

The Companies Act 1985 and 1989

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of



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**COMMUNITY FOSTER CARE**

Company number; 3719101

(as amended by special resolution dated 25 November 2009)

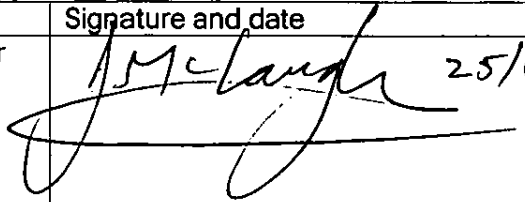
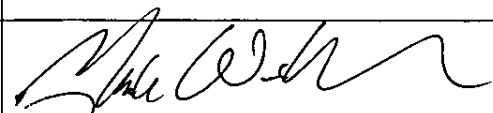
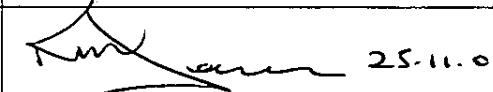
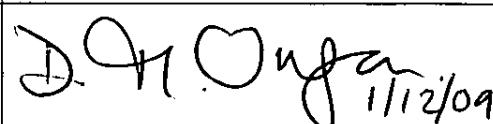
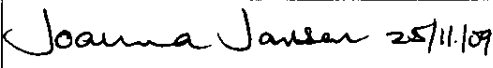


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1. The name of the Company is "Community Foster Care Ltd".
  2. The registered office of the Company will be situated in England and Wales.
  3. The objects of the Company are:
    - i) to operate a foster care agency in the UK regarding training and approving foster carers in particular but not exclusively from social and economically deprived areas.
    - ii) To provide relief to children and young people in need and in particular those in the care of, or accommodated by, a local authority, by:
      1. providing them with, or otherwise assisting, in the provision of a placement or placements in suitable accommodation and providing them with, or assisting in the provision of, appropriate carers with the aim of providing them with a stable family life;
      2. Providing for their education and establishment in life.
    - iii) The relief of children and young persons in need, and in particular those in the care of, or accommodated by, a local authority, by:
      1. providing them with, or otherwise assisting in the provision of a placement or placements in suitable accommodation and providing them with, or assisting in the provision of, appropriate carers with the aim of providing them with a stable family life;
      2. providing for their education and establishment in life;
    - iv) The relief of poverty and in particular the assistance of adults who have as children been in Local Authority care.
  4. In furtherance of the above objects, the Company shall have the following powers:
    - a) to carry on any other trade or business whatsoever which can in the opinion of the Company be advantageously carried on by the Company incidental to or conducive to or ancillary to any of the objects of the Company or is calculated directly to benefit the Company or enhance the value of or render profitable any of the Company's property or rights or is required by any client or customer or persons (legal or natural) dealing with the Company.
    - b) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, property of any kind

necessary or convenient for the purpose of or in connection with the Company's objects.

- c) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, ways, plant and machinery necessary or convenient for the Company's objects and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- d) To borrow or raise or secure the payment of any money for the purposes of or in connection with the Company's objects and for the purpose of and in connection with the borrowing or raising of money by the Company to become a member of any Building Society.
- e) To mortgage and charge the undertaking and all or any of the real or personal property and assets, present and future, and to issue at par or at a premium or discount, and for such consideration (and with a subject to such rights, powers and privileges and conditions as may be thought fit) debentures or debenture stock, either permanent or repayable, and collaterally or further to secure any securities of the Company by a trust, deed or other assurance.
- f) To issue and deposit any securities which the Company has power to issue, by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or in whose undertakings the Company is interested, whether directly or indirectly.
- g) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee the obligations and contracts of clients and customers including Members of the Company.
- h) To receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Company's objects or any of them and to hold funds in trust for same.
- i) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, cheques and other negotiable instruments.
- j) To invest and deal with the monies of the Company not immediately required for the purposes of its objects in or upon such investments or securities and in such manner as may from time to time be determined by the Company.
- k) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of other otherwise deal with any shares, stock or securities so acquired.

- l) To enter into any partnership or joint-purse arrangement for sharing profits, union of interests or co-operation, or amalgamate with any company, firm or person carrying on or proposing to carry on any objects within the objects of the Company and to acquire and hold, sell, deal with or dispose of shares, stock securities or property of any such body, and to guarantee the contracts or liabilities of or payments of the dividends, interest of capital of any shares, stock, securities or property of and to subsidise or otherwise assist any such body.
  - m) To establish or promote or concur in establishing or promoting any company, firm, co-operative or other organisation the promotion of which shall in any manner be calculated to advance directly or indirectly the objects or interests of the Company and to acquire and hold or dispose of shares, stock, securities, or property issued by or any other obligations of such organisation.
  - n) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on.
  - o) To make, publish, supply, sell or deal in books, periodicals, audio film and video recordings and other publications in any medium or any other educational or training materials.
  - p) To obtain, acquire and purchase all necessary permits, licences or trade marks and other intellectual property rights required for the purpose of enabling the Company to carry on its objects upon such terms and conditions as it may think fit.
  - q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant easements, licences and other rights in or over and in any other manner deal with or dispose of the undertaking and any or all of the property and assets for the time being of the Company for such consideration as the Company may think fit.
5. The income and property of the Company shall be applied solely towards the promotion of its objects set out in this Memorandum of Association and no portion shall be transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members of the Company except by way of reasonable and proper payment, fees or wages for any service actually rendered to the Company.
6. The liability of the members is limited.
7. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he/she is a Member (or within one year after he/she ceases to be a Member) for payment of the debts and liabilities of the Company contracted before he/she ceased to be a Member and of the costs, charges or expenses of winding up and for the adjustments of the rights of the contributories amongst themselves, such amount as may be required not exceeding one pound.

8. If, on the winding up or dissolution of the Company, any of its assets remain to be disposed of after its liabilities are satisfied, these assets shall not be distributed among the members but shall be transferred instead to some other non-profit-distributing organisation having objects similar to or compatible with those of the Company, as may be decided by the Members at the time of or prior to the dissolution. In the event that for whatever reason any residual assets cannot be so transferred, they shall be given for charitable purposes.

Name	Address	Signature and date
John McLaughlin	Economic Regeneration Manager Environment Development Unit Chargrove House, Main Road Shurdington, Cheltenham GL51 4GA	 25/11/09.
Mark Wilkinson	87 Belmont Road, Bristol, BS6 5AR	
Roy McDowell	14 Brimsome Meadow, Highnam Gloucester, GL2 8EW	 25.11.09
Diana Organ	2 Riverdale Apartments, Church Road, Newnham-on-Severn GL14 1AG	 11/12/09.
Joanna Jansen	Glebe Cottage, Wormington Worcestershire, WR12 7NL	 25/11/09
Cathy Griffiths	Millbank, Chessgrove Lane, Longhope, Gloucestershire GL17 0LE	 25.11.09
Mary Adlard	The Pippins, Gambles Lane, Woodmancote, Cheltenham, GL52 9PU	 25-11-09