

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**Please do not  
write in  
this margin

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

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

To the Registrar of Companies

For official use

For official use

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2722134
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Name of company

\* IRCHIN TRUST LIMITED

\* insert full  
name of Company

I, LAWRENCE HOLDEN

of 1 DALE STREET

LIVERPOOL L2 2ET

† 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 LIVERPOOL

Declarant to sign below

the 4TH day of JUNE

One thousand nine hundred and NINETY TWO

before me

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

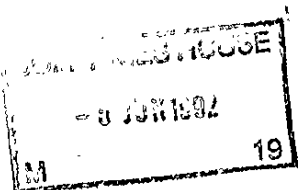
Presenter's name address and  
reference (if any):BRABNER HOLDEN  
1 DALE STREET  
LIVERPOOL L2 2ET

REF: LH

For official Use

New Companies Section

Post room





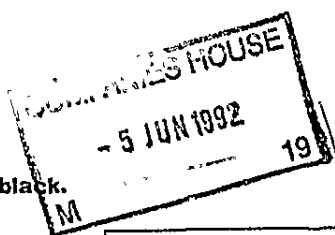
# 10

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CHA1

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

This form should be completed in black.



CN

2722134

For official use

P

Company name (in full)

IRCHIN TRUST LIMITED

Registered office of the company on  
incorporation.

RO

23A HAWTHORNE DRIVE

MESWALL

Post town WIRRAL

County/Region MERSEYSIDE

Postcode L61 6UP

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.

X

Name BRABNER HOLDEN

RA

1 DALE STREET

Post town LIVERPOOL

County/Region MERSEYSIDE

Postcode L2 2ET

Number of continuation sheets attached

3

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

BRABNER HOLDEN (REF LH)

1 DALE STREET

LIVERPOOL

Postcode L2 2ET

Telephone 051-236 5821

Extension 201

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.

44 Greyfriars Court  
Court Road  
Lewes, BN7 2RF  
Sussex

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

CS

JUDITH ELLEN  
TIMMS

BLAY

AD

'LINGMEL'

THURSTASTON ROAD

Post town HESWALL

County/Region WIRRAL

Postcode L60 6RY Country MERSEYSIDE

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

Signed

J. E. T. Date 15/4/92

CD

JOAN

DAVIES COOPER

AD

~~2A GALLOWES BANK~~ 44 Greyfriars Court

~~ABINGER PLACE~~ Court Road

Post town LEWES

BN7 2RF

County/Region SUSSEX

Postcode BN7 2RF

Country ENGLAND

DO 120814

Nationality NA BRITISH

CC

RESEARCHER

OD

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

Signed

J. L. Cooper

Date

10

**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

MARY PHILLIDA

TUDOR-SAWBRIDGE

AD

55 ANTRIM MANSIONS

ANTRIM ROAD

Post town LONDON

County/Region

Postcode NW3 4XU

Country ENGLAND

DO 07 06 34

Nationality NA BRITISH

OC

DIRECTOR OF POST ADOPTION CENTRE

OD

BRITISH AGENCIES FOR ADOPTION &amp; FOSTERING

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

Signed

M.P.T. Sawbridge

Date 11<sup>th</sup> February 1992

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

MALCOLM STUART

PAYNE

AD 157 BOLTON ROAD

Post town EDGWORTH

County/Region BOLTON

Postcode BL7 OAF Country ENGLAND

DO 13 06 47 Nationality NA BRITISH

OC LECTURER

OD VOLUNTEER CENTRE (UK)

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

Signed Date 29th Jan 1992

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**

MARIANNE JUNE

STEVENSON

RIGBY

**AD**

1 BARCHESTON ROAD

Post town

CHEADLE

County/Region

CHESHIRE

Postcode

SK8 1LJ

Country

ENGLAND

**DO**

230622

Nationality

**NA**

BRITISH

**OC**

RETIRED UNIVERSITY TEACHER

**OD**

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

Signed

Marianne J. Stevenson

Date

5.5.92

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

CHRISTINA MARGARET

LYON

AD

54 CROMPTONS LANE

Post town

LIVERPOOL

County/Region

MERSEYSIDE

Postcode

L18 3EX

Country

ENGLAND

DO

1121152

Nationality

NA

BRITISH

OC

PROFESSOR OF LAW

OD

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

Signed

Christina M. Lyon

Date

30th January 1992

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers

Date

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.

Signed

J. Cooper

Date

10th February 1992

Signed

W. L. L. L.

Date

28th January 1992

Signed

M. P. T. Sawbridge

Date

12th February 1992

Signed

Thomas J. Stevenson

Date

15 February 1992

Signed

Christina M. Lyon

Date

30th January 1992

Signed

J. E. E.

Date

13th May 1992

THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION  
OF  
IRCHIN TRUST LIMITED

- 1 The name of the Company (hereinafter called "the Association") is Irchin Trust Limited
- 2 The registered office of the Association will be situate in England.
- 3 The objects of the Association are:-
  - (a) To relieve children who are in need of care or protection by the provision of advice representation assistance legal and other services for the benefit of such children as aforesaid but which would not otherwise be available either by reason of their own circumstances or because of the poverty of their parents guardians foster parents or those otherwise responsible for their care and protection
  - (b) To advance the education of the public on all aspects of child care law and social work practice
  - (c) To initiate promote and carry out research into the upbringing education care and protection of children and to evaluate research material whether initiated by the Trust or not and to disseminate information likely to be for the benefit of the welfare of children

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

- (A) raise funds and invite and receive contributions from any person or persons whatsoever by way of loan, subscription, donations, and otherwise
- (B) co-operate and collaborate with voluntary bodies and statutory authorities operating in similar charitable fields and to exchange information and advice
- (C) arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, seminars and training



- (D) undertake research
  - (E) 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
  - (F) 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
  - (G) undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
  - (H) 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.
  - (I) 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.
  - (J) 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.
  - (K) do all such other lawful things as are necessary to the attainment or 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 objects 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 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 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,
  - (f) of reasonable and proper remuneration to the Director appointed as provided in the Articles of Association
- 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 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 charitable object.

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

---

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

*Malcolm Stuart Payne*  
.....

MALCOLM STUART PAYNE  
157 BOLTON ROAD  
EDGORTH  
BOLTON  
BL7 0AF

Lecturer

*Christina Margaret Lyon*  
.....

CHRISTINA MARGARET LYON  
54 CROMPTONS LANE  
LIVERPOOL  
L18 3EX

Professor of Law

*Joan Davies Cooper*  
.....

JOAN DAVIES COOPER  
2A GALLEWS BANK  
ABINGER PLACE  
LEWES  
SUSSEX  
BN7-2QA

Researcher

*44 Greyfriars Court,  
Court Road,  
Lewes,  
Sussex BN4 2RF*

*M.P.T. Sawbridge*  
.....

MARY PHILLIDA TUDOR SAWBRIDGE  
55 ANTRIM MANSIONS  
ANTRIM ROAD  
LONDON  
NW3 4XU

Director of Post Adoption Centre

*Marianne J. Stevenson*

MARIANNE JUNE STEVENSON  
1 BARCHESTON ROAD  
CHEADLE  
CHESHIRE  
SK8 1LJ

Retired University Teacher

DATED this 13<sup>th</sup> ~~May~~ <sup>JULY</sup> day of May 1992

WITNESS to the above signatures- *JT* *ET*

Name: JUDITH TIMMS

Address: Lingwell, Thurstaston Road Herwall  
Widral L60 6RY.

Occupation: Director of Education.

THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
IRCHIN 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 Board	The Board of Trustees 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 Association is established for the purposes expressed in the Memorandum of Association.
- 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 Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
- 6 (a) The Board of Trustees shall have power to admit to membership such persons, being either individuals (including the nominees of any body corporate or unincorporate) of, Societies, Companies and Local Authorities (being bodies corporated) provided that the Board of Trustees shall at its first meeting and thereafter from time to time lay down its policy upon the admission of members to the Association;  
  
(b) No person shall be admitted to membership of the Association unless he shall have signed and delivered to the Secretary an application for membership in such form as the Board of Trustees may from time to time prescribe containing an agreement by him to be bound by the provisions of the Memorandum and Articles of Association of the Association and such other requirements as the Board of Trustees may from time to time determine provided always that the Board of Trustees shall have full and absolute power and authority to refuse any application for membership without being bound to give any reason for such refusal;  
  
(c) On admission by the Board of Trustees of any such person to membership his name shall thereupon be entered on the Register of Members;  
  
(d) Any Member may be elected as a nominee or representative of any corporate or unincorporated body;  
  
(e) The Board of Trustees shall have power to determine and levy a subscription to be payable by members.
- 7 Any member may be removed from the Association by a resolution of the Board passed by a majority of at least three-fourths of the members of the Board present and voting at a special Board 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 Board and to every other person who is entitled to receive notice of Meetings of the Board. 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 Board at the meeting.

- 8 Subject as aforesaid the Board 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 Board, 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 Board 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 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 Board and of the Auditors, the election of members of the Board 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. 5 members or one tenth of the total membership (whichever is the higher) 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 Board may determine.
- 17 The Chairman (if any) of the Board 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 Board, or if no such member be present, or if all members of the Board 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 officer 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 of 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 of  
hereby appoint  
of  
and failing him,  
of  
to vote for me and on my 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

19

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

#### BOARD OF TRUSTEES

- 31 The number of members of the Board shall not be less than 5 and until otherwise determined by a general meeting more than 9.
- 32 The first members of the Board shall be the subscribers to the Memorandum of Association.
- 33 The Board may from time to time and at any time appoint any member of the Association as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, 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 Board 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 Board.

#### POWERS OF THE BOARD

- 35 (a) The business of the Association shall be managed by the Board 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 do 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 Board which would have been valid if such regulation had not been made.

- (b) The Board shall have power to appoint and pay reasonable remuneration to any person as the Director of the Association and may delegate to such person the day to day management of the Association. Such a person will not be a member of the Board.
- (c) In so far as the Association appoints any independent representatives for the purposes of carrying out its charitable objectives, particularly in relation to the representations for the benefit of children in court proceedings, complaints procedures or on behalf of children confined in secure units, such representatives shall be appointed and accredited by the Board of Trustees at full meetings, convened in accordance with Article 46 and not in any other manner.
- (d) All cheques and other negotiable instruments, all receipts for money paid to the Association be signed drawn accepted, endorsed or otherwise executed, as the Board shall from time to time determine.

- 36 The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board 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 Board 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 Board 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 Board 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 Board.

#### THE SEAL

- 38 The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board 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 purchaser 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 BOARD

- 39 The office of a member of the Board shall be vacated:-
- (A) If a receiving order is made against him or he makes any arrangement 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 sections 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 BOARD

- 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 Board 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 Board 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 Board shall be eligible for re-election.
- 42 The Association may, at the meeting at which a member of the Board 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 Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board 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 Board, 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 Board before the expiration of his period of office provided that the individual member concerned shall have the right to be heard by the Board before a final decision is made, 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 BOARD

- 46 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business but this shall never be less than 3, 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 Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 48 The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board 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 Board present shall choose one of their number to be Chairman of the meeting.

- 49 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.
- 50 The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Such sub-committee shall report fully and promptly to the Board. Not more than two persons other than members of the Board shall serve on any such committee.
- 51 All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
- 52 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 53 A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as it had been passed at a meeting of the Board or of such committee duly convened and constituted.

#### ACCOUNTS

- 54 The Board 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 Board shall think fit, and shall always be open to the inspection of

the officers of the Association.

- 56 The Board 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 any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting.
- 57 At the Annual General Meeting in every year the Board 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 Board 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 Board 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 an 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 proving 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.

#### PRESIDENT

- 63 The Board may appoint any person to be the President and any person or persons to be Vice President or Patron of the Association for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointment be Directors or Members of the Association.

#### DISSOLUTION

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

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Director of Post Adoption Centre

*Marianne J. Stevenson*

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SK8 1LJ

Retired University Teacher

DATED this 13 Th day of May 1992

WITNESS to the above signatures-

Name: JUDITH TIMMS

Address: Lingmel Thurstaston Road  
Heswall Wirral L60 6PY

Occupation:

Director IRCHIN.



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

No. 2722134

I hereby certify that

**IRCHIN TRUST LIMITED**

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 10 JUNE 1992

  
P. BEVAN

an authorised officer