

THE COMPANIES ACTS 1985 - 2006

SPECIAL RESOLUTION

COMPANY NAME: Wolverhampton Sickle Cell Care and Social Activity Centre

COMPANY NUMBER: 04266744

IT IS RESOLVED THAT

The Company adopts a new Memorandum and Articles of Association in the form annexed.

DATED

16-12-08

SIGNED

C Mitchell

(Director)

SATURDAY



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COMPANIES HOUSE

THE COMPANIES ACTS 1985 -2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

COMPANY NUMBER

MEMORANDUM OF ASSOCIATION

of

**WOLVERHAMPTON SICKLE CELL CARE AND SOCIAL ACTIVITY
CENTRE**

(Adopted by special resolution this 16 day of December 2008).

1. The name of the Company will be "Wolverhampton Sickle Cell Care and Social Activity Centre".
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are to be effected within the City of Wolverhampton and its surrounding areas ("The Area of Benefit") and are as follows:-
 - 3.1 To promote the benefit of the inhabitants of the Area of Benefit. In particular, and without any limitation to the generality of the foregoing
 - 3.2 To promote the benefit of the inhabitants of the Area of Benefit with particular reference to those suffering from sickle cell and thalassaemia
 - 3.3 In particular, to advance education and training, relieve sickness and old age, preserve and protect good health and to provide facilities in the interest of social welfare for recreation and other leisure time occupation with the object of improving the conditions of life for the said inhabitants.
4. The Company shall have the following powers exercisable in furtherance of the said objects but not otherwise, namely:
 - 4.1 To promote, provide and carry on or assist in any way in the promotion, provision and carrying on of facilities of any kind pursuant to the objects set out in Article 3 and to arrange and hold meetings, conferences and lectures.
 - 4.2 Subject to such consents as may be required by Law, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects.
 - 4.3 Subject to such consents as may be required by law to borrow or raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit and to mortgage and charge the undertaking and all or any of the real or personal property and assets, present or future of the Company.

- 4.4 To solicit, receive and accept financial assistance, donations, endowments, gifts, (both Testamentary and inter vivos), devises, bequests and loans of money, rents, hereditament and other property whatsoever, real or personal and subject or not to any specific Charitable Trusts or conditions.
- 4.5 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 4.6 To invest the monies of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- 4.7 to accept payment for the property or assets sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly in paid-up shares or other securities (which such Company or corporation is empowered to issue) of any Company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend, interest or repayment of capital or otherwise, or partly in cash and partly in shares or securities and generally on such terms as the Company decides, and to hold, dispose of or otherwise deal with any shares or securities so acquired.
- 4.8 To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its governing instrument prohibited the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation institution, society or body.
- 4.9 To carry out all or any of the objects of the Company and to do all or any of the above acts matters or things and to exercise all or any of the above powers in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others and either by or through agents, trustees or otherwise. Provided always that the Company shall not undertake any activities of a permanent trading nature.
- 4.10 To lend any part of the monies of the Company and to do so with or without interest and in the case of a loan not exceeding £20 with or without security and in any other case with such security as the Company may reasonably require and consider sufficient, to enter into guarantees, contracts of indemnity and suretyships of all kinds and to become surety or to offer security for any persons firms or companies.
- 4.11 To engage and pay agents not being member of the Board of Directors of the Company (" the Board") and to make all reasonable and necessary provision for the payment of pensions and Superannuation to and on behalf of employees, former employees and their widows and other dependants.

- 4.12 To establish and support or aid in the establishment of and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- 4.13 To do all such other lawful things as are necessary to the attainment of the above objects or any of them. Provided that:
- 4.13.1 In case the Company shall take or hold any property which may be subject to any trusts, the Company shall deal with or invest the same only in such manner allowed by Law, having regard to such trusts.
- 4.13.2
- a) In case the Company shall take or hold any property subject to the jurisdiction of the Company Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by Law.
 - b) As regards any such property the Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected.
 - c) The incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Company Commissioners (over the Directors or governing body) but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
- 5.1 The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members or directors of the Company. Provided that nothing herein shall prevent the payment in good faith by the Company
- 5.1.1 of reasonable and proper interest on money lent by any member of the Company, or reasonable and proper rent for premises let by any member of the Company but that no director or member of the Board and no other person appointed director by them any receive any remuneration or be interested in the supply of work or goods at the cost of the Company.
- 5.1.2. of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of the Board)
- 5.1.3. of fees, remuneration or other benefit in money or monies worth to any Company of which the Company may be a member holding not less than 1/100th part of the Capital of the Company
- 5.2 A Director may be employed by the Charity or enter into a contract to supply of goods or services to the Charity other than for acting as a Director.

6.1 No Director may

6.1.1 buy any goods or services from the Charity;

6.1.2 sell goods, services, or any interest in land to the Charity

6.1.3 be employed by, or receive any remuneration from the Charity.

6.1.4 receive any other financial benefit from the Charity unless

a) the payment is permitted by subclause 6.2 of this clause and the **Directors** follow the procedure and observe the conditions set out in subclause 6.3 of this clause or

b) the Directors obtain the prior approval of the Commission and fully comply with any procedures it prescribes.

6.2 The Charity and the Directors may only rely on the authority provided in sub clause 6.1 if each of the following conditions are satisfied;

6.2.1 the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.

6.2.2 the Director is absent from the part of any meeting at which there is discussion of:

- his /her employment or remuneration, or any other matter concerning the contract; or
- his or her performance in the employment or his or her performance of the contract; or
- any proposal to enter into any other contract or arrangement with him/her or to confer any benefit upon him or her that would be permitted under clause 5; or
- any other matter relating to a payment or the conferring of any benefit permitted by subclause 5

6.2.3 the Director does not vote on any such matter and is not counted when calculating whether a quorum of Directors is present at the meeting.

6.2.4 the other Directors are satisfied that it is in the interests of the Charity to employ to contract with that Director rather than someone who is not a Director. In reaching that decision, the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest)

6.2.5 the reason for their decision is recorded by the Directors in the minute book and a majority of Directors then in office have received no such payments.

6.3 the employment and/or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is;

- A partner;

- an employee;
- a consultant;
- a Director;
- a shareholder;

7 the Directors may provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in clause 7.1 but subject to the restrictions specified in clause 7.2 of this clause.

7.1 The liabilities referred to in clause 7;

7.1.1 any liability that by virtue of any rule of law would otherwise attach to a Director of the company in respect of any negligence, default, breach of duty or breach of trust of which he /she may be guilty in relation to the Charity;

7.1.2 the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading) unless the Director knew or should have known that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation..

7.2 the following liabilities are excluded from clause 7.1:

- fines ;;
- the costs of unsuccessfully defending criminal proceedings for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or any other officers;
- any liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not. .

8. The liability of the members is limited.

9 Alterations to the Memorandum and Articles of Association/Dissolution

9.1 Subject to the provisions of clause 9.2 below, If at any time any member shall wish to alter the Memorandum or Articles of Association or to dissolve the Company this may be effected by a Resolution passed by Seventy-five per cent of the members of the Company present and voting at a general meeting Provided that The notice of the meeting must include notice of the Resolution.

9.2 if any member shall seek to transfer or otherwise dispose of the Land, including any disposal by way of a mortgage all the pledge any resolution to this effect must be agreed by 95% of the members of the company present and voting at general meeting.

9.3 No amendment may be made which would have the effect of making the Company cease to be a Charity at law

10. 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 debts and of the

costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

- 11 If upon winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the members of the Company, but shall be given or transferred to some other charitable institutions having objects similar to the objects of the Company, and which shall profit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of this memorandum, such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof by such court of law as may be given to such provisions then to some other charitable object or objects.

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

NAME and ADDRESS

SIGNATURE

Dated the day of 2008

Witness to the above signatures

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

COMPANY NUMBER

ARTICLES OF ASSOCIATION

OF

WOLVERHAMPTON SICKLE CELL CARE AND SOCIAL ACTIVITY CENTRE

(Adopted by special resolution this...16.....day of...~~December~~...2008).

INTERPRETATION

1. In these Articles:

" The Company" 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

" These Articles" means the Articles of Association of the Company;

" Clear days" in relation to a period of 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" means any mode of execution;

" The Memorandum" means the Memorandum of Association of the Company;

" Office" means the Registered Office of the Company;

"Seal" means the common seal of the Company if it has one;

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

"The Board" means the Board of Directors of the Company;

" Board Member" means a Member of the Board;

"The United Kingdom" means Great Britain and Northern Ireland.

Words importing the Person shall include the Group, Company or Organisation.

Subject to this Article words and expressions contained in these Articles shall, unless the context requires otherwise, bear the same meanings as in the Act.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum.

MEMBERS

- 3.1 There shall be no maximum number of Members of the Company.
- 3.2 The Subscribers to the Memorandum shall be the first Members of the Company and, subject to the provisions of Article 3.3, such other persons and organisations as are admitted to Membership in accordance with the Articles shall be Members of the Company. For the purposes of these Articles, individual persons shall be referred to as "Individual Members" and Groups, Companies or Organisations shall be referred to as " Group Members" No person shall be admitted to be a Member of the Company unless his/her application for Membership in such form as the Board requires is approved by the Board and the Board has the right to refuse Membership to any person.
- 3.3 " Group Members" shall mean any Group working within the Area of Benefit supportive of the objectives of the Company and pursuing Charitable purposes.
- 3.4 "Individual Members " shall mean any Individual who lives or works in the Area of Benefit and who is supportive of the objectives of the Company.
- 3.5 Any person between the ages of 13 and 17 inclusive who shall be interested in the furtherance of the objects of the Company may be admitted by the Board as a Junior Member of the Group (" A Junior Member"). A Junior Member shall be entitled to attend Meetings of the Group but with no power to vote and Junior Members shall have the power to elect two Junior Members to attend meetings of the Board when invited to do so by the Board.
- 3.6 Section 22 of the Act shall be observed by the Company and every

Member of the Company shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.

- 3.7 Membership of the Company is personal and is not transferable.
- 3.8 A person shall cease to be a Member if he/she shall give a letter of resignation to the Board or if his/her Membership is terminated under Article 4.
- 3.9 The Board shall have the right at any time to invite any person or Group to be a co-opted Member of the Company provided that such co-opted Member shall have no right to vote at any meeting of the Company.

TERMINATION OF MEMBERSHIP

- 4.1. If any Member shall fail to observe any of the Articles or rules of the Board made under powers vested in the Board or whose conduct is prejudicial to the Company or who shall fail to attend three consecutive meetings whether of the Board or any sub-Board of the Board or for any other sufficient reason, the Board may convene an extraordinary general meeting of the Company to consider passing an extraordinary resolution to expel such Member and on such extraordinary resolution being passed the name of the Member shall be removed from the register of Members and she shall cease to be a Member.
- 4.2. Any Member who is the subject of a resolution to expel under the terms of the preceding Article, shall be entitled to address the said extraordinary meeting either in person or through a representative.

GENERAL MEETINGS

- 5. The Company shall hold an Annual General Meeting each year in addition to any other meetings in that year, 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 Company and that of the next; provided that so long as the Company holds its first Annual General Meeting within fifteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such times and at such places as the Board shall appoint. All general meetings other than Annual General Meeting s shall be called extraordinary general meetings.
- 6. The Board may call general meetings when it thinks fit and general meetings may also be convened on the requisition of Members pursuant to the provisions of the Act.

NOTICE OF GENERAL MEETINGS

- 7. An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear

days notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is agreed as follows;

- (a) In the case of an Annual General Meeting, by all the Members entitled to attend and vote; and
- (b) 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 95percent of the total voting rights at the meeting of all the Members.

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.

The notice shall be given to all Members and to the Board and auditors.

PROCEEDINGS AT GENERAL MEETINGS

8. **No business shall be transacted at any General meeting unless a quorum is present. A quorum shall be one third or 5 of all Members entitled to vote upon the business to be transacted.**
9. If a quorum is not present within half an hour of the time appointed for the meeting or, if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Board may determine but those persons present may agree in principle upon the business set out in the notice to be transacted at the meeting, subject to the ratification of such business at the adjourned meeting.
10. The chairperson, (" the Chair"), if any, of the Board or in his/her absence some other Board Member nominated by the other Board Members present shall preside as the Chair of the meeting, but if neither the Chair nor such other Board Member be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board Members present shall elect one of their number to be the Chair, and, if there is only one Board Member present and willing to act, he/she shall be the Chair.
11. If no Board Member is willing to act as the Chair, or if no Board Member is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote, shall choose one of their number to be the Chair.
12. The Chair 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 that properly might have been transacted at the meeting had an 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 as 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;

- (a) By the Chair; or
 - (b) Subject to the provisions of Article 9 by at least 10 Members having the right to vote at the meeting; or
 - (c) Subject as aforesaid by a Member or Members representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or 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 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 Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.
 16. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote but shall not be entitled to any other vote.
 17. No poll shall be demanded on the election of a Chair or on the question of adjournment.
 18. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll was demanded.

VOTES OF MEMBERS

19. At any general meeting when a resolution is put to the vote either by a show of hands or a poll, all Members shall have one vote.
20. No Member shall be entitled to vote at any general meeting unless any monies then payable by him/her or, in the case of a Group Member, by the Group to the Company shall have been paid.
21. No objection shall be raised to the qualification of any voter except at the meeting or the 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 Chair whose decision shall be final and conclusive.
22. Any Group Member may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the Group Member as if the Group Member were an individual Member of the Company. The name of the person shall be

notified to the Secretary within 14 days of the conclusion of the Annual General Meeting of the Company.

ANNUAL GENERAL MEETING

23.1 The business to be transacted at an Annual General Meeting shall include:

23.1.1 The consideration of the Accounts.

23.1.2 The reports of the Board and the Auditors

23.1.3 The election of Directors as set out in Article 25

23.2 The appointment of, and the fixing of the remuneration, of the Auditors.

BOARD OF DIRECTORS

24. Until otherwise determined by Members in general meeting the number of Board Members shall not be less than 4 nor more than 10.

25. No person who is not a Member or the representative of a Member of the Company shall in any circumstances be eligible to hold office as a Board Member.

26. The Board may from time to time appoint any Member of the Company to be a Member of the Board to fill a casual vacancy or by way of addition provided that the maximum is not exceeded. Any such Board Member shall only hold office until the next Annual General Meeting but shall be eligible for re-election.

27. The Company may from time to time by special resolution increase the maximum number of Board Members.

28. The first Board Members shall be the subscribers to the Memorandum and shall serve from the date of incorporation until the end of the first Annual General Meeting of the Company.

29. The Board may appoint any relevant persons to attend any of its meetings without the power to vote.

30. In addition and without prejudice to the provisions of section 303 of the Act the Company may by extraordinary Resolution remove any Member of the Board before the expiration of his/her period of office and may by an extraordinary resolution appoint another Member in his/her place; but any person so appointed shall hold office so long only as the Member in whose place he/she was appointed would have held the same had he/she not been removed.

POWERS OF THE BOARD

31. Subject to the provisions of the Act, the Memorandum and Articles and any directions given by special resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company. No alteration of the Memorandum and Articles and no such direction shall

invalidate any prior act of the Board which would have been valid had that alteration 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 Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.

32. In addition to all powers hereby expressly conferred upon it and without detracting from the generality of its powers under the Articles the Board shall have the following powers;

32.1.1 To expend the funds of the Company in such manner as it shall consider most beneficial for the achievement of the objects set out in the Memorandum of Association and to invest in the name of the Company such part of the funds as it may see fit and to direct the sale and transposition of such investments and to expend the proceeds of any such sale in furtherance of the said objects;

32.1.2 To enter into contracts on behalf of the Company.

33. The Board may act notwithstanding any vacancy in its body; provided always that in case the number of Board Members shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles it shall be lawful for them to act as the Board solely for the purpose of admitting persons to Membership of the Company, filling up vacancies on the Board or of summoning a General Meeting.

APPOINTMENT AND RETIREMENT OF DIRECTORS

34. At the first Annual General Meeting all the Members of the Board shall retire from office, and at every subsequent Annual General Meeting one third of the Members shall be subject to retirement by rotation or, if there 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 Member who is subject to retirement by rotation, he/she shall retire.

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

36. If at the Annual General Meeting of the Company at which a Member retires by rotation does not fill the vacancy, the retiring Member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution on the re-appointment of the Member is put to the meeting and lost.

37. No person other than a Member retiring by rotation shall be appointed or re-appointed a Board Member at any general meeting unless;

37.1.1 He/she is nominated by the Board or

37.1.2 Not less than 7 nor more than 21 days before the date appointed for the meeting there shall have been given to the Secretary notice in writing, by some Member duly qualified to be present and vote

at the meeting for which such notice is given, of his/her intention to propose such person for election, and notice in writing, signed by the person to be proposed, of his/her willingness to be elected.

38. No person may be appointed a Board Member unless;
- 38.1.1 He/she has attained the age of 18 years; and
 - 38.1.2 He/she is a Member of the Company; and
 - 38.1.3 If elected, he/she would not have been disqualified under the terms of Article 40.
39. Subject as aforesaid, a Board Member who retires at an Annual General Meeting may, if willing to act, be re-elected.

DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

40. A Board Member shall cease to hold office if he/she;
- 40.1.1 Ceases to be a Board Member by reason of any provision in the Act or is disqualified from acting as a Board Member by reason of Section 72 of the Charities Act 1993 (or any statutory modification or re-enactment of that provision);
 - 40.1.2 Becomes by reason of mental illness incapable of managing his/her own affairs;
 - 40.1.3 By notice in writing to the Company resigns his/her office;
 - 40.1.4 He/she or the Group nominating him/her ceases to be a Member of the Company;
 - 40.1.5 Is absent without the permission of the Board from all its meetings whether of the Board or of relevant sub-Board of the Board held within six months and the Board resolves that his/her office be vacated.

EXPENSES OF THE BOARD

41. Board Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them on connection with their attendance at meetings of the Board or general meetings or otherwise in connection with the discharge of their duties, but otherwise shall be paid no remuneration.

PROCEEDINGS OF THE BOARD

42. Subject to the provisions of the Articles the Board may regulate their proceedings as they think fit. A Board Member may, and the Secretary at the request of three Board Members shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes.

43. The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than one half or 3 of its number present in person and entitled to vote.
44. The Board may act notwithstanding any vacancies in its number, but, if the number of Board Members less than the number fixed for the quorum, the continuing Board Members may act only for the purpose of filling vacancies or of calling a general meeting.
45. At the first Board Meeting after the Annual General Meeting of the Company the Board shall appoint Honorary Officers. For the purposes of these Articles, the term "Honorary Officers" shall mean a Chairperson ("the Chair"), a Vice – Chairperson and a Treasurer who together shall hold office until the end of the next Annual General Meeting of the Company.
46. Unless unwilling to do so, the Chair shall preside at every meeting of the Board at which the Chair is present.
47. If the Chair is not present within fifteen minutes after the time appointed for the meeting, the Board present may appoint one of its number to be the Chair of the meeting.
48. The Board may appoint one or more sub-committees consisting of three or more Board Members for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a sub-committees. All acts and proceedings of any such sub-Boards shall be fully and promptly reported to the Board.
49. All acts done by a meeting of the Board, or of a sub-Board of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member or that any of them was 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 Board Member and had been entitled to vote.
50. A resolution in writing signed by all the Board entitled to receive notice of a meeting of the Board or of a sub-committee of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board or a sub-committee of the Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Board Members.
51. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Board and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by two people or four people as authorised by the Board.

SECRETARY

52. Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration (if not a Board Member) and upon

such conditions as it may think fit and any Secretary so appointed may be removed by the Board.

MINUTES

53. The Board shall keep minutes in books kept for the purpose;
 - 53.1.1 Of all appointments of officers made by the Board; and
 - 53.1.2 Of all proceedings at meetings of the Company and of the Board and of sub-committees of the Board including the names of the Board Members present at each such meeting.

THE SEAL

54. The seal shall only be used with the authority of the Board or of a sub-Board authorised by the Board. The Board may determine who shall sign any instrument to, which the seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or a second Board Member.

ACCOUNTS

55. Accounts shall be prepared in accordance with the provisions of the Act and the requirements of the Charities Acts.

ANNUAL REPORTS

56. The Board shall comply with all the requirements of the Charities Act 1993 with regard to the preparation and submission of an annual report.

ANNUAL RETURNS

57. The Board shall comply with all the requirements of the Act with regard to the preparation and submission of annual returns.

NOTICES

58. Any notice to be given to or by any person pursuant to the Articles shall be in writing.
59. The Company may give any notice to a Member either personally or by sending it by post in a pre-paid envelope addressed to the Member at his/her registered address or by leaving it at that address. 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/her shall be entitled to have notices given to him/her at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.
60. A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

61. 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 have been given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

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

RULES

63. The Board may from time to time make such rules or bye-laws as it may deem necessary, expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes and conditions of Membership.
In particular but without limitation to the generality of the foregoing, it may by such rules or bye-laws regulate;
- 63.1.1 The admission and classification of Members of the Company (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 subscriptions shall be paid by Members;
 - 63.1.2 The conduct of Members of the Company in relation to one another and to the employees of the Company;
 - 63.1.3 The setting aside of the whole or any part or parts of the premises of the Company at any particular time and for any particular purpose;
 - 63.1.4 The procedure at general, meetings and at the meetings and Committees of the Board in so far as such procedure is not regulated by these Articles;
 - 63.1.5 Generally, all such matters as are commonly the subject matter of Company Rules.
64. The Company in General meeting shall have the power to alter amend or to repeal the rules or bye-laws and the Board shall adopt such means as it thinks sufficient to bring to the notice of Members of the Company all such rules or bye-laws, which shall be binding on all Members of the Company provided that no such rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum and the Articles.

SOCIAL AUDIT

65. A social audit of the Company's activities may be undertaken annually in addition to the financial audit required by law. The role of the social audit shall be to identify the social costs and benefits of the Company's work, and to enable an assessment to be made of the Company's overall performance in relation to its objects more easily than may be made from financial accounts alone.

Such a social audit may be drawn up by an independent assessor appointed by the Board, or by the Board who may submit their report for verification or comments to an independent assessor.

A social audit may include an assessment of the internal democracy and decision-making of the Company, the wages, health and safety, skill sharing and education opportunities of its employees, or other matters concerning their overall personal or job satisfaction; and an assessment of the Company's activities externally, including its effects on users and suppliers, on people in the same or similar field of activity, and on persons residing in areas where the Company is located

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company pursuant to these Articles of Association.

Names and Addresses of Subscribers

NAMES AND ADDRESSES

SIGNATURE

Dated the day of 2008

Witness to the above Signatures