

FILE COPY



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

Company No. 3455469

The Registrar of Companies for England and Wales hereby certifies that
CHEFSPOT LTD

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 27th October 1997



N03455469N

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC007B



12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full



CHEFSPOT LIMITED

I, FNCS Secretaries Limited

of 16 Churchill Way, Cardiff, CF1 4DX

† Please 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 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Cardiff

the

1st

day of

October

One thousand nine hundred and ninety

Seven

• Please print name.

before me •

A. J. B. FORSTER

Signed

Date

1/10/1997

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

First National Corporate Services Limited

16 Churchill Way, Cardiff CF1 4DX

Tel 01222 229080

DX number 33018 DX exchange Cardiff

Companies House receipt date barcode

Form revised March 1995

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

First directors and secretary and intended situation of registered office

Please complete
or in bold black capitals.

Notes on completion appear on final page

Company Name in full

CHEFSPOT LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

16 Churchill Way

Post Town

Cardiff

County/Region

Postcode

CF1 4DX

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

X

First National Corporate Services

Address

16 Churchill Way

Post Town

Cardiff

County/Region

Postcode

CF1 4DX

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available
a DX number and Exchange of
the person Companies House should
contract if there is any query.

First National Corporate Services

16 Churchill Way

Cardiff CF1 4DX

Tel

01222-229080

DX number 33018

DX exchange

Cardiff

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland


DX235 Edinburgh

Company Secretary (See notes 1-5)

Company name			
NAME	*Style/title		*Honours etc
Forenames			
Surname		FNCS Secretaries Limited	
Previous forenames		N/A	
Previous surname		N/A	
Address		16 Churchill Way	
Usual residential address			
For a corporation, give the registered or principal office address.			
Post town		Cardiff	
County / Region		Postcode	CF1 4DX
Country			

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

Consent signature



Date

1-10-97

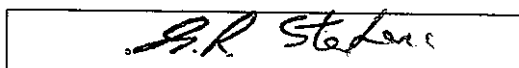
Directors (See notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc	
Forename(s)				
Surname		FNCS Limited		
Previous forename(s)		N/A		
Previous surname(s)		N/A		
Address		16 Churchill Way		
Usual residential address				
For a corporation, give the registered or principal office address.				
Post town		Cardiff		
County / Region		Postcode	CF1 4DX	
Country		Wales		
Day		Month	Year	
Date of birth			Nationality	
Business occupation				
Other directorships				

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

Consent signature



Date

1-10-97

Directors (continued) (see notes 1 - 5)

NAME	*Style/title	<input type="text"/>	*Honours etc	<input type="text"/>
*Voluntary details	Forenames	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
	Address	<input type="text"/>		
Usual residential address		<input type="text"/>		
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
		<input type="text"/>		
	Day	Month	Year	
Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality <input type="text"/>
Business occupation	<input type="text"/>			
Other Directorships	<input type="text"/>			
	<input type="text"/>			
I consent to act as director of the company named on page 1				
Consent signature	<input type="text"/>			Date <input type="text"/>

This section must be signed by			
Either			
an agent on behalf	Signed	<input type="text"/>	Date <input type="text"/>
of all subscribers			
Or the subscribers	Signed	<input type="text"/>	Date <input type="text"/>
(i.e those who signed	Signed	<input type="text"/>	Date <input type="text"/>
as members of the			
memorandum or	Signed	<input type="text"/>	Date <input type="text"/>
association).			
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,

- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for each individual director.

4. Other Directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years,** when the person was a director, **was:**

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

3455469

THE COMPANIES ACTS 1985 and 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

852915
852915

MEMORANDUM OF ASSOCIATION OF
CHEFSPOOT LTD



1. The Company's name is Chefsport (and in this document it is called "the Charity")
2. The Charity's registered office is to be situated in England and Wales
3. The Charity's objects ("the Objects") are
 - 3.1 To promote the relief and education of persons who are disabled by the provision equipping, operation and maintenance of a catering workshop and ancillary facilities for the employment and or vocational training of such persons. The relief of the disabled by the provision of specialised information, counselling and or advice to disabled persons seeking employment and or vocational training.
 - 3.2 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:-
 - 3.3 to secure and pay for the services of teachers, lecturers, advisers, demonstrators and other persons so as to provide and improve the services provided.
 - 3.4 to establish and operate commercial and retail catering and distribution operations of all kinds so as to provide practical experience for workers and trainees.
 - 3.5 to arrange and provide training placements and opportunities for workers and trainees with outside companies and organisations and to provide support therefor by such ways and means as may be decided from time to time
 - 3.6 to provide training advice, guidance support and assistance to individuals and organisations in connection with the provision of catering services
 - 3.7 to promote and publicise the work of activities of the charity so as to raise awareness of it within the local and wider community.
 - 3.8 to provide accommodation and support for such trainees and workers for the charity as may from time to time seem suitable and convenient.
 - 3.9 to remain closely associated with the Social Services Department of Hereford and Worcester County Council in all matters relating to the general conduct of the charity and at all times to pay particular

attention to the needs, wishes and requirements of Widemarsh Workshop and all persons associated with it, and to pay particular regard to the need to make the resources and facilities of the charity available for the use and benefit of the disabled.

- 3.10 to draw, make, accept, endorse, discount, execute and issued promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- 3.11 to raise funds and to invite and receive contributions; provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations
- 3.12 to take any gift of property, whether subject to any special trust or not for any one or more of the objects of the company;
- 3.13 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- 3.14 to construct, maintain and alter and contract, arrange, procure and facilitate the construction maintenance and alteration of any houses, buildings, or works necessary or convenient for the purposes of the Company;
- 3.15 to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company 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 hereafter provided;
- 3.16 subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "The trustees" as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;
- 3.17 to establish subscribe to or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- 3.18 to co-operate with other charities, voluntary bodies and statutory authorities operating in futherence of the Objects or similar charitable purposes and to exchange information and advice with them;
- 3.19 to print and publish and contract, arrange, procure and facilitate the printing and publishing of any newspapers, periodicals, books or leaflets that the Company may from time to time think desirable for the promotion of its objects;
- 3.20 to invest the monies of the Company not immediately required for its

purposes in or upon such investments securities or property as may from time to time be thought fit, and to vary and transpose such investments, securities or property subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed by law and subject also as hereinafter provided;

- 3.21 to undertake and execute any trusts for any agency business or activity which may from time to time seem directly or indirectly conducive to any of the objects of the Company; and to set up any trading company or companies for this purpose;
- 3.22 to pay out of the funds of the Charity the costs, charges and expenses of the incidental to the formation and registration of the Charity
- 3.23 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 companies, institutions, societies, or associations with which the Company is authorised to amalgamate;
- 3.24 to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate;
- 3.25 to provide, promote, or take part in programmes of training and education, including seminars and conferences;
- 3.26 to do all such other lawful things as are necessary for the achievement of the Objects;
- 4. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity; Provided that nothing in this document shall prevent any payment in good faith by the Charity
 - 4.1 of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf; Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - 4.2 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a


trustee;

- 4.3 of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- 4.4 of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- 4.5 of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
- 4.6 to any trustee of reasonable out-of-pocket expenses.
5. The liability of the members is limited
6. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
7. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.
8. Words and phrases in this memorandum bear the meanings assigned to them in Clause 1 of the Articles of Association of the Charity.

We the persons whose names and addresses are written below, wish to be formed a company under this memorandum of association.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS continued ..

 M.J. LOW (MR) RETIRED
THE WILLOWS
30 CHELTENHAM RD, LITTLE BECKFORD, TENKESBURY, GLOS GL20 7AW.

B.D. Low B.D. LOW (MRS) RETIRED.

THE WILLOWS,
30 CHELTENHAM RD, LITTLE BECKFORD, TENKESBURY, GLOS. GL20 7AW

R.M. Marsh R.M. MARSH (MR.) CARE MANAGER
BLACKWELLS RESIDENTIAL CARE HOME,
210 WHITECROSS ROAD, HEREFORD, HR4 0DJ

DATED 1st October 1997

WITNESS TO THE ABOVE SIGNATURE:

Sarah May
Sheltwood Farm
Tardabigge
Bromsgrove
Worcestershire
B60 3EY.

Kay Beadlow
Arfyge
Abbeydore
Hereford
HR 2 0AA

THE COMPANIES ACTS 1985 and 1989
COMPANIES LIMITED by GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
CHEFSLOT LTD

Interpretation

1. In these articles:

"the Charity" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Charity;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including a joint, assistant or deputy secretary;

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; references to "writing" shall, unless the contrary intention appears, include printing, lithography, photography, facsimile transmission and all other modes of information or data transfer which are capable of

producing a copy of the information contained therein in permanent written form;

"Member" means a person admitted to membership under Clause 2(1) of these articles and shall include a duly authorised representative and an alternate;

"Duly authorised representative" means a person appointed by an organisation in the circumstances mentioned in Clause 24 and includes a substituted representative;

"Represented organisation" means an organisation the aims of which are consistent and compatible with those of the charity and which has had an application to become a member of the Charity accepted by the Charity;

"an alternate" means a person appointed in writing by an individual member to represent him or her to the Charity and to vote on his or her behalf;

words importing the masculine gender only shall include the feminine gender;

Subject as aforesaid, words or expressions contained in the Articles shall, unless the context requires otherwise, bear the same meaning as in the Act;

"Disability" arises when an individual's opportunity to participate in society is partially or completely denied or impeded because of an impairment which results in direct or indirect discrimination and/or denial or restriction of access to the built or unbuilt environment, the facilities, provisions and services available to unimpaired individuals or the creation, promotion or preservation of discriminatory acts, provisions, facilities, services and attitudes towards disabled people and the word "disabled" shall be interpreted accordingly;

"Impairment" is a limitation or combination of limitations which might be prevented, overcome or minimised by means of various aids and/or modifications to the built and unbuilt environment or to the attitudes of these providing services and facilities

Members

- 2.1 the subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees
- 2.2 Unless the trustees or the Charity in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

General Meetings

3. The Charity shall hold general meetings not less than four times a year one of which shall be an annual general meeting 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 Charity and that of the next; Provided that so long as the Charity 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; subject thereto the annual general meeting shall be held within six months of the end of the Charity's financial year and the business transacted at that meeting shall include the receipt of the Trustees report, the Financial statement and accounts and other reports and the appointment of Trustees and of the Charity's auditors. The annual general meeting shall be held at such times and places as

the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

Notice of General Meetings

- 5.1 An annual general meeting and an extraordinary general meeting shall be called by at least twenty eight clear days notice but a general meeting may be called by shorter notice if it is so agreed:
 - 5.1.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - 5.1.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.
- 5.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such
- 5.3 The notice shall be given by the Secretary to all the members and to the trustees and auditors
- 5.4 Whenever under the terms of these articles notice is required to be given it shall be given by the Secretary of the Trustees (or in the case of notice given by a Sub-Committee by the Secretary to the Sub-Committee if one has been appointed) to all members entitled to attend and vote at the meeting of which notice is being given and (in the case of a meeting other than a general meeting) to the Chairperson and to

the Secretary of the Trustees.

6. 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

7. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine
9. The Chairperson, if any, of the Trustees or in his/her absence some other Trustees nominated by the Trustees shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other Trustees (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect a Trustee to be Chairperson and, if there is only one Trustee present and willing to act (s)he shall be Chairperson
10. If no Committee Member is willing to act as Chairperson, or if no Trustees is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose a member to be Chairperson
11. A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

12. The Chairperson may with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act a poll may be demanded
 - 13.1 by the Chairperson; or
 - 13.2 by at least two members having the right to vote at the meeting; or
 - 13.3 by a member or members representing not less than one-tenth of the voting rights of all the members having the right to vote at the meeting; or
 - 13.4 by one third of the members present and having the right to vote at the meeting requesting a postal ballot of all members of the Charity.
14. Unless a poll is duly demanded a declaration by the Chairperson 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairperson. The withdrawal of the demand for a poll shall not invalidate the result of the show of hands declared before the demand for the poll was made
16. A poll shall be taken as the Chairperson directs and (s)he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall be entitled to be a casting vote in addition to any other vote (s)he may have
18. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

Voting of members

20. Subject to Article 17;

20.1 every member shall have one vote;

20.2 a substituted representative shall not be entitled to represent the represented organisation in any way or vote on its behalf unless written confirmation of his or her appointment shall first have been produced to the Secretary or Chairperson and provided further that no represented organisation can appoint more than one representative to represent it or vote on its behalf at any one time;

20.3 no alternate may represent a member or vote on his or her behalf without first producing such written authority signed by that member to the Secretary or Chairperson of the Charity;

20.4 no person may exercise more than one vote on any resolution by reason that (s)he is both a member and an alternate or duly authorised representative and/or substitute.

21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him or by the organisation which (s)he represents to the Charity have been paid

22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairperson whose decision shall be final and conclusive

23. A vote given or poll demanded by a duly authorised representative shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

24. Any organisation which has been accepted by the Charity as a member of the Charity may by resolution of its Council or other governing body notified in writing to the Charity authorise such person as it thinks fit to act as its representative at any meeting of the Charity and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity

Trustees

- 25.1 The number of Trustees shall be not less than 12 nor (unless otherwise determined by ordinary resolution carried by a two thirds majority of all members attending are entitled to vote at a general meeting) more than thirty
- 25.2 Trustees shall be persons whose abilities experience or position are deemed by the Charity to be particularly relevant to the Charity
26. The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act who shall be deemed to have the appointed under the articles. Future Trustees shall be appointed as provided subsequently in the articles

Powers of Trustees

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by the articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees

28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely;

28.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity

28.2 to enter into contracts on behalf of the Charity

Appointment and retirement of Trustees

29. At the first annual general meeting all the trustees shall retire from the office and at every subsequent annual general meeting one third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three the number nearest to one third shall retire from office; but if there is only one trustee who is subject to retirement by rotation, (s)he shall retire.

30. Subject to the provisions of the Act the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

31. If the Charity, at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.

32. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:

32.1 (s)he is recommended by the trustees; or

32.2 not less than 28 nor more than 42 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if (s)he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of willingness to be appointed or reappointed.

33. No person may be appointed as a trustee:

33.1 unless (s)he has attained the age of 18 years; or

33.2 in circumstances such that if (s)he had already been a trustee, (s)he would have been disqualified from acting under the provisions of Article 38

34. No less than 14 nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him or her at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would if (s)he were so appointed or reappointed be required to be included in the Charity's register of trustees

35. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.

36. The trustees may appoint a person who is willing to act to be a trustee

either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustee to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold the office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, (s)he shall vacate office at the conclusion thereof.

37. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees

38. A trustee shall cease to hold office is (s)he:

38.1 ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

38.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

38.3 resigns his or her office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);

38.4 is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated; or

38.5 is removed by resolution of a general meeting.

Trustees' expenses

39. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings

or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.

Trustees' appointments

40. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if (s)he ceases to be trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
41. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of trustees

- 42.1 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may and the secretary at the request of a trustee shall call a meeting of the trustees by giving not less than seven clear days notice of the date time and place of the meeting and the business to be conducted at the meeting to each trustee provided that it shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
- 42.2 Any trustee shall have the right to be represented at any trustees meeting by an alternate appointed in writing and to receive the assistance of an advocate interpreter or any other assistance deemed

necessary or appropriate for the better dealing of his or her role and function as a trustee

43. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees whichever is the greater.
44. The trustees may act notwithstanding any vacancies in their number, but if the number of trustees is less than the number fixed as the quorum the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting
45. The trustees shall appoint one of their number to be the chairperson or their meetings (who shall serve in the same capacity at a general meeting) and shall likewise appoint a vice- chairperson and may at any time remove either of them from their respect offices. Unless (s)he is unwilling to do so, the trustee appointed as chairperson (or the person appointed vice-chairperson if the chairperson is not present) shall preside at every meeting of trustees at which (s)he is present. But if there are no trustees holding those offices or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting the trustees present may appoint one of their number to be chairperson of the meeting.
46. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
47. All acts done by a meeting of trustees or of a committee of trustees shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustees of that any of them were

disqualified from holding office or had vacated office, or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

48. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustee or of a committee of trustess shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
49. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and order for the payment of money from such account shall be signed by at least two trustees.

Secretary and Treasurer

- 50.1 Subject to the provisions of the Act the secretary shall be appointed by the trustees for such term at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
- 50.2 Subject to the provisions of the Act the Treasurer shall be appointed by the trustees for such term at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any Treasurer so appointed may be removed by them.
- 50.3 If the trustees so decide, the position of Secretary and Treasurer may be filled by the same person.
- 50.4 The secretary and the treasurer shall be entitled to attend meetings of the management committee but shall not be committee members and shall not have a vote therein.
- 50.5 The secretary shall ensure that a Register of Members is maintained; that minutes of all meetings of the members and of the trustees are

kept, recorded and authenticated by the signature of the Chairperson; that meetings are arranged and proper notice given; that proper records are kept of correspondence and other documentation; that all documents and records are produced as required by the members in general meetings or the trustees or any Registration authority; and that all relevant changes affecting Registration are notified to the Registration Authority.

- 50.6 The Treasurer shall ensure that proper books of account are maintained for all financial transactions of the Charity and all dealings with articles in kind; that all property books, money and other financial documents are made available at each audit or when required by the members in general meeting or by the trustees and that no money is paid out except in accordance with a resolution of the members or the trustees.

Minutes

51. The trustees shall keep minutes in books kept for the purpose:
- 51.1. of all appointments of officers made by the trustees; and
 - 51.2. of all proceedings at meetings of the Charity and of the trustees and of committee of trustees including the names of the trustees present at each such meeting.

The Seal

52. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee. The trustees shall provide for the safe keeping of the seal.

Accounts

53. Accounts shall be prepared in accordance with the provisions of Part VII

of the Act.

Annual Report

54. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

55. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

Notices

56. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
57. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address; or by leaving it at that address on request the Charity may in addition agree to send notices to a member by electronic or other means for the assistance of that member provided that such means afford the Charity the ability to retain a record of the contents, and the fact of dispatch, of any such notice. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
58. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary of the

purposes for which it was called.

59. Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

60. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

- 61.1 The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- 61.1.1 the admission and classification of members of the Charity (including the admission of organisations to membership) 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;
- 61.1.2 the conduct of members of the Charity in relation to one another, and to the Charity's servants;

- 61.1.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- 61.1.4 the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
- 61.1.5 generally all such matters as are commonly the subject matter of company rules
- 61.1.6 The Charity in general meeting shall have power to alter, add to or repeal the rules or bye-laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye-laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal, anything contained in the memorandum or the articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF THE SUBSCRIBERS

NAMES, ADDRESSES AND DESCRIPTIONS OF THE SUBSCRIBERS continued ...



M.J. ROW (MR) RETIRED

THE WILLOWS,
30 CHELTENHAM RD, LITTLE BELKFOED, TENNESBURY, GLOS GL20 7AW

B. D. ROW (MRS) RETIRED

THE WILLOWS,
30 CHELTENHAM RD, LITTLE BELKFOED, TENNESBURY, GLOS GL20 7AW

R.M. Marsh - R.M. MARSH (MR) CARE MANAGER

BLACKWELLS RESIDENTIAL CARE HOME,
210 WHITECROSS RD., HEREFORD, HR4 0DJ

Dated 1st October

1997

WITNESS OF THE ABOVE SIGNATURES:

Sarah May
Sheltwood Farm
TARDEBIGGE
BLONSGROVE
WOODS
B60 3EY.

Fay Beddowes
Anfyga
Abbeydore
Hereford
HR2 0AA.