

FILE COPY



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

Company No. 3858558

The Registrar of Companies for England and Wales hereby certifies that
TRADE BASE TRUST

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 13th October 1999



N03858558T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

INC 28524 (STM) JSB
£20
£100980

12

Declaration on application for registration

Company Name in full

TRADE BASE TRUST

I,

MARGARET MACKAY

of

225 FIRTH PARK ROAD SHEFFIELD S5 6WW

† 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

M Mackay

Declared at

SHEFFIELD

Day Month Year

On 21 09 1999 5th OCTOBER 1999

• Please print name.

before me •

JONATHAN R BRAYSHAW

Resworn before me
5th OCTOBER 1999

Signed

Jonathan R Brayshaw

Date

21/09/99 5/10/99

† 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.



Form revised June 1998

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

Companies House, Crown Way, Cardiff, CF14 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



Please complete in typescript,
or in bold black capitals.

28504
30(5)(a)

Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"

Company Name in full

TRADE BASE TRUST



F030A01T

I,

MARGARET MACKAY

of

225 FIRTH PARK ROAD, SHEFFIELD S56WW

a [~~Solicitor engaged in the formation of the company~~] [person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985]†do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

† Please delete as appropriate.

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

M Mackay

Declared at

SHEFFIELD

the

FIFTH

day of

OCTOBER

One thousand nine hundred and ninety

NINE

• Please print name.

before me •

JONATHAN R BRADSHAW

Signed

[Signature of Jonathan R Bradshaw]

Date

5. 10. 99.

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.

Tel	
DX number	DX exchange



A35 *ADU84KDQ* 596

COMPANIES HOUSE 07/10/99

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



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

TRADE BASE TRUST

Proposed Registered Office

(PO Box numbers only, are not acceptable)

225 FIRTH PARK ROAD

FIRTH PARK

Post town

SHEFFIELD

County / Region

SOUTH YORKSHIRE

Postcode

S5 6WW

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

BEVERLY A. CROSS

Address

VOUNTARY ACTION SHEFFIELD

69 DIVISION STREET

Post town

SHEFFIELD

County / Region

SOUTH YORKSHIRE

Postcode

S1 4GE

Number of continuation sheets attached

10

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.

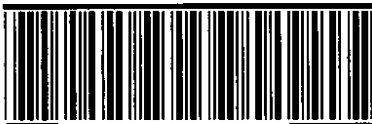
MAGGIE MACKAY

225 FIRTH PARK ROAD, SHEFFIELD

S5 6WW Tel 0114 249 2142

DX number

DX exchange



A35 *ADU81KDN* 593

COMPANIES HOUSE 07/10/99

COMPANIES HOUSE 24/09/99

Form revised July 1998

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

Companies House, Crown Way, Cardiff, CF14 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

Company Secretary (see notes 1-5)

Company name

TRADE BASE TRUST

NAME *Style / Title

MISS

*Honours etc

* Voluntary details

Forename(s)

MAGGIE

Surname

MACKAY

Previous forename(s)

—

Previous surname(s)

—

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

FIRTH PARK

County / Region

S. YORKS

Postcode

S5 6WW

Country

ENGLAND

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

Consent signature

M Mackay

Date

19.9.99

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

BA.

Forename(s)

NICOLAS DAVID PALFREY

Surname

PALFREY

Previous forename(s)

—

Previous surname(s)

—

Address

43 FIRTH PARK AVENUE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

SHEFFIELD

County / Region

SOUTH YORKSHIRE

Postcode

S5 6HF

Country

UNITED KINGDOM

Day Month Year

Date of birth

24 11 1977

Nationality

BRITISH

Business occupation

ARCHITECTURAL ASSISTANT

Other directorships

—

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

Consent signature

N.D. Palfrey

Date

13/9/1999

Company Secretary (see notes 1-3)

Form 10 Continuation Sheet

CHFP000

Company name

TRADE BASE TRUST

NAME *Style / Title

MISS

*Honours

* Voluntary details

Forename(s)

MAGGIE

Surname

MACKAY

Previous forename(s)

—

Previous surname(s)

—

Address

225 FIRTH PARK ROAD

Usual residential address

For a corporation, give the registered or principal office address.

Post town

SHEFFIELD

County / Region

Postcode

SS 6WW

Country

ENGLAND

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

Consent signature

M Mackay

Date

6 Sep 99

Directors (see notes 1-3)

Please list directors in alphabetical order

NAME *Style / Title

MISS

*Honours etc

Forename(s)

MAGGIE

Surname

MACKAY

Previous forename(s)

—

Previous surname(s)

—

Address

225 FIRTH PARK ROAD

Usual residential address

For a corporation, give the registered or principal office address.

Post town

FIRTH PARK

SHEFFIELD

County / Region

Postcode

SS 6WW

Country

ENGLAND

Day Month Year

Date of birth

2/2/07 1/9/4/6

Nationality

SCOT / BRIT

Business occupation

RETIRED CIVIL SERVANT

Other directorships

—

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

Consent signature

M Mackay

Date

6 Sep 99

CHFP000

Company name

TRADE BASE TRUST

NAME *Style / Title

NS

*Honours

* Voluntary details

Forename(s)

DOREEN MAY

Surname

GREEN

Previous forename(s)

NOT APPLICABLE

Previous surname(s)

NOT APPLICABLE

Address

225 FIRTH PARK ROAD

Usual residential address

For a corporation, give the
registered or principal office
address.

Post town

SHEFFIELD

County / Region

SOUTH YORKSHIRE

Postcode

S5 6WJ

Country

ENGLAND

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

Consent signature

DM Green

Date

6 September 1999

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

NS

*Honours etc

Forename(s)

DOREEN MAY

Surname

GREEN

Previous forename(s)

NOT APPLICABLE

Previous surname(s)

NOT APPLICABLE

Address

225 FIRTH PARK ROAD

Usual residential address

For a corporation, give the
registered or principal office
address.

Post town

SHEFFIELD

County / Region

SOUTH YORKSHIRE

Postcode

S5 6WJ

Country

ENGLAND

Day Month Year

Date of birth

14/04/1952

Nationality

BRITISH

Business occupation

CIVIL SERVANT

Other directorships

NONE

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

Consent signature

DM Green

Date

6 September 1999

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company name

TRADE BASE

NAME *Style / Title

M. Spence

*Honours

Committee Member

* Voluntary details

Forename(s)

Agnes

Surname

Alexander

Previous forename(s)

AS ABOVE

Previous surname(s)

SPENCE

Address

16 Wensley Gardens

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Sheffield 4

County / Region

South Yorkshire

Postcode

SJP

Country

U.K.

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

M. S. Alexander

*Honours etc

Forename(s)

Agnes

Surname

Alexander

Previous forename(s)

AS ABOVE

Previous surname(s)

SPENCE

Address

16 Wensley Gardens

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Sheffield 4

County / Region

South Yorkshire S4

Postcode

SJP

Country

England

Day Month Year

Date of birth

18 11 1961

Nationality

British West Indian

Business occupation

Director

Other directorships

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

Consent signature

Alexander

Date

13/9/1999

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company name

TRADE BASE

NAME *Style / Title

MS

*Honours

Committee Member

* Voluntary details

Forename(s)

CAROL

Surname

LAYNE

Previous forename(s)

Previous surname(s)

Address

76 THE OVAL

Usual residential address

For a corporation, give the registered or principal office address.

Post town

FIRTH PARK

SHEFFIELD

County / Region

Postcode

S5 6SP

Country

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

Consent signature

C. Layne

Date

6.8.99

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MS

*Honours etc

Committee Member

Forename(s)

CAROL

Surname

LAYNE

Previous forename(s)

Previous surname(s)

ADDOVE

Address

76 THE OVAL

Usual residential address

For a corporation, give the registered or principal office address.

Post town

FIRTH PARK

Sheffield

County / Region

S YORKSHIRE

Postcode

S5 6SP

Country

Day Month Year

Date of birth

17 10 62

Nationality

English

Business occupation

PLAYWORKER

Other directorships

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

Consent signature

C. Layne

Date

6.8.99

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP900

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-3)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company name

TRADE BALE TRUST

NAME *Style / Title

MS

*Honours

* Voluntary details

Forename(s)

SHELAGH

Surname

WAUGH

Previous forename(s)

Previous surname(s)

MARTIN

Address

221

Usual residential address
For a corporation, give the
registered or principal office
address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MS

*Honours etc

Forename(s)

SHELAGH

Surname

WAUGH

Previous forename(s)

Previous surname(s)

MARTIN

Address

221 FIFTH PARK ROAD

Usual residential address
For a corporation, give the
registered or principal office
address.

Post town

County / Region

Postcode

S5 6WW

Country

Day Month Year

Date of birth

02/06/1964

Nationality

BRITISH

Business occupation

CAREER ASSISTANT

Other directorships

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

Consent signature

Shelagh Waugh

Date

6/9/99

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MS		*Honours etc						
* Voluntary details	Forename(s)	JANET LOUISE								
	Surname	SCHOLES								
	Previous forename(s)									
	Previous surname(s)									
Address	43 FIRTH PARK AVENUE									
Usual residential address										
For a corporation, give the registered or principal office address.	Post town	SHEFFIELD								
	County / Region	SOUTH YORKS		Postcode	SS 6HF					
	Country	UNITED KINGDOM								
	Date of birth	Day	Month	Year	Nationality	BRITISH				
		1	2	03	1	9	6	6		
	Business occupation	ARCHITECTURAL ASSISTANT								
	Other directorships	ALCHEMY WORKERS CO-OPERATIVE								
	I consent to act as director of the company named on page 1									
	Consent signature	J. Scholes			Date	13.9.99				

This section must be signed by				
Either				
an agent on behalf of all subscribers	Signed	B.O. Goss	Date	5.10.99
Or the subscribers	Signed		Date	
(i.e those who signed as members on the memorandum of association).	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	

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 every 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.

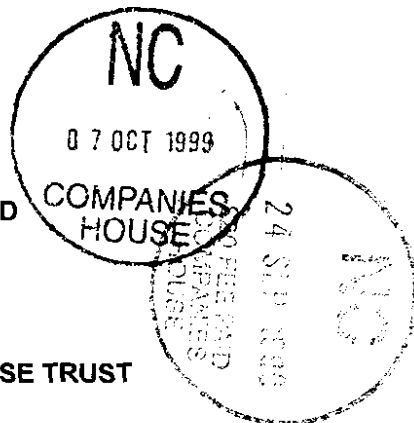
If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

420.980

COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION OF TRADE BASE TRUST

1. NAME

The name of the company is Trade Base Trust ('the Charity').

2. REGISTERED OFFICE

The registered office of the Charity is to be in England and Wales.

3. OBJECTS

3.1 The objects of the Charity are ('the Objects') the promotion for the public benefit of urban or rural regeneration in areas of social and economic deprivation. The areas of benefit of the Charity are the Firth Park and adjacent areas of the City of Sheffield ("the area of benefit") as defined on the attached map. The area of benefit may be amended from time to time by a special resolution of the members of the Charity voting in a general meeting. The Objects will be achieved by the following means:

- 3.1.1 the relief of poverty
- 3.1.2 the advancement of education, training or retraining, particularly amongst unemployed people, and providing unemployed people with work experience
- 3.1.3 the creation of training and employment opportunities by the provision of equipment, workspace, buildings and/or land for use on favourable terms
- 3.1.4 the provision of recreational facilities for the public at large or those who by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances, have need of such facilities
- 3.1.5 the protection or conservation of the environment, in particular through the recycling of materials;
- 3.1.6 such other means as may from time to time be determined subject to the prior written consent of the Charity Commission.

3.2 The objects will be carried out in accordance with the Charity's Equal Opportunities Policy.

4. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To promote or carry out research and publish the useful results



- 4.2 To provide or assist in providing information, training and support to voluntary and community bodies in the Area of Benefit
- 4.3 To publish or distribute information
- 4.4 To co-operate with other bodies
- 4.5 To support, administer or set up other charities
- 4.6 To raise funds (but not by means of taxable trading) and appeal for and receive any contribution, donation, grant or gift of money or property
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.8 To acquire or hire and manage, maintain or improve property of any kind
- 4.9 To provide crèches and out of school clubs for the children of users of the Charity's services or facilities
- 4.10 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.11 To make grants or loans of money and to give guarantees
- 4.12 To set aside funds for special purposes or as reserves against future expenditure
- 4.13 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.14 To delegate the management of investments to a financial expert, but only on terms that:
 - 4.14.1 the Trustees set down the investment policy in writing for the financial expert
 - 4.14.2 every transaction is reported promptly to the Trustees
 - 4.14.3 the performance of the investments is reviewed regularly with the Trustees
 - 4.14.4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 4.14.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.14.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
 - 4.14.7 the financial expert must not do anything outside the powers of the Trustees
- 4.15 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required

- 4.16 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.17 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4.18 Subject to clause 5, to employ paid or unpaid agents, staff or advisers and make provision for pensions and superannuation for paid staff
- 4.19 To enter into contracts to provide services to or on behalf of other bodies
- 4.20 To establish subsidiary companies to assist or act as agents for the Charity
- 4.21 To amalgamate with any other charitable body with similar objects
- 4.22 To pay the costs of forming the Charity
- 4.23 To do anything else within the law which promotes or helps to promote the Objects.

5 BENEFITS TO MEMBERS AND TRUSTEES

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but
 - 5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
 - 5.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity
 - 5.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
 - 5.1.4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity.
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
 - 5.2.1 as mentioned in clauses 4.17, 5.1.2, 5.1.3 or 5.3.
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and Travel costs) actually incurred in running the Charity
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
 - 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance.
- 5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
 - 5.3.1 the goods or services are actually required by the Charity
 - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
 - 5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year.

- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
- 5.4.1 declare an interest at or before discussion begins on the matter
 - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 5.4.3 not be counted in the quorum for that part of the meeting
 - 5.4.4 withdraw during the vote and have no vote on the matter.
- 5.5 This clause may not be amended without the prior written consent of the Commission.

6. LIMITED LIABILITY

The liability of members is limited.

7. GUARANTEE

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member.

8. DISSOLUTION

- 8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
- 8.1.1 by transfer to one or more other bodies established or exclusively charitable purposes within, the same as or similar to the Objects
 - 8.1.2 directly for the Objects or charitable purposes within or similar to the Objects
 - 8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.
- 8.2 A final report and statement of account must be sent to the Commission.

9. INTERPRETATION

- 9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.
- 9.2 References to an Act of Parliament are references to the Act as amended or re enacted from time to time and to any subordinate legislation made under it.

WE, the several persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

Signatures, Names, and Addresses of Subscribers

1 Shelagh O'Malley Signature

2 J. Scholes Signature

Mrs Shelagh Waugh (Joint Chair Person)
221 Firth Park Road
Sheffield
S5 6WW

3 N. D. Palfrey Signature
Mr Nic Palfrey (Joint Treasurer)
43 Firth Park Avenue
Sheffield
S5 6HF

5 M. Mackay Signature
Miss Maggie Mackay (Joint Secretary)
225 Firth Park Road
Sheffield
S5 6WW

7 A. Alexander Signature
Ms Agnes Alexander
16 Wensley Gardens
Sheffield
S4 8JR

9 E. Butterworth Signature
Ms Eve Butterworth
47 Addison Road
Sheffield
S5 6WE

11 C. Layne Signature
Ms Carol Layne
76 The Oval
Sheffield
S5 6SP

W. Hargrave Witness's signature

HARGRAVE Witness's name

227 FIRTH PARK RD
SHEFFIELD Witness's address

S5 6WW

STEEL WORKER Witness's occupation

Ms Janet Scholes (Joint Chair Person)
43 Firth Park Avenue
Sheffield
S5 6HF

4 A. Law Signature
Mr Alan Law (Joint Treasurer)
5 St Helens Road
Deepcar
Sheffield
S36 2TQ

6 Doreen Green Signature
Ms Doreen Green (Joint Secretary)
225 Firth Park Road
Sheffield
S5 6WW

8 M. Khan Signature
Cllr Ilyas Khan
29 Firth Park Road
Sheffield
S5 6UL

10 M. Qasim Signature
Mr Mohammed Qasim
69 Horndean Road
Sheffield
S5 6GJ

12 C. Betts Signature
Ms Cathy Betts
39 Firth Park Avenue
Sheffield
S5 6HF

DATE: 13th September 1999

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

ARTICLES OF ASSOCIATION OF TRADE BASE TRUST

1. MEMBERSHIP

- 1.1 The number of members with which the company proposes to be registered is unlimited and the subscribers to the Memorandum shall be the first members of the Charity.
- 1.2 The Charity must maintain a register of members and a register of Directors (Trustees) and Company Secretaries.
- 1.3 Full voting membership of the Charity is open to any individual aged 18 or over who is interested in promoting the Objects and who
 - 1.3.1 is a resident of the area of benefit or is otherwise permitted by the Trustees to apply for membership
 - 1.3.1 has paid any annual subscription
 - 1.3.2 applies to the Charity in the form required by the Trustees
 - 1.3.3 is approved by the Trustees and
 - 1.3.4 signs the Register of members or consents in writing to become a member.
- 1.4 Junior (non-voting) membership is open to any individual who:
 - 1.4.1 is aged under 18
 - 1.4.2 is interested in promoting the objects
 - 1.4.3 applies to the Trustees on the form required and
 - 1.4.4 is approved by the Trustees.Junior members may attend and speak at general meetings of the Charity and may speak at Trustees meetings if invited to do so by the Chairperson. Junior members may apply for full voting membership of the Charity under Article 1.3 on attaining the age of 18.
- 1.5 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 1.6 Membership is terminated if the member concerned
 - 1.6.1 gives written notice of resignation to the Charity
 - 1.6.2 dies or in the case of an organisation ceases to exist
 - 1.6.3 is six months in arrears in paying the relevant subscription (if any) but in such a case the member may be reinstated on payment of the amount due or
 - 1.6.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
 - 1.6.5 ceases to comply with the conditions of membership.
- 1.7 Membership of the Charity is not transferable.

2 GENERAL MEETINGS

- 2.1 All voting and Junior Members are entitled to attend general meetings. Any person who lives or works in the area of benefit or uses the Charity's facilities, but who is not admitted as a member under Article 1.3 (a "User"), has the right to attend, speak and ask questions at any general meeting but is not entitled to vote. A User may be invited to join sub-committees convened under Article 5.3.
- 2.2 Annual General Meetings are called on at least clear 21 days written notice specifying the business to be discussed. Extraordinary General Meetings are called at least four times a year and on at least 14 days' written notice. The notice will state the general business to be discussed, which may include election of new Trustees or any other matter(s) raised by members or Trustees.
- 2.3 If a General Meeting is called at shorter notice, it will be valid if this is agreed by all members entitled to attend and vote (in the case of an Annual General Meeting) or by at least 95% of such members (in the case of any other General Meeting).
- 2.4 There is a quorum at a general meeting if the number of voting members personally present is at least 10% or eight voting members whichever is larger. A quorum must include at least one member who is not a Trustee. No business can be transacted unless a quorum is present and, if a meeting begins or becomes inquorate, then it must be adjourned. The Chairperson, with the consent of the members present, can adjourn either an inquorate meeting or a quorate meeting with unfinished business for up to 30 days.
- 2.5 The Chairperson (either singly or jointly) presides at a general meeting. If within 15 minutes of the start of the meeting, neither of the joint Chairpersons is able or willing to preside, then some other member elected by those present, presides at a general meeting.
- 2.6 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast on a show of hands. The Chairperson or any two members may ask for a count of votes (poll) and provisions of section 373 of the Act will apply.
- 2.7 Except for the Chairperson of the meeting, who has a second or casting vote, every voting member present in person has one vote on each issue. If both joint Chairpersons are present, they must agree on how a casting vote will be exercised.
- 2.8 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 2.9 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation.
- 2.10 At an AGM the members:
 - 2.10.1 receive the accounts of the Charity for the financial year
 - 2.10.2 receive the Trustees' report on the Charity's activities since the previous AGM
 - 2.10.3 receive the report from the Local Advisory Board
 - 2.10.4 accept the retirement of those Trustees who wish to retire or who are retiring by rotation
 - 2.10.5 elect persons to be Trustees to fill the vacancies arising
 - 2.10.6 appoint auditors for the Charity
 - 2.10.7 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity
 - 2.10.8 discuss and determine any issues of policy or deal with any other business put before them.
- 2.11 Any general meeting which is not an AGM is an EGM.

- 2.12 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least 4 members of the Charity.

3. THE TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.2 The Trustees when complete consist of between four and twelve people being:
- 3.2.1 the Officers of the Charity (two members as Joint Chairperson, two members as joint Secretary and two members as joint Treasurer) elected at each Annual General Meeting, provided that one member may be elected to each Officer post if two members are not available to stand for election
 - 3.2.2 such other full members as may be elected at each Annual General Meeting
 - 3.2.3 individuals (who need not be members of the Charity) co-opted under Article 3.7.
- 3.3 The subscribers to the Memorandum are the first Trustees of the Charity.
- 3.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees.
- 3.5 All the Trustees must retire at each AGM, but a retiring trustee can offer herself or himself for re-election or further co-option.
- 3.6 A Trustee's term of office automatically terminates if he or she:
- 3.6.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 3.6.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 3.6.3 is absent from five consecutive meetings of the Trustees
 - 3.6.4 ceases to be a member {(but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM)}
 - 3.6.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
 - 3.6.6 is removed under Article 3.11
 - 3.6.7 fails to declare a payment or benefit as required by Clause 5.4 of the Memorandum of Association
 - 3.6.8 ceases to have a required qualification as previously agreed by the members.
- 3.7 The Trustees may at any time co-opt any individual duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM and the total number of co-optees on the board at any one time shall not be more than one-half the elected Trustees.
- 3.8 The Charity may increase or reduce the maximum number of Trustees by passing an ordinary resolution, provided that the number is not reduced to below three. If the total number of Trustees falls below the quorum, then the remaining Trustee(s) can continue to act, but only in order to appoint more Trustees or call a general meeting of the Charity.
- 3.9 The Trustees may at any time co-opt such non-voting observers or advisers (including Junior members and Users) for such periods as they see fit.
- 3.10 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

- 3.11 The Charity's members voting in a General Meeting, can remove any Trustee by an ordinary resolution with special notice given according to section 303 of the Act, after the Meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views. The members can replace a Trustee once s/he is removed.

4. PROCEEDINGS OF TRUSTEES

- 4.1 The Trustees must hold at least 6 meetings each year, but otherwise can arrange and hold their meetings as they see fit. A quorum at a meeting of the Trustees is one-third of the Trustees (which must include at least one Trustee who is not an Officer) with a minimum of three.
- 4.2 Trustees' meetings are open to Users and Junior members but such members may attend as observers only unless co-opted under Article 3.9.
- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 4.4 The Chairperson either singly or jointly presides at each meeting. If neither Chairperson is able or willing to do so, some other Trustee chosen by the Trustees present presides.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 4.6 Except for the Chairperson of the meeting, who has a second or casting vote, every Trustee has one vote on each issue. If both joint Chairpersons are present, they must agree on how a casting vote will be exercised.
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity:

- 5.1 To appoint (and remove) any member (who may but need not be a Trustee) to act as Secretary to the Charity in accordance with the Act
- 5.2 to appoint working parties (consisting wholly or in part of Trustees) to consider and make recommendations (but not take decisions)
- 5.3 to delegate any of their functions to sub-committees consisting of three or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings of the proceedings of sub-committees
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees

- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the membership and administration of the Charity, the use of its premises, and the use of its seal (if any)
- 5.7 to establish procedures to assist the resolution of disputes within the Charity
- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting.

6. RECORDS & ACCOUNTS

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 6.1.1 annual reports
 - 6.1.2 annual returns
 - 6.1.3 annual statements of account.
- 6.2 The Trustees must keep proper records of
 - 6.2.1 all proceedings at general meetings
 - 6.2.2 all proceedings at meetings of the Trustees
 - 6.2.3 all reports of committees and
 - 6.2.4 all professional advice obtained.
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.
- 6.4 A copy of the Charity's latest available statement of account must be:
 - 6.4.1 supplied on request to any Trustee or member, or to any other individual who makes a written request and pays the Charity's reasonable costs, within two months and
 - 6.4.2 sent to each member at least 21 days before an AGM, together with a copy of the Auditor's Report and the Trustees' Annual Report.
- 6.5 If the Act requires something to be done by both a Trustee and the Company Secretary, then the same person acting in both capacities cannot do this.

7. NOTICES

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Charity.
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
 - 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 7.3.2 two clear days after being sent by first class post to that address
 - 7.3.3 three clear days after being sent by second class or overseas post to that address
 - 7.3.4 on the date of publication of a newspaper containing the notice

- 7.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
 - 7.3.6 as soon as the member acknowledges actual receipt.
- 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

8. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

9. INDEMNITY

- 9.1 Unless the provisions and operation of this Article are avoided by any provision of the Act, every Trustee and every Officer or employee of the Charity shall be indemnified by the Charity out of its funds against all costs, losses, charges, expenses and liabilities sustained or incurred by her/him:
- 9.1.1 in defending any proceedings (whether civil or criminal) in respect of any negligence, default, breach of duty or of trust of which s/he may be guilty in relation to the Charity and in which judgment is given in her/his favour or in which s/he is acquitted or in respect of which relief is granted to her or him by the Court under the provisions of the Act; or
 - 9.1.2 in respect of any contract entered into or act or deed done by her/him by virtue of her/his instructions or authority from the Trustees or in any way in the discharge of her/his duties.

10. INTERPRETATION

In the Memorandum in and in these Articles:

- 10.1 'The Act' means the Companies Act 1985
 'AGM' means an annual general meeting of the Charity'
 'these Articles' means these articles of association
 'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary
 'Chairperson' means the Chairperson of the Trustees
 'the Charity' means the company governed by these Articles
 'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993
 'clear day' means 24 hours from midnight following the relevant event
 'the Commission' means the Charity Commissioners for England and Wales
 'EGM' means an extraordinary general meeting of the Charity
 'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986
 'local advisory board' means a panel consisting of private and public sector employers, and representatives of voluntary and community organisations and statutory agencies whose functions is to advise the trustees on local needs, priorities and trends
 'material benefit' means a benefit which may not be financial but has a monetary value
 'member' and 'membership' refer to membership of the Charity
 'Memorandum' means the Charity's Memorandum of Association
 'month' means calendar month
 'the Objects' means the Objects of the Charity as defined in clause 3 of the Memorandum

'Secretary' means the Secretary of the Charity

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

'Trustee' means a director of the Charity and 'Trustees' means all of the directors.

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year.

10.2 Expressions defined in the Act have the same meaning.

10.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Signatures, Names, and Addresses of Subscribers

1 Shelagh Waugh Signature

Mrs Shelagh Waugh (Joint Chair Person)
221 Firth Park Road
Sheffield
S5 6WW

3 N. D. Palfrey Signature

Mr Nic Palfrey (Joint Treasurer)
43 Firth Park Avenue
Sheffield
S5 6HF

5 M. Mackay Signature

Miss Maggie Mackay (Joint Secretary)
225 Firth Park Road
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7 A. Alexander Signature

Ms Agnes Alexander
16 Wensley Gardens
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9 E. Butterworth Signature

Ms Eve Butterworth
47 Addison Road
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S5 6WE

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2 J. Scholes Signature

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43 Firth Park Avenue
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4 Alan Law Signature

Cllr Alan Law (Joint Treasurer)
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Mr Mohammed Qasim
69 Horndean Road
Sheffield
S5 6GJ

12 Signature

11

C. Layne

Signature

Ms Carol Layne
 76 The Oval
 Sheffield
 S5 6SP

12

C. Betts

Signature

Ms Cathy Betts
 39 Firth Park Avenue
 Sheffield
 S5 6HF

Mr Hastings

Witness's signature

HASTINGS

Witness's name

*127 FIRTH PARK RD.**SHEFFIELD*

Witness's address

*S5 6WW**STAIR WORKER*

Witness's occupation

Date:

13th September 1999