




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

Company No. 2911949

The Registrar of Companies for England and Wales hereby certifies that
AGE CONCERN NEWHAM TRADING COMPANY LIMITED

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

Given at Companies House, Cardiff, the 23rd March 1994


MRS. L. EVANS

For the Registrar of Companies



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

G

COMPANIES FORM No. 12

**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

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

To the Registrar of Companies
(Address overleaf)

For official use

For official use

[] [] [] [] [] [] [] []

[] [] [] [] [] [] [] []

Name of company

* insert full
name of Company

*
AGE CONCERN NEWHAM TRADING COMPANY LIMITED

I, GRAHAM MICHAEL COWAN

of 16 GLOUCESTER ROAD

NEW BARNET

HERTS EN5 1RT

† 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 18 BATTERDALE

OLD HATFIELD

HERTS AL9 5JF

the 16th day of March

One thousand nine hundred and NINETY FOUR.

before me

J.P. MIDDLESEX

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

Declarant to sign below

Graham Michael Cowan

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

For official Use

New Companies Section

Post room



COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN

For official use

AGE CONCERN NEWHAM TRADING COMPANY LIMITED

Registered office of the company on
incorporation.

RO

ACI HOUSE, TORRINGTON PARK

NORTH FINCHLEY

Post town LONDON

County/Region

Postcode N12 9SZ

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 ACCESS COMPANY FORMATIONS

RA

ACI HOUSE, TORRINGTON PARK

NORTH FINCHLEY

Post town LONDON

County/Region

Postcode N12 9SZ

Number of continuation sheets attached

☐

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

ACCESS COMPANY FORMATIONS

ACI HOUSE, TORRINGTON PARK,

NORTH FINCHLEY LONDON Postcode N12 9SZ

Telephone 081 445 6655

Extension 22

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.

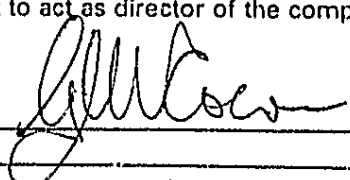
Date of birth

Business occupation

Other directorships

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

CS	MR
	ROBERT
	CONWAY
	NONE
	NONE
	NONE
AD	18 BARNWELL HOUSE
	ST GILES ROAD
	Post town LONDON
	County/Region
	Postcode SE5 7RP
	Country
I consent to act as secretary of the company named on page 1	
Signed	
	Date 16.3.94

CD	MR
	GRAHAM MICHAEL
	COWAN
	NONE
	NONE
	NONE
AD	16 GLOUCESTER ROAD
	NEW BARNET
	Post town
	County/Region HERTS
	Postcode EN5 1RT
	Country
DO	1 8 0 6 4 3
	Nationality NA BRITISH
OC	COMPANY DIRECTOR
OD	ACCESS COMMERCIAL INVESTIGATORS LIMITED
	ACCESS COMPANY INFORMATION LIMITED
I consent to act as director of the company named on page 1	
Signed	
	Date 16.3.94

Signature of agent on behalf of all subscribers Date 16.3.94

29 11949.



The Companies Acts 1985-1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

AGE CONCERN NEWHAM TRADING COMPANY LIMITED

1. The name of the Company is "Age Concern Newham Trading Company Limited".
2. The registered office of the Company shall be situate in ~~England~~ and Wales.
3. The object of the Company is to carry on business as a general commercial company-

and therefore in accordance with section 3A of the Companies Act 1985 the object of the Company is to carry on any trade or business whatsoever and the Company has power to do all things as are incidental or conducive to the carrying on of any trade or business by it PROVIDED THAT the Company shall carry on business primarily within the area of benefit of Age Concern Newham.


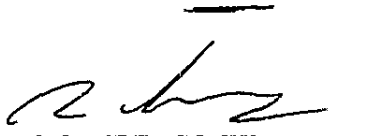

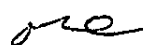
In particular, but without prejudice to the generality of the above, the Company's objects including soliciting or otherwise procuring money or other property for the benefit of Age Concern Newham and the Company shall have the power to donate proceeds from any of the aforementioned trades or businesses to charitable institutions of every and any description.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 Ordinary Shares of £1 each.

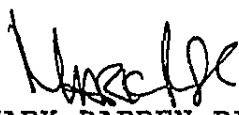
579925

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
<div data-bbox="201 622 766 900"> GRAHAM MICHAEL COWAN 16 GLOUCESTER ROAD NEW BARNET HERTS EN5 1RT</div> <div data-bbox="175 996 542 1276"> ROBERT CONWAY 18 BARNWELL HOUSE ST. GILES ROAD LONDON SE5 7RP</div>	<div data-bbox="1117 716 1236 772"> ONE</div> <div data-bbox="1117 1064 1260 1153"> ONE</div>

DATED The 11th day of MARCH 1994

WITNESS to the above signatures:-


MARK DARREN PAYNE
63 SAVERNAKE ROAD
MEADOWCROFT
AYLESBURY
BUCKS
HP19 3LR

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

AGE CONCERN NEWHAM TRADING COMPANY LIMITED

PRELIMINARY

1. (1) The regulations in Table A in the Companies (Tables A - F) Regulations 1985 (hereinafter called Table A) shall apply to the Company so far as the same are not excluded or varied hereby.
- (2) Regulations 8, 50, 73-77, 109 and 118 in Table A shall not apply to the Company.
- (3) Regulations 46, 66 and 79 in Table A shall be amended as hereafter specified..
- (4) References in Table A and in these Articles to "these Regulations" shall be construed as references to the regulations of the Company for the time being in force whether contained in Table A or in these Articles.

PRIVATE COMPANY

2. The Company is a private company and accordingly the Company shall not:-
 - (i) offer to the public (whether for cash or otherwise) any shares in or debentures of the Company; or
 - (ii) allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

INTERPRETATION

3. In these Articles:-
 - (a) unless the context otherwise requires, "paid up" in relation to a share, means paid up or credited as paid up.
 - (b) words or expressions the definitions of which are contained or referred to in the Companies Act 1985 shall be construed as having the meaning thereby attributed to them but excluding any statutory modification thereof not in force on the date of adoption of these Articles.

- (c) words importing the singular shall include the plural and vice versa, words importing the masculine shall include the feminine and neuter and vice versa, and words importing persons shall include bodies corporate, unincorporated associations and partnerships.
- (d) references to Articles are references to these Articles and references to paragraphs and sub-paragraphs are, unless otherwise stated, references to paragraphs of the Article or references to sub-paragraphs of the paragraph in which the reference appears.

SHARES

- 4. (1) Subject to Section 80 of the Act, all unissued shares shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper PROVIDED THAT no shares shall be issued at a discount AND THAT no such allotment, granting of options or other disposal shall take place without the consent of all the members for the time being of the Company. Such consent may be given at any general meeting or by written resolution in accordance with Regulation 53 of Table A.
- (2) Section 89(1) and sub-sections (1) to (6) of Section 90 of the Act shall not apply to the Company.

LIENS

- 5. (1) The Company shall have a first and paramount lien on every Ordinary Share (whether or not it is a fully paid Ordinary Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Ordinary Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on an Ordinary Share shall extend to any dividend or other amount payable in respect of it.
- (2) Regulation 8 of Table A shall not apply.

TRANSFER OF SHARES

- 6. No Share or beneficial interest in a Share in the Company shall be transferred without the consent of all the members for the time being of the Company. Such consent may be given at any general meeting or by written resolution in accordance with Regulation 53 of Table A.

PROCEEDINGS AT GENERAL MEETINGS

7. (1) At any general meeting a poll may be demanded by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

(2) The chairman of a general meeting shall not be entitled to a second or casting vote. Regulation 50 of Table A shall not apply.

(3) Any written resolution of the members may, in the case of a corporation, be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative.

VOTES OF MEMBERS

8. (1) An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative.

(2) The instrument appointing a proxy to vote at a meeting shall ~~be~~ deemed also to confer authority to vote on a poll on the election of a chairman and on a motion to adjourn the meeting.

ALTERNATE DIRECTORS

9. An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company direct, and the first sentence of Regulation 66 of Table A shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

10. The Directors shall not be subject to retirement by rotation and accordingly Regulations 73 to 77, the second and third sentences of Regulation 79 and all other references in Table A to retirement by rotation shall be disregarded.

REMOVAL OF DIRECTORS

11. The office of a director shall be vacated with immediate effect on receipt by the Secretary of written notice signed by all the members for the time being of the Company.

BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and

subject as otherwise provided in these Articles 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.

ACCOUNTS AND INFORMATION

13. (1) Every member shall be entitled, either himself or through his agents duly authorised in writing, during the Company's normal hours of business to inspect and take copies of the books of account and all other records and documents of the Company and each of its subsidiaries on giving not less than 48 hours, written notice to the secretary (or, if there is none for the time being, the chairman). The Company shall give each such member all such facilities as he may reasonably require for such purposes including the use of copying facilities. The Company may make a reasonable charge for any copies taken but otherwise shall not charge for any facilities requested as aforesaid.

(2) Regulation 109 of Table A shall not apply.

INDEMNITY AND INSURANCE

14. (1) Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act of omission in which relief is granted to him by the Court.

(2) Regulation 118 of Table A shall not apply.

(3) The Company may purchase and maintain for any officer or auditor of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS



GRAHAM MICHAEL COWAN
16 GLOUCESTER ROAD
NEW BARNET
HERTS
EN5 1RT



ROBERT CONWAY
18 BARNWELL HOUSE
ST. GILES ROAD
LONDON
SE5 7RP

DATED The 11th day of MARCH 1994

WITNESS to the above signatures:-



MARK DARREN PAYNE
63 SAVERNAKE ROAD
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HP19 3LR