



FILE COPY

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

Company No. 6556985

The Registrar of Companies for England and Wales hereby certifies that

CHOICE SUPPORT AND TRANSPORT

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **7th April 2008**



N06556985V



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

001397/20

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE
(AND NOT HAVING A SHARE CAPITAL)
MEMORANDUM OF ASSOCIATION
CHOICE SUPPORT AND TRANSPORT

- 1 The name of the Company is Choice support and Transport
- 2 The registered office of the Company will be situated in England and Wales
- 3A The Company is established for the public benefit within the area of Manchester with the following objects -
 - a) the support of those who are physically or mentally disadvantaged in such ways as might be thought fit,
 - b) the relief of exclusion with disadvantaged individuals in such ways as may be thought fit, including assistance into training,
 - b) the introduction of education, training and creative work with disadvantaged people, and providing unemployed people with work experience,
 - c) [PROVIDED that in furtherance of all or any of the above objects the Company shall have the power to promote provide or assist activities elsewhere in the United Kingdom which will pursue objects similar to or compatible with those of the Company]
- 3B And the Company shall have the following powers exercisable in furtherance of its said objects or any of them but not otherwise namely
 - a) To carry on any other activities whatsoever which Choice support and Transport in the opinion of the Company be advantageously be carried on by the Company incidental with or conducive to or ancillary to any of the objects of the Company or enhance the value of or render profitable any of the Company's property or rights or is required by any client or customer or persons (legal or natural) dealing with the Company
 - b) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate, which may be deemed necessary or convenient for any objects of the Company
 - c) To construct, maintain, improve, rebuild and alter any houses, buildings or works necessary for the objects of the Company
 - d) To accept gifts of any property or money including any interest therein, whether subject to any special trust or not, for any one or more of the objects of the Company



A6N7JYJA

A10 02/04/2008 103

COMPANIES HOUSE

WEDNESDAY

- e) To cause to be written, printed, published and circulated (gratuitously or otherwise) any newspapers, periodicals, pamphlets, reports, journals, films, instructional matter, books, recorded tapes, documents or leaflets and to organise lectures, classes, exhibitions, meetings, seminars, broadcasts and courses of instruction necessary for the promotion of its objects, either alone or with others
- f) To purchase or otherwise acquire or found and to carry on training centres
- g) To foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of such research
- h) To sell manage, lease, mortgage, charge, insure, dispose of, or otherwise deal with or turn to account all or any part of the property of the Company
- i) To borrow and raise money for the purposes of the Company in such manner as the Company may think fit subject to the provisions of clause 4 hereof
- j) 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
- k) 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
- l) To establish any charitable trusts which will further any of the objects of the Company
- m) To employ and/or engage persons for each and any objects and/or purposes of the Company and make all reasonable and necessary provisions for the payment of pensions and superannuation benefits to or in respect of employees and their other dependants
- n) To establish and support, and to aid in the establishment and support of, any other trusts, associations, bodies or corporations wheresoever constituted or operating formed for all or any of the objects of the Company
- o) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company

- p) 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
- q) 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
- r) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts
- s) To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit
- t) To pay out of the funds of the Company the cost, charges and expenses of and incidental to the formation of the Company and its registration under the Companies Acts
- u) To do all such other lawful things in order to further the attainment of the above objects or any of them

- 3C In carrying out the aforesaid objects the Company shall have regard to the physical, mental and spiritual well-being of the community, particularly those who participate in any way in the activities of the Company
- 4 The rate of interest on money borrowed, except by way of loan, overdraft or mortgage from a Bank, Building Society, Local authority or established Finance House shall not exceed 10 per cent per annum or 3 per cent above the base lending rate of the Co-operative Bank plc, whichever is the higher
- 5 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this 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 members of the Company, except by way of payment in good faith of reasonable and proper wages, and repayment of expenses to any member of the Company in return for any services actually rendered to the Company
- 6 The liability of the members is limited
- 7 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while s/he is a member, or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the Company contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound

- 8 If upon the 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 to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Company, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect Choice support and Transport not be given to such provision then to some charitable object
- 9 Clauses in the Memorandum of Association except for clause 3A and 8 above shall only be altered by a Special Resolution which is hereby defined as one passed by a majority of not less than three fourths of the members voting in person at a General Meeting of which not less than twenty-one clear days notice has been given specifying the purpose for which the meeting has been called, proxy voting is not permitted

DAVID DANIEL WELLS

13 MAYFAIR AVENUE

SPRINGHEAD

OLDHAM

OL4 4SH



11/2/08

MARK JOHN FINCH

88 SPRINGWOOD HALL RD

FITTON HILL

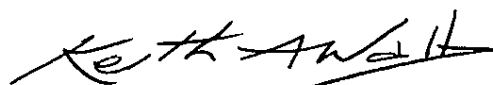
OLDHAM

OL8 2QF



11/2/08

KEITH ANTHONY WALL
11 JOPSON ST
MIDDLETON
M24 2JA



11/2/08

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE
(AND NOT HAVING A SHARE CAPITAL)
ARTICLES OF ASSOCIATION OF
CHOICE SUPPORT AND TRANSPORT**

I GENERAL

1 In these Articles -

“the Act” means the Companies Acts 1985 and 1989 and any amendments from time to time in force

“the Seal” means the common seal of the Company

“Company Secretary” means any person appointed to perform the duties of the secretary of the Company

“the United Kingdom” means Great Britain and Northern Ireland

“the Management Committee” means all those persons appointed to perform the duties of Directors of the Company

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company

II MEMBERS

2 The Subscribers to the Memorandum of Association who shall be the Founder Members and such other persons as the Management Committee shall admit to Membership shall be members of the Company

3 Any person or institution (as hereinafter defined) shall be admitted to membership upon receipt by the Company Secretary of a signed application in writing in a form to be approved by the Management Committee stating that such person or institution as the case may be approves the objects and general principles and aims of the Company as hereinbefore set out unless the Management Committee shall within six weeks of such receipt decide that in their view (which decision shall be final) the admission of the applicant to membership would be prejudicial to the interests of the Company

For the purposes of this Article “institution” shall mean any incorporated or unincorporated body and an institution which becomes a member of the Company shall

be known as a "corporate member" and save where otherwise provided the expression 'member' shall in these Articles include a "corporate member"

Each member shall pay any annual subscription as determined from time to time by the membership in General Meeting Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the annual membership subscription

- 4 The Company shall keep a Register of members containing the name and address of every member, the date on which s/he or it became a member and the date on which s/he or it ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register on becoming a member A member shall notify the Secretary in writing within twenty-eight days of a change to their name or address
- 5 A member shall cease to be a member in the following circumstances -
 - a) If such member's subscription shall not be paid within one month after the end of the financial year unless the Management Committee shall in its absolute discretion otherwise decide
 - b) If guilty of such conduct as in the opinion of the Management Committee shall be at variance with the objects and principles of the Company or be prejudicial to its interests
 - c) If such member resigns in writing to the Secretary
 - d) The member dies, if an individual person
 - e) The member is wound up or goes into liquidation, if an institution

III GENERAL MEETINGS

- 6 The Company shall in each year hold a General Meeting as its Annual General Meeting 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 time and place as the Management Committee shall appoint
- 7 Ordinary General Meetings of the Company shall be held at quarterly intervals, but the Company in General Meeting may decide to hold a General Meeting more or less frequently
- 8 The Management Committee may, whenever they think fit, convene an Extraordinary General Meeting Extraordinary General Meetings may also be convened at the request of any two members or ten percent of the members of the Company, whichever is the greater
- 9 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by giving at least twenty-one days' clear notice in writing Meetings of the Company other than an Annual General Meeting shall be called by giving at least

fourteen days' clear notice in writing The notice shall specify the place, date, and time of the meeting and the general nature of any special business to be discussed Notice of the meeting must be given to everyone entitled to receive such notices under these Articles

Provided that a meeting of the Company shall be deemed to have been duly called notwithstanding the accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice

10 Decisions at General Meetings shall be made by passing resolutions

- a) Decisions involving an alteration to Clauses 3A and 8 of the Memorandum of Association and to Articles 2, 68 and 72 and this Article 10(a) of these Articles of Association, the solvent dissolution of the Company, or the disposal of assets equivalent to one tenth or more of the total balance sheet of the Company shall only be valid if passed by a majority of three fourths of the membership at an Extraordinary General Meeting of the Company at which the Founder Members shall hold not less than one third of the total voting rights
- b) Decisions involving an alteration to clauses of the Memorandum and Articles of Association, other than those specified above, and other decisions so required from time to time by statute shall be made by a Special Resolution A Special Resolution is here defined as one passed by a majority of not less than three fourths of the members of the Company present and voting at an Extraordinary General Meeting
- c) All other decisions shall be made by ordinary resolution requiring a simple majority

IV PROCEEDINGS AT GENERAL MEETINGS

- 11 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Management Committee and auditors, the election of members of the Management Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors
- 12 Votes may only be given personally and no member shall have more than one vote
- 13 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by her/his committee, receiver or curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court
- 14 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business Save as otherwise provided in these Articles two members or ten per cent of the members of the Company present in person, whichever is the greater, shall be a quorum
- 15 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any

other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum

- 16 Subject to the provisions of the Act, a Resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held Such Resolution may consist of several documents in like form each signed by one or more of the Members
- 17 The Chair of the Management Committee shall preside as Chair at every General Meeting of the Company If the Chair is not present within fifteen minutes after the time appointed for the holding of the meeting the Members present shall elect one of their number to be Chair of the meeting
- 18 The Chair may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting
- 19 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chair or by at least two members present in person The demand for a poll may be withdrawn
- 20 Unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution
- 21 Except as provided in Article 23, if a poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 22 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote
- 23 A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll

V CORPORATE MEMBERS ACTING BY REPRESENTATIVES AT MEETINGS

- 24 Any corporate member may by resolution of its Directors, Management Committee or other governing body appoint an individual to act as its representative at any meeting of the Company and the person so appointed shall be entitled to exercise the same powers on behalf of such corporate member as that corporate member could exercise if it were an individual member of the Company.

VI MANAGEMENT COMMITTEE

- 25 Except as provided for in Article 32, the qualification of a Management Committee member shall be that s/he is a member of the Company and there shall be no other qualification required
- 26 The number of members of the Management Committee shall not be less than three nor more than five
- 27 The initial Management Committee of the Company shall be appointed by the subscribers to the Memorandum of Association, and shall serve until the first Annual General Meeting of the Company
- 28 At the first and every subsequent Annual General Meeting of the Company all the members of the Management Committee shall retire from office
- 29 New Management Committee members shall be elected individually at each Annual General Meeting
- 30 The composition of the Management Committee following the first Annual General Meeting shall be as follows
- a) Not more than two persons nominated for election by and elected from the Founder Members, and
 - b) Not more than three persons nominated for election by and elected from the members of the company
- 31 Members of the Management Committee retiring pursuant to any of the provisions in these Articles shall be eligible for reelection or reappointment
- 32 The Management Committee may at any time co-opt any person to the Management Committee, whether or not s/he is a member of the Company, provided that the maximum number prescribed in these Articles is not exceeded and that not more than three such co-options shall be made between one Annual General Meeting and the next All persons so co-opted shall retire at the Annual General Meeting following their co-option but shall be eligible to be re-appointed thereafter
- 33 The Members of the Management Committee may be paid all reasonable traveling, hotel and other out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Management Committee of any committee thereof or General Meetings or in connection with the activities of the Company

- 34 A member of the Management Committee may act in a professional capacity for the Company, and s/he or his/her firm shall be entitled to remuneration for professional services as if s/he were not a Management Committee member, provided that nothing contained herein shall authorise a Management Committee member or his/her firm to act as auditor to the Company
- 35 A Member of the Management Committee shall not vote in respect of any contract in which s/he is directly or indirectly interested or any matter arising out of any such contract and if s/he does so her/his vote shall not be counted

VII BORROWING POWERS

- 36 The Management Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party No lender or other person dealing with the Company shall be concerned to see or inquire whether such prior consent is given

VIII POWERS AND DUTIES OF MANAGEMENT COMMITTEE

- 37 The business of the Company shall be managed by the Management Committee, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company, as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or the Articles and to such rules, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in accordance with Article 69 hereof or in General Meeting, but no rule made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid if that regulation had not been made
- 38 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Management Committee shall from time to time by resolution determine
- 39 The Management Committee shall cause minutes to be made in books provided for the purpose -
- a) of all appointments of officers made by the Management Committee,
 - b) of the names of the Members of the Management Committee present at each meeting of the Management Committee and of any sub-committee of the Management Committee
 - c) of all resolutions and proceedings at all meetings of the Company, and of the Management Committee, and of sub-committees of the Management Committee
- 40 The Members of the Management Committee on behalf of the Company may make all reasonable and necessary provision for the payment of pensions and superannuation benefits to or in respect of employees and their dependents

IX ADVISERS AND OBSERVERS

- 41 In managing the business of the Company pursuant to Article 37, the Management Committee shall have full power to seek and defray the cost of obtaining advice, including power to invite advisers and/or observers to attend and speak at its meetings (but not vote) on any issue before it for decision when professional expertise is required

X DISQUALIFICATION OF MEMBERS OF THE MANAGEMENT COMMITTEE

- 42 The office of Member of the Management Committee shall be vacated if the said Member -

- a) becomes bankrupt or makes any arrangement or composition with her/his creditors generally, or
- b) ceases to be a member of the Company in accordance with Article 5 or is the deputy of a corporate body which ceases to be a member, or
- c) becomes prohibited from being such Member by reason of any order made under Section 295 of the Act, or
- d) becomes of unsound mind, or
- e) resigns her/his office by notice in writing to the Company, or

is directly or indirectly interested in any contract with the Company and fails to declare the nature of her/his interest in manner required by Section 317 of the Act

XI APPOINTMENT AND REMOVAL OF MEMBERS OF THE MANAGEMENT COMMITTEE

- 43 The Company shall not be subject to Section 293 of the Act and therefore no person having attained the age of seventy shall be prohibited from holding the office of Management Committee member
- 44 The Company may by Ordinary Resolution at any time and from time to time appoint or remove a Member of the Management Committee subject to Sections 303 and 304 of the Act
- 45 A Member of the Management Committee may be removed from office at any time by a two-thirds majority of the Committee present and voting at any meeting called for that purpose. Such Member shall have the right to appeal against his/her removal from office under this Article by giving notice of such to the Company Secretary at the registered office of the Company not less than seven days from the date of such meeting and the Company Secretary shall within five days of the receipt of such notice issue notice calling an Extraordinary General Meeting of the Company to be held on a date to be determined in consultation with the Officers elected pursuant to Article 54 hereof to review the decision of the Management Committee and decide whether to confirm it or re-instate the Member. The Member concerned shall have the right to receive the same notice of the Extraordinary General Meeting as members of the Company and the right to speak in person (but not through any representative or

adviser) at the Extraordinary General Meeting or to submit written representations to it but this shall not oblige the Company to adjourn its proceedings to facilitate the attendance of such Member or the drafting of any written representations

- 46 Pending the decision of the Extraordinary General Meeting of the Company the Member of the Management Committee concerned shall not be entitled to attend meetings of the Committee and, in the event of his/her reinstatement, no proceedings of the Management Committee shall be called into question by reason of their having been decided, undertaken or performed while such appeal is pending

XII PROCEEDINGS OF MANAGEMENT COMMITTEE

- 47 The Management Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and may determine the quorum necessary for the transaction of business provided always that the quorum shall not be less than three. It shall not be necessary to give notice of a meeting of the Management Committee to any Member thereof for the time being absent from the United Kingdom. A Member of the Management Committee may, and the Company Secretary on the requisition of any such Member shall at any time summon a meeting of the Management Committee
- 48 Questions arising at any meeting shall be decided by a majority of votes, and in the case of an equality of votes the Chair shall have a second or casting vote
- 49 The continuing Members of the Management Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of the Management Committee, the continuing Members or Member thereof may act for the purpose of increasing the number of Members to that number, or of summoning a General Meeting of the Company, but for no other purpose
- 50 The Members of the Management Committee may delegate any of their powers to sub-committees consisting of such members of their body as they think fit and any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee and shall not expend funds of the Company otherwise than in accordance with a budget agreed by the Management Committee. All acts and proceedings of any such sub-committee shall be reported back to the Management Committee as soon as possible
- 51 All acts done by any meeting of the Management Committee or of a sub-committee of the Management Committee, or by any person acting as a Member of the Management Committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member of the Management Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Management Committee
- 52 A Resolution in writing signed by all the Members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Such Resolution may consist of several documents in the like form each signed by one or more of the Members of the Management Committee

- 53 The Management Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights

XIII OFFICERS TO BE APPOINTED BY MANAGEMENT COMMITTEE

- 54 The Members of the Management Committee at its first meeting after each Annual General Meeting of the Company may elect honorary officers being a Chair, a Vice-Chair and a Treasurer. In the absence of the Chair, one of the other officers shall preside at any meeting of the Committee in the order set out above and if no such officer is present the Committee shall elect one other of their number to preside at the meeting in question
- 55 Subject to the provisions of the Act the Company Secretary shall be appointed by the Management Committee for such term, at such remuneration and upon such conditions as they may think fit, and any Company Secretary so appointed may be removed by them
- 56 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Member of the Management Committee and the Company Secretary shall not be satisfied by its being done by or to the same person acting both as a Member of the Management Committee and as, or in place of, the Company Secretary

XIV THE SEAL

- 57 The Management Committee shall provide for the safe custody of the Seal (if any) which shall only be used by the authority of the Management Committee or of a committee of the Management Committee authorised by the Management Committee in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Member of the Management Committee and shall be countersigned by the Company Secretary or by a second Member of the Management Committee or by some other person appointed by the Management Committee for the purpose

XV ACCOUNTS

- 58 The Management Committee shall cause accounting records to be kept in accordance with Sections 221 to 223 inclusive of the Act
- 59 The accounting records shall be kept at the registered office of the Company, or subject to sub-sections (1) and (2) of Section 222 of the Act at such other place or places as the Management Committee think fit, and shall always be open to the inspection of the officers of the Company
- 60 The books of account shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place as the Management Committee thinks fit, and shall at all reasonable times be open to the inspection of all members and officers and by other persons authorised by the Company in General Meeting
- 61 Members of the Management Committee shall from time to time in accordance with Sections 227, 229, 235, 236, 239, 241 and 242 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections

- 62 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report and Management Committee's report shall not less than twenty-one days before the date of the meeting be sent to every Member of, and every holder of debentures of, the Company provided that this article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures

XVI AUDIT

- 63 Subject to statutory exemptions and regulations as may be in force, and unless the Company is eligible for and decides to implement the small company audit exemptions, at least once in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors
- 64 Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act

XVII NOTICES

- 65 A notice may be given by the Company to any member either personally or by sending it by post to her/him or to her/his registered address, or (if s/he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by her/him to the Company for the giving of notice to her/him Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post
- 66 Notice of every General Meeting shall be given in any manner hereinbefore authorised to -
- a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them,
 - b) every person being a legal personal representative or a trustee in bankruptcy of a member (having given to the Company notice of her/his appointment and an address in the United Kingdom for the service of notices) where the member but for her/his death or bankruptcy would be entitled to receive notice of the meeting, and
 - c) the Auditor for the time being of the Company

No other person shall be entitled to receive notices of General Meetings

XVIII INDEMNITY

- 67 In the execution of her/his duties and the exercise of her/his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which s/he may

otherwise be entitled) every Member of the Management Committee shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by her/him and arising by reason of any improper investment made by or for the Company in good faith (so long as s/he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by her/him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by her/him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the Member of the Management Committee who is sought to be made liable This clause shall only have effect insofar as it is not voided by any provision of the Act

XIX WINDING UP

- 68 The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect as if the same were repeated in these Articles

XX RULES OR BYE LAWS

- 69 The Management Committee may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate
- a) The conduct of members of the Company in relation to one another, and to the Company's employees
 - b) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes
 - c) The procedure at General Meetings and meetings of the Committee and sub committees in so far as such procedure is not regulated by these Articles

And, generally, all such matters as are commonly the subject matter of Company rules

- 70 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 Committee 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

XXI APPLICATION OF SURPLUS

- 71 The surplus of the Company shall be applied in the following ways and in such a manner as may be recommended by the Management Committee and approved at the Annual General Meeting

- a) First, to creating a general reserve for the continuation and development of the company.
- b) Secondly, to make payments for social and charitable purposes in furtherance of its objects

XXII AMENDMENTS TO THE ARTICLES

- 72 The provisions of these Articles of Association may only be amended by a special resolution passed in accordance with Article 10(b) except articles 10(a), and 68 and this Article 72 may only be amended by the unanimous vote of all members testified by their signatures

DAVID DANIEL WELLS

13 MAYFIELD AVENUE

SPRINGWOOD

OLDHAM

OL4 4SH



11/2/08

MARK JOHN FINCH

88 SPRINGWOOD HALL RD

FITTON HILL

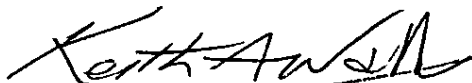
OLDHAM

OL8 2QF

M Finch

11/2/08

KEITH ANTHONY WALL
11, JOPSON ST
MIDDLETON
M24 2JA



11/2/08



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

CHOICE SUPPORT AND TRANSPORT

I,

KEITH ANTHONY WALL

of

11, JOYCE ST, M24 2JA

† 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

Keith Anthony Wall

Declared at

OLDHAM GREATER MANCHESTER

Day Month Year

On

14 02 2008

• Please print name

before me •

K. D. SCOTT

Signed

KDS

Date

14/2/08

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

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

KEITH WALL
11, JOYCE ST
M24 2JA Tel
DX number DX exchange 07944510883

Companies House receipt date barcode

This form has been provided free of charge
by Companies House.

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

DX 235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh 2



Companies House
— for the market —

Please complete in typescript,
or in bold black capitals.

CHWP000

30(5)(a)

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

Company Name in full

CHOICE SUPPORT AND TRANSPORT

I,

KEITH ANTHONY WALL

of

11, JOPSON ST, M24 2JA

† Please delete as appropriate

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

Keith A Wall

Declared at

OLDHAM GREATER MANCHESTER

Day Month Year

on

27 03 2008

• Please print name

before me •

G.C. SLADEN

Signed

Keith A Wall

Date

27/03/2008

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

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

KEITH WALL
11, JOPSON ST, M24 2JA
Tel 07944510883
DX number DX exchange

Companies House receipt date barcode

**This form has been provided free of charge
by Companies House**

Form revised June 1998

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

CHOICE SUPPORT AND TRANSPORT

Proposed Registered Office

(PO Box numbers only, are not acceptable)

88 SPRINGWOOD HALL ROAD,
FITTON HILL,

Post town

OLDHAM

County / Region

LANCS

Postcode

OL8 2QF

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

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information that
you give will be visible to searchers of
the public record

MARK FINCH, 88 SPRINGWOOD HALL
RD, FITTON HILL, OLDHAM

Tel 07951 763 601

DX number

DX exchange

Companies House receipt date barcode

This form has been provided free of charge
by Companies House.

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

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

for companies registered in Scotland

DX 33050 Cardiff

or
DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name		CHOICE SUPPORT AND TRANSPORT	
NAME	*Style / Title	MR	*Honours etc
Forename(s)		DAVID DANIEL	
Surname		WELLS	
Previous forename(s)			
Previous surname(s)			
Address **		13 MAYFIELD AVENUE	
		SPRINGHEAD	
Post town		GLAMHAM	
County / Region		LANCASTHIRE	Postcode OL4 4SH
Country		UNITED KINGDOM	
<small>** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.</small>			
Consent signature		Date 31/1/08	

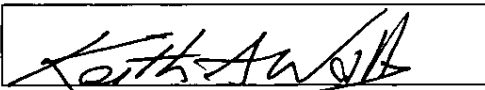
Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
Forename(s)		MARK JOHN	
Surname		FINCH	
Previous forename(s)			
Previous surname(s)			
Address **		88 SPRINGWOOD HALL RD,	
		FITTON HILL	
Post town		OLDHAM	
County / Region		LANCS	Postcode OL8 2QF
Country		UNITED KINGDOM	
Date of birth		Day 05 Month 03 Year 1967	Nationality BRITISH
Business occupation		COMMUNITY SUPPORT AND TRANSPORT	
Other directorships		NONE	
<small>I consent to act as director of the company named on page 1</small>			
Consent signature		Date 28/1/08	

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME	*Style / Title	MR		*Honours etc	
* Voluntary details	Forename(s)	KEITH ANTHONY			
	Surname	WALL			
	Previous forename(s)				
	Previous surname(s)				
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address In the case of a corporation or Scottish firm, give the registered or principal office address	Address ††	11 JOPSON STREET			
	Post town	MIDDLETON			
	County / Region	LANCS	Postcode	M24 2JA	
	Country	UNITED KINGDOM			
	Date of birth	Day	Month	Year	Nationality
		26	01	1962	BRITISH
	Business occupation	COMMUNITY SUPPORT AND TRANSPORT			
	Other directorships	NONE			
	I consent to act as director of the company named on page 1				
	Consent signature			Date	28.01.08

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed		Date	4/2/08
	Signed	M Finch	Date	28.01.08
	Signed		Date	28.01.08
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	

Notes

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

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

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

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given

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

Address

Give the usual residential address

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

Subscribers

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

- 2 Directors known by another description

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

- 3 Directors details

- Show for each individual director the director's date of birth, business occupation and nationality
The date of birth must be given for every individual director.

- 4 Other directorships

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company

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

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