



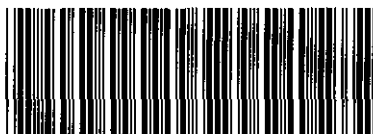
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4497806

The Registrar of Companies for England and Wales hereby certifies that
DOCKLANDS YOUTH SERVICE

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 29th July 2002



N04497806P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House
for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

DOCKLANDS YOUTH SERVICE

I, JOHN BRIAN PARKER

of CHURCH COTTAGE, DARENTH HILL, DARENTH,
BARTFORD, KENT DA2 7QY

† 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

John Parker
LEWIS

Declared at

153 RUSHEY GREEN
LONDON SE6 4BH
Day Month Year

On

24 07 2002

• Please print name.

before me •

PETER GRAY CORBETT

Signed

P. Corbett

Date

24/7/2002

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

Schank

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.

PARKER AARENBERG DAWSON & COBB

Tel 0208 461 1500

DX number 34365 DX exchange CATFORD



A28
COMPANIES HOUSE

A71BICSH

0407
25/07/02

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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



OYEZ

Please complete in
typescript, or in
bold black capitals.



F030AC10

Company
Name in full

DOCKLANDS YOUTH SERVICE

I, **JOHN BRIAN PARKER**

of **CHURCH COTTAGE, DARENTH HILL, DARENTH,
DARTFORD, KENT DA2 7QY**

†Please delete as appropriate.

AND
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.

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

Declarant's signature

Declared at

the
before me*

Signed

[Signature]

**153 RUSHEY GREEN
LONDON SE6 4BH**

Twenty fourth day of

One thousand nine hundred and ninety

two

PETER GRAY CORBETT

Date

24/7/02

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

PARKER AARENBURG DAWSON & COBS

Tel **0208 461 1500**

DX number **34365** DX exchange **CATFORD**

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.



A28
COMPANIES HOUSE

0406
25/07/02

When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 3UZ
for companies registered in England and Wales DX 33050 Cardiff
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.
CHFP041

First directors and secretary and intended situation of registered office

Notes on completion appear on final page.

Company Name in full

DOCKLANDS YOUTH SERVICE

Proposed Registered Office
(PO Box numbers only, are not acceptable)

77/79 RUSHEY GREEN

CATFORD

Post town

LONDON

County/Region

Postcode

SE6 4AF

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.

X

Agent's Name

PARKER ARREMBERG DAWSON & COBB

Address

77/79 RUSHEY GREEN

CATFORD

Post town

LONDON

County/Region

Postcode

SE6 4AF

Number of continuation sheets attached.

4

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.

PARKER ARREMBERG DAWSON & COBB

Tel

DX number 34365 DX exchange CATFORD

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

Companies House, Crown Way, Cardiff, CF14 3UZ

for companies registered in England and Wales DX 33050 Cardiff
or

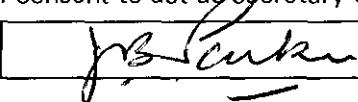
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

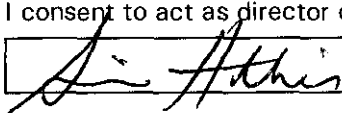


Company Secretary (see notes 1-5)

Company Name		DOCKLANDS YOUTH SERVICE	
NAME	* Style/Title		* Honours etc.
* Voluntary details.	Forename(s)	JOHN BRIAN	
	Surname	PARKER	
	Previous forename(s)		
	Previous surname(s)		
Address		CHURCH COTTAGE, DARENTH HILL	
Usual residential address		DARENTH	
For a corporation, give the registered or principal office address.		Post town	DARTFORD
	County/Region	KENT	Postcode DA2 7QY
	Country	U.K.	
I consent to act as secretary of the company named on page 1			
Consent signature			Date 16/7/2002

Directors (see notes 1-5)

Please list directors in alphabetical order.

NAME	* Style/Title	MR	* Honours etc.	
	Forename(s)	SIMON DAVID		
	Surname	HITCHES		
	Previous forename(s)			
	Previous surname(s)			
Address		48 MILLIGAN STREET		
Usual residential address				
For a corporation, give the registered or principal office address.		Post town	LIME HOUSE	
	County/Region	LONDON	Postcode	E14 8AU
	Country	ENGLAND		
		Day	Month	Year
	Date of birth	09	12	1965
	Nationality	BRITISH		
Business occupation		MANAGER		
Other directorships		ISLAND ADVICE		
I consent to act as director of the company named on page 1				
Consent signature			Date	23/4/02

Company Secretary (see notes 1-5)

Company Name		DOCKLANDS YOUTH SERVICE	
*Voluntary details.	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		
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	
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)

Company Name		DOCKLANDS YOUTH SERVICE	
*Voluntary details.	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		
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	
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)

Company Name		DOCKLANDS YOUTH SERVICE	
*Voluntary details.	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		
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)	JOANNA CLARE			
	Surname	BLAIN			
	Previous forename(s)				
	Previous surname(s)				
Address		194D STAPLETON HALL RD			
Usual residential address		HARRINGAY, LONDON			
For a corporation, give the registered or principal office address.					
	Post town	N4 4QL			
	County/Region	Postcode	N4 4QL		
	Country	ENGLAND			
	Date of birth	Day	Month	Year	Nationality
		13	05	76	BRITISH
Business occupation		SPORTS DEVELOPMENT			
Other directorships		N/A			
I consent to act as director of the company named on page 1					
Consent signature		J.C. Blain		Date	6.2.02

Company Secretary (see notes 1-5)

Company Name		DOCKLANDS YOUTH SERVICE	
*Voluntary details.	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		
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	
Date of birth		
Day	Month	Year
Business occupation		Nationality
Other directorships		
I consent to act as director of the company named on page 1		
Consent signature		Date

Directors (continued) (see notes 1-5)

* Voluntary details.	NAME	* Style/Title	<input type="text" value="Ms"/>	* Honours etc.	<input type="text"/>
		Forename(s)	<input type="text" value="Marcella"/>		
		Surname	<input type="text" value="Bailey"/>		
		Previous forename(s)	<input type="text"/>		
		Previous surname(s)	<input type="text"/>		
	Address	<input type="text" value="48, Cotesbach Road"/>			
	Usual residential address	<input type="text"/>			
			<input type="text"/>		
		Post town	<input type="text" value="Hackney"/>		
		County/Region	<input type="text" value="London"/>	Postcode	<input type="text" value="E59 9QJ"/>
		Country	<input type="text" value="England"/>		
			Day	Month	Year
		Date of birth	<input type="text" value="11"/>	<input type="text" value="02"/>	<input type="text" value="1955"/>
		Nationality	<input type="text" value="Irish"/>		
	Business occupation	<input type="text" value="Assistant Headteacher"/>			
	Other directorships	<input type="text"/>			
		<input type="text"/>			
		I consent to act as director of the company named on page 1			
	Consent signature	<input type="text" value="M. Bailey"/>	Date	<input type="text" value="23 04 02"/>	

This section must be signed by

Either
an agent on behalf
of all subscribers

Signed Date

Or the subscribers
(i.e. those who signed
as members on the
memorandum of
association).

Signed Date

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. Director's 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.

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a share Capital

Memorandum of Association of

DOCKLANDS YOUTH SERVICE



1. The Company's name is "Docklands Youth Service" (and in this document is called "the Company")
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects ("the Objects") are to help children and young people, especially but not exclusively through recreation and leisure time activities, and supplementary education, so to develop their physical, mental and spiritual capacities that they may grow to full maturity as individuals and members of a multicultural society.
4. In furtherance of the Objects but not otherwise the Company may exercise the following powers:
 - (1) to bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and others;
 - (2) to arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
 - (3) to collect and disseminate information on all matters relating to its objects and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere;
 - (4) to write, print or publish in whatever form, such papers, books, periodicals, pamphlets or other documents, including files and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or otherwise;
 - (5) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;
 - (6) to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (7) to acquire, construct, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (8) subject to clause 5 below to employ such staff, who shall not be directors of the Company (hereinafter referred to as "the trustees") as are necessary for the proper

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pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;

- (9) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (10) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (11) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (12) Subject to such consents as may be required by law to borrow and raise money for the purposes of the Company in such manner as the Company may think fit.
- (13) (a) To invest income received by the Company not immediately required for its purposes in or upon such investments, securities or property of whatever nature and wherever situated or place the same on deposit at interest with any bank insurance company or local authority as may be thought fit.

(b) To invest the capital of the Company not immediately required for its purposes in or upon such investments, securities, land (including any estate or interest in the same) and property of whatever nature and wherever situated and whether income producing or not including such personal credit with or without security as may be thought fit.

PROVIDED always that the powers in sub-clauses (13)(a) and (13)(b) shall be exercised subject to such conditions and consents as may from time to time be imposed or required by law and subject also to the provisions hereinafter contained.

- (14) To amalgamate with any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of the Company.
- (15) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (16) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies institutions, societies or associations with which the Company is authorised to amalgamate.
- (17) To do all such lawful things as are necessary for the achievement of the Objects.

- 5. The income and property of the Company shall be applied solely towards the promotion of the Objects and no parts shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company; Provided that nothing in this document shall prevent any payment in good faith by the Company;

- (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his, or hers, when instructed by the Company to act in a professional capacity on its behalf : Provided that at no time shall a majority of the trustees benefit under this provisions and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - (2) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a trustee;
 - (3) of interest on money lent by any member of the Company or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
 - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
 - (6) to any trustee of reasonable out-of-pocket expenses;
 - (7) of any premium in respect of any indemnity insurance to cover the liability of the trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company PROVIDED that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.
8. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 5 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the 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

Marcella Bailey

Marcella Bailey
48 Cotesbach Road, Hackney, London E5 9QJ

J. C. Blain

Joanna Clare Blain
194D Stapleton Hall Road, London N4 4QL

Hi Ching

Hi Ching
24 Knighthead Point, The Quarterdeck, London E14 8SR

Jane Davies

Jane Davies
9 Hamilton Court, Cumberland Place, London SE6 1LY

Tony Ford

Tony Ford
53 Kingdon House, Galbraith Street, London E14 3LP

Christine Frost

Christine Frost
22 Devitt House, Wade Street, Poplar, London E14 0DB

Sean Heslop

Sean Heslop
23 Forest Road, Leytonstone, London E11 1JT

Simon David Hitches

Simon David Hitches
48 Milligan Street, Limehouse, London E14 8AU

Edwin Lewis

Edwin Lewis
58 Market Square, Poplar, London E14 6BU

Lisa Poon

Lisa Poon
43 Sheerwater Road, Beckton, London E16 3SU

Margaret Elizabeth Tracey

Margaret Elizabeth Tracey
7 Talia House, Manchester Road, London E14 3HB

Dated: 16th July 2002

Witness to the above Signatures:

Konkell

Name: Karen O'Neill

Address: 26 West End Avenue, Leyton, London E10 6DZ

Occupation: Community Admin + Support officer.

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

Articles of Association of
DOCKLANDS YOUTH SERVICE

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;

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

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

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the company;

"office" means the registered office of the company;

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

"the United Kingdom" means Great Britain and Northern Ireland; and

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

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

Members.

2. (1) Membership of the company shall be restricted to corporate bodies or unincorporated associations interested in furthering the work of the company and who have paid any annual subscription which may be laid down from time to time by the trustees.

(2). The subscribers to the memorandum and such other organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the company. No organisation shall be admitted a member of the company unless approved by the trustees who shall have absolute discretion to accept or decline any application for membership and need not give reasons for their decision.

(3). Subject to Article 3, membership shall not be transferable.

(4). A member shall cease to be a member:

- (a) on the expiration of at least seven days notice given in writing to the Company at the office of the intention to resign PROVIDED that such member pays with such notice any unpaid subscriptions or other sums due to the effective date of resignation pro rata from such member.
- (b) upon failure to pay any subscription stipulated from time to time by the trustees pursuant to Article 61(a)(i) hereof or other sum within two months of the same becoming due and payable PROVIDED that if any such member subsequently pays to the Company the full amount of such subscription and all other monies (if any) due to the Company (including any further subscriptions or monies which would have been payable if such member had continued to be a member without break in membership) the member shall be readmitted unless the trustees in their absolute discretion decide otherwise;
- (c) if, at a meeting of the trustees at which not less than half their number are present, a resolution is passed resolving that the member be expelled. Such a resolution shall not be passed unless the member has been given not less than 28 clear days notice of the fact that the resolution is to be proposed, specifying broadly the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the trustees. If such resolution is passed, then the member shall subject to appeal cease to be a member but without prejudice to the liability of the member to pay to the Company any subscription or other sum due. A signed appeal may be lodged by the member concerned at the office within 28 days of the expulsion resolution in which event that decision shall be reviewed at the next General Meeting of the Company and conclusively resolved by simple majority after the same rights of representation or hearing have been made available. Pending the outcome of any such appeal the membership of the appellant shall remain in suspense but without prejudice is the member's liability to pay any subscription or other levy in respect of the period of suspension.

Representatives of Member Organisations

3. Member organisations shall appoint an individual as their representative and the name of such individual, the name of the organisation and the fact that he/she is its representative shall be notified in writing to the secretary and entered in the register of members. Subject to the trustees right to decline to accept any such person in that capacity, the organisation shall be able to replace the person who is its representative with another person by notice in writing to the Company signed by an officer of the organisation concerned.

General meetings.

4. 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 eighteen 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 places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
5. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the company may call a general meeting.

Notice of general meetings.

6. 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 so agreed :
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

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 the members, to the trustees, to any patron(s) and to the auditors.

7. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or organisation entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings.

8. No business shall be transacted at any meeting unless a quorum is present. The lesser of ten or one quarter of the persons entitled to vote upon the business to be transacted shall constitute a quorum.

9. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine and the quorum at such meeting shall be two persons entitled to vote upon the business to be transacted.
10. The chair, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chair of the meeting, but if neither the chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chair and, if there is only one trustee present and willing to act, he shall be chair.
11. If no trustee is willing to act as chair, or if no trustee 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 chair.
12. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
13. 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 which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
14. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chair; or
 - (2) by at least two members having the right to vote at the meeting; or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having a right to vote at the meeting.
15. Unless a poll is duly demanded a declaration by the chair that a resolution has been varied or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
16. 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 the poll was made.
17. A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

18. 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 in addition to any other vote he may have.
19. A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
20. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members.

21. Subject to Article 18, every member shall have one vote. Votes shall be cast in person unless the trustees decide that proxy votes shall be permitted pursuant to Article 61(a)(iv)
22. *No member shall be entitled to vote at any general meeting unless all monies then payable by such member to the company have been paid.*
23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
24. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Trustees.

25. The number of trustees shall be not less than three nor more than eight.
26. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles as the representatives of the organisations stated. Future trustees shall be appointed as provided subsequently in the articles.

Powers of trustees.

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the trustees who may exercise all the powers of the company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely :
- (1) to expend the funds of the company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
 - (2) to enter into contracts on behalf of the company;
 - (3) to seek and defray the cost of obtaining advice, including power to invite advisors/observers to attend and speak at their meetings (but not vote) on any issue before them for decision when professional expertise is required.

Appointment and retirement of trustees.

29. Save for the trustees co-opted pursuant to article 30, only the representatives of organisations in membership of the company (as notified and accepted pursuant to article 3 above) shall be eligible to serve as trustees.
30. Provided that a sufficient number of persons representing member organisations are willing to serve, the board of trustees shall comprise
- (i) two representatives of organisations active in the South Poplar area and four representatives of organisations active in the Millwall area.
 - (ii) not more than two persons co-opted with full voting rights by the trustees referred to in (i) above to serve for such period as may be determined on their co-option but in any event no longer than until the conclusion of the next annual general meeting. Any trustee so co-opted may be co-opted for a second or subsequent term or terms.
31. At the first and every subsequent annual general meeting all the trustees shall retire from office.

32. No person may be appointed as a trustee :
- (1) unless he has attained the age of 18 years; or
 - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 36.
33. Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.
34. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed the maximum number fixed by the articles.
35. A trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees.

36. A trustee shall cease to hold office if he
- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 78 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns his office by notice to the company (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - (4) is absent without the consent of the trustees from three consecutive meetings of the trustees.

Trustees' expenses.

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

Trustees' appointments.

38. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to any unremunerated executive office under the company including chair, vice-chair, honorary treasurer and honorary administrative secretary. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he/she

ceases to be a trustee and no such trustee shall hold more than one executive office at any one time.

39. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the company or receive remuneration or be interested otherwise than as a trustee in any other contract to which the company is a party.

Proceedings of trustees.

40. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. The Chair or any two trustees may, and the secretary at the request of the Chair or any two trustees shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
41. The trustees shall hold at least four ordinary meetings each year of which at least four days notice shall be given unless the chair decides that shorter notice is to be given on grounds of urgency but if the business to be transacted includes the appointment of a co-opted trustee then not less than 21 days notice shall be given.
42. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than three trustees.
43. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than three, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
44. Unless he is unwilling to do so, the trustee appointed as chair under Article 38 shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the vice-chair shall preside or failing him, the trustees present may appoint one of their number to be chair of the meeting.
45. The trustees may appoint one or more sub-committees consisting of three or more trustees (two of whom shall ex officio be the chair and the honorary administrative secretary) for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee : provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
46. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
47. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been

passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

48. Any bank account in which any part of the assets of the company is deposited shall be operated by the trustees and shall indicate the name of the company. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.
49. Any trustee who is (1) employed by (2) a member of (3) volunteer working with or (4) user of the facilities provided by any organisation seeking a grant or other form of support from the company shall, if present when an application for assistance from such organisation is considered, declare that fact and withdraw from the meeting while such application is dealt with.

Secretary.

50. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes.

51. The trustees shall keep minutes in books kept for the purpose :
 - (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the company and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

The Seal.

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

Accounts.

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

Notices.

54. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

55. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his 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 shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.
56. 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.
57. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity.

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

Patron

59. (a) The trustees may appoint and remove any person or persons as a patron or patrons of the company and on such terms as the trustees shall think fit.
- (b) A patron shall have the right to attend and speak (but not vote) at any general meeting of the company and to be given notice thereof as if a Member and shall also have the right to receive the accounts of the company when available to Members.

Equal Opportunities

60. (a) Applications for membership of the company shall be acceptable from any individuals, corporate bodies or organisations regardless of any issues concerned with race, creed, religion, culture, ethnic origin, sex or sexual orientation, marital status, any kind of disability or chronic illness, age and class and the company shall not be entitled to withhold or reject membership on the grounds of any such issue.
- (b) The trustees, in managing the business of the company, shall have regard to the equal opportunities implications of the issues under their deliberation and in particular the extent to which equal opportunities might be furthered by their decisions but, for the avoidance of doubt, shall not be bound to treat equal opportunities as the overriding consideration.

Rules or Bye Laws

61. (a) The trustees may from time to time make such Rules or Bye Laws as they may deem necessary or convenient for the proper conduct and management of the company and for the purpose of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing, they may by such Rules or Bye Laws regulate:-
- (i) The admission and classification of members of the company and the rights and privileges of such Members, and the conditions of membership and the entrance fees, subscriptions and other fees or payments to be made by members.
 - (ii) The conduct of members of the company in relation to one another, and to the company's employees.
 - (iii) The proper supervision, control and management of the property of the company and the setting aside of the whole or any part or parts of the company premises at any particular time or times or for any particular purpose or purposes.
 - (iv) The procedure at General Meetings and meetings of the trustees and sub-committees in so far as such procedure is not regulated by these Articles including in regard to General Meetings whether proxy votes are to be permitted, either generally or for individual meetings, limitation of the number of proxies which any individual may hold, and the circumstances (which may be limited) in which members shall have the facility to appoint proxies.
 - (v) The extent, if any, to which (without prejudice to the provisions of the Act) records of the Company may be made available for public inspection and meetings of the Company open to the public.
 - (vi) And, generally, all such matters as are commonly the subject matter of Company rules
- (b) The company in general meeting shall have the power to alter or repeal the Rules or Bye Laws and to make additions to them and the trustees shall adopt such means as they deem sufficient to bring to the notice of members of the company all such Rules or Bye Laws, which, so long as they shall be in force, shall be binding on all members of the company Provided nevertheless that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the company

Signatures, Names and Addresses of Subscribers

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Hi Ching

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Dated: 16th July 2002.

Witness to the above Signatures:

Karen O'Neill

Name: Karen O'Neill

Address: 26 West End Avenue, Leyton, London E10 6DZ

Occupation: Community Admin + Support officer