Clement Young
..... <i>Patrick Menzies</i>	Patrick Menzies, Company Secretary

Witness :-

Signature

..... *A. S. Attard*
 12 BELLAIR ROAD
 HAWTHORN
 HAMPS PG42RL

Dated

..... 11th March 1992

2nd March 1992

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

COMMUNITY TECHNICAL AID CENTRE LTD

INTERPRETATION

1. In these Articles :-

"the Act" means the Companies Act, 1985.

"the Committee" means the Management Committee of the Company.

"the Seal" means the common seal of the Company.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. The number of members with which the Company proposes to be registered is NINE, but the Committee may from time to time register an increase of members.

4. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Company.

5. An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have a right to be heard before a final decision is made.

6. Unless the members of the Committee or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 60 the Committee members may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than three.

COMPANIES HOUSE

13 MAR 1992

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GENERAL MEETINGS

7. The Company shall each year hold a General Meeting as its Annual General Meeting 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 Company and that of the next. Provided that so long as the Company 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 time and place as the Committee shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

8. The Committee 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 requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum, any member of the Committee or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

NOTICE OF GENERAL MEETINGS

9. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. Other meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company :

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed :-

(a) in the case of the Annual General Meeting, by all the members entitled to attend and vote; and

(b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meetings, being a majority together representing not less than ninety-five percent of the total voting rights at that meeting of all the members.

10. 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

11. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business : three members present in person or one-tenth of the membership, whichever is greater, shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine.

13. The chairman, if any, of the Committee shall chair every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to chair the meeting.

14. If at any meeting no Committee member is willing to act as chairman or if no Committee member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.

15. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. 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 on the declaration of the result of the show of hands) demanded :

(a) by the chairman; or

(b) by at least two members present;

or

(c) by any member or members present in person and representing not less than one-third of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

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

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 at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

VOTES OF MEMBERS

20. Every member shall have one vote.

21. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

22. Any Organisation which is a member of the Company may by resolution of its Committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

COMMITTEE OF MANAGEMENT

23. The maximum number of Committee members shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number. The minimum number of Committee members shall be three.

24. The Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

25. The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF THE COMMITTEE

26. The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

27. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed draw accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine.

28. The Committee shall cause minutes to be made

- (a) of all appointments of officers made by the Committee
- (b) of the names of the Committee members present at each Committee Meeting
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Committee

DISQUALIFICATION OF COMMITTEE MEMBERS

29. The office of Committee shall be vacated if the member :-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Committee member by reason of any order made under Section 295 of the Act; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (d) resigns his office by written notice to the Company; or
- (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act.

30. A Committee members shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ELECTION OF COMMITTEE MEMBERS

31. At the first and every subsequent Annual General Meeting of the Company one third of the Committee members shall retire from office.

32. A retiring Committee member shall be eligible for re-election.

33. The Company at the meeting at which a Committee member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Committee 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.

34. No person other than a Committee member retiring at the meeting shall unless recommended by the Committee be eligible for election to the Committee at any General Meeting unless, not less than three nor more than twenty-one days before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member qualified to attend 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 that person of his willingness to be elected.

35. The Company may from time to time by ordinary resolution increase or reduce the number of Committee members.

36. The Committee shall have power at any time to appoint any person to be a Committee member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Committee Members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

37. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act remove any Committee member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such members. The Company may by ordinary resolution appoint another person in place of a Committee member removed under this Article.

PROCEEDINGS OF THE COMMITTEE

38. The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Committee member may, and the secretary on the request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee Meeting to any member for the time being absent from the United Kingdom.

39. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be one-third of the membership of the Committee, subject to a minimum of three.

40. The Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.

41. The Committee may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting.

42. The Committee may delegate any of their powers to sub-committees consisting of such persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.

43. A Sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.

44. A Sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

45. All acts done by any meeting of the Committee or of a Sub-committee, or by any person acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a Committee member.

46. A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Committee members.

SECRETARY

47. Subject to Section 283 of the Act the secretary shall be appointed by the Committee for such term at such remuneration and upon such conditions as the Committee may think fit; and any secretary so appointed may be removed by it : Provided always that no Committee member may occupy the salaried position of secretary.

48. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Committee member and the secretary shall not be satisfied by its being done by or to the same person acting both as Committee members and as, or in place of, the secretary.

THE SEAL

49. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a sub-committee authorised by the Committee in that behalf and every instrument to which the seal shall be affixed shall be signed by a Committee member and shall be countersigned by the secretary or by a second Committee member or by some other person appointed by the Committee for the purpose.

ACCOUNTS

50. The Committee shall cause accounting records to be kept in accordance with Sections 221-222 of the Act.

51. The accounting records shall be kept at the registered office of the Company, or, subject to Section 227 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the officers of the Company.

52. The Committee 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 Company or any of them shall be open to the inspection of members not being Committee members, and no member (not being a Committee member) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in General Meeting.

53. The Committee shall from time to time in accordance with Sections 238-242 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

54. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and the Committee's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

55. Auditors shall be appointed and their duties regulated in accordance with Sections 384-392 of the Act.

NOTICES

56. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

57. Notice of every general meeting shall be given in any manner hereinbefore authorised to :-

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

(c) the auditor for the time being of the Company; and

(d) each Committee member.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

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

RULES OR BYE LAWS

59. (a) The Committee may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may be such Rules or Bye Laws regulate :

(i) The admission and classification of members of the Company, 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 Company in relation to one another, and to the Company's employees.

(iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purposes or purposes.

(iv) The procedure at general meetings and meetings of the Committee and Sub-committee in so far as such procedure is not regulated by these Articles.

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

(b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum of Articles of Association of the Company.

SIGNATURES OF MEMBERS

..... <i>J. Beasley</i>	John Edmund Beasley
..... <i>Dr S S Chatterjee</i>	Dr S S Chatterjee
..... <i>R. S. Finlay</i>	Robert John Finlay
..... <i>Roger Foreman</i>	Roger Foreman
..... <i>David Albert Hinkins</i>	David Albert Hinkins
..... <i>Naomi Johnson</i>	Naomi Johnson
..... <i>B. Selby</i>	Bernard Selby
..... <i>Roy Walters</i>	Roy Walters
..... <i>Stephen Clement Young</i>	Stephen Clement Young
..... <i>Patrick Menzies</i>	Patrick Menzies, Company Secretary

WITNESS :-

Signed

..... *[Signature]* A JATINDA
18 BELLAIR ROAD
MIRAMANT
MAYTS 109226

2nd March 1992

Dated

..... 11th March 1992

FILE COPY



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

No. 2699192

I hereby certify that

COMMUNITY TECHNICAL AID CENTRE LTD

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

Given under my hand at the Companies Registration Office,
Cardiff the 20 MARCH 1992

P. Bevan
P. BEVAN

an authorised officer