

Company Number. 06711399

**THE COMPANIES ACT 1985 & 2006
COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF SPECIAL RESOLUTIONS OF
THE DIRECTORS**

MERSEYCAR TRANSPORT SERVICES LIMITED

Passed on 18 August 2009

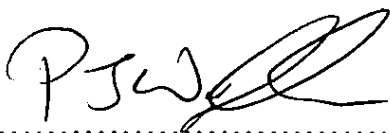
It was resolved to pass the following Special Resolution(s):

- 1) The Memorandum & Articles of Association be replaced with that dated 18 August 2009 which incorporated the model rules set out by the Community Transport Association.

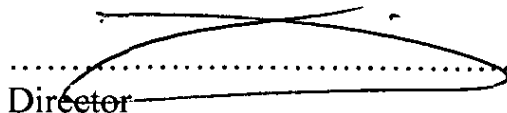
Signed by all directors of the company



.....
Director



.....
Director



.....
Director



The Companies Acts 1985 & 2006
COMPANY LIMITED BY GUARANTEE

Memorandum of Association of

MERSEYCARÉ TRANSPORT SERVICES LIMITED

1. The name of the Company is 'MERSEYCARÉ TRANSPORT SERVICES LIMITED'
2. The registered office of the Company will be situated in England and Wales.
3. The object of the Company is to provide a community transport service, together with allied training, for such of the inhabitants of Merseyside and its environs who are in need of such a service because of age, sickness or disability (mental or physical), or poverty, or because of a lack of availability of adequate and safe public passenger services.
4. In furtherance of the above but not otherwise, the Company shall have the following powers:
 - (a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects;
 - (b) To open and operate bank accounts and other facilities for banking in the name of the Company;
 - (c) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects;
 - (d) To publish books, pamphlets, reports, leaflets, journals, films and instructional matter;
 - (e) To run lectures, seminars, conferences and courses, particularly in driving standards and passenger safety;
 - (f) To receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Company's objects or any of them and to hold funds in trust for same;
 - (g) Subject to such consents as may be required by law, if any, to borrow or raise money for the Company on such terms and on such security as may be thought fit;
 - (h) To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects;
 - (i) To undertake and execute any charitable trusts which may be lawfully

- undertaken by the Company and may be necessary to its objects;
- (j) To invest the monies of the Company not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also as hereinafter provided;
 - (k) To sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of property and assets for the time being of the Company subject to such consents as may be required by law and subject also to the provisions of this Memorandum of Association;
 - (l) Subject to clause 6 below to employ such staff, who shall not be directors or trustees of the charity (hereinafter referred to members of the Management Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - (m) To engage consultants, advisors and other professionals as appropriate;
 - (n) 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.
 - (o) To provide indemnity insurance to cover the liability of the members of the Management Committee, (i) 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; (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986: Provided that any such insurance in the case of (i) above shall not extend to any claim arising from any act or omission which the members of the Management Committee knew to be a breach of trust or breach of duty or which was committed by the members of the Management Committee in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Management Committee in their capacity as directors of the company and in the case of (ii) shall not extend to any liability to make such a contribution, where the basis of the Management Committee members liability in her/his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.
 - (p) To obtain, acquire and purchase all necessary permits, licences or trade marks and other intellectual property rights required for the purpose of enabling the Company to carry on its objects upon such terms and conditions as it may think fit.

- (q) To register, establish and or hold any copyrights, trade marks or other intellectual property rights the Company thinks necessary to carry on its objects.
- (r) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

PROVIDED THAT:

(1) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

(2) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

- 5. In carrying out its objects, the Company shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in society generally.
- 6. The income and property of the Company shall be applied solely towards the promotion of its objects, and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise whatsoever by way of profit, to the members of the Company and no member of the Management Committee 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 shall prevent any payment in good faith by the Company:
 - (a) Of the usual professional charges for business done by any Management Committee member 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 provision and that a Management Committee member shall withdraw from any meeting at which her/his appointment, or that of her/his partner, is under discussion.
 - (b) 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 member of the Management Committee;
 - (c) Of interest on money lent by any member of the Company (or of its Management Committee) at a rate per annum not exceeding 2 per cent less than the base lending rate of a clearing bank to be selected by the Management Committee;
 - (d) Of reasonable and proper rent for premises demised or let by any member of the Company or of its Management Committee;
 - (e) The payment of any premium as permitted by clause 4(o);
 - (f) To any member of the Management Committee in respect of reasonable

out-of-pocket expenses.

7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time s/he or it is a member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which s/he or it ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount as may be required **not exceeding one pound.**
9. If upon the winding up or dissolution of the Company there remains after the satisfaction of its debts and liabilities any property whatsoever, such property shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable 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 in the event that it should prove impossible to comply with this provision, then such property shall be given for some other charitable object within the Company's area of benefit.
10. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall cause the Company to cease to be a charity in law.

We the Subscribers to this Memorandum of Association, wish to be formed into a company pursuant to the Memorandum.

Names and addresses of Subscribers

David Jeffrey Rimmer
41 Ashburton Road
Wallasey
Merseyside
CH44 5XB

David Andrew Blanshard
8 Trafalgar Road
Wallasey
Merseyside
CH44 0EA

Paul James Wylde
62 Magazine Lane
Wallasey
Merseyside
CH45 1LU

18 August 2009

The Companies Acts 1985 & 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of

MERSEYCARÉ TRANSPORT SERVICES LIMITED

Interpretations

1. In these Articles:

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 including any statutory modification or re-enactment for the time being in force and any of the provisions of the Companies Act 2006 for the time being in force.

"Address", in relation to electronic communications, includes any number or address given to the Company for that purpose.

"The articles" means these articles of association.

"The Commissioners" means the Charity Commissioners for England and Wales. "The Company" means the above-named Company.

"Electronic Means" shall be taken to mean the same as in the Electronic Communications Act 2000.

"In writing" shall, unless the contrary intention appears, be construed as including references to printing, photocopying and other modes of representing or reproducing words in a visible form.

"Board of Directors" or "member of the Board" means all those persons appointed to perform the duties of Directors of the Company.

In these articles of association the expression "Board meeting" or "meeting of the Board of Directors" includes, except where inconsistent with any legal obligation:

- a physical meeting
- a meeting held by electronic means.

"The memorandum" means the memorandum of association of the Company. "Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"The Seal" means the Common Seal of the Company.

2. Words importing the singular number shall include the plural and vice versa unless a contrary intention appears.

Words importing persons shall include bodies corporate and associations if not inconsistent with the context.

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

3. Any statutory instruments or regulations from time to time in force shall be deemed to apply to this Company, whether or not these Articles have been amended to comply with such instrument or regulation.

Members

4. The first members of the Company shall be the subscribers to the Memorandum of Association. The Board of Directors at its discretion may admit to membership individuals, corporate bodies, associations, statutory bodies and others which support the objects of the Company and which have paid or agreed to pay the annual subscription to the Company, if any.
5. A corporate body or association which is a member shall appoint a deputy who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the member organisation would exercise if it were an individual person. The Company shall require such notification of an organisation's appointed deputy as the Board of Directors may from time to time decide.

Applications for Membership

6. Applications for membership shall only be considered if they are in the form of the Company's official Membership Application Form. Any such form may provide that a member may give their consent to receive communications by electronic means. Any member giving their consent in this way shall notify the Secretary of any change to their details within seven days of the change. The Board of Directors will consider and approve or reject applications for membership the decision of which shall be final.

Register of Members

7. The Company shall keep a Register of Members in which shall be recorded the name and address of every member, and if applicable an address to be used for electronic means, and the dates on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. A member shall notify the Secretary in writing, including by electronic means, within seven days of a change to their name or address or an address to be used for electronic communications.

Cessation of Membership

8. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
9. A member shall cease to be a member immediately that s/he or it:
 - (a) ceases to fulfill any of the qualifications for membership in these articles or by the Board of Directors from time to time; or

- (b) resigns in writing to the Secretary; or
- (c) fails to pay the annual subscription (if any) within three months of its becoming due; or
- (d) is expelled in General Meeting in accordance with the Act; or
- (e) dies, if an individual person; or
- (f) is wound up or goes into liquidation, if a corporate body or association.

Membership of Community Transport Association

10. The Company shall be and remain a member of Community Transport Association, a registered charity (charity registration number 1002222) and shall abide by the standards of the Association as laid down from time to time for its members. Being a member of the Community Transport Association, the Company shall not amend clause 3 of the Memorandum of Association, nor this article of these Articles of Association without the consent of the Executive Committee for the time being of the Community Transport Association.

General Meetings

11. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting need not be held in the year of incorporation or in the following year provided that it shall be held within eighteen months of incorporation.
12. The business of an Annual General Meeting shall comprise:
- (a) the consideration of the Report and Accounts presented by the Board of Directors;
 - (b) the election of the Board of Directors;
 - (c) the appointment and the fixing of the remuneration of the Auditor or Auditors, if any;
 - (d) the application of any surplus;
 - (e) the fixing of annual subscriptions, if any;
 - (f) such other business as may have been specified in the notices calling the meeting.
13. The Board of Directors may whenever they think fit convene a General Meeting, or a General Meeting may be convened by ten percent of the members of the Company or as provided for by the Act.
14. Decisions at General Meetings shall be made by passing resolutions:
- (a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company, and decisions to expel members of the Company, and other decisions so required from time to time by

statute shall be made by Special Resolution. A Special Resolution is defined as one passed by a majority of not less than three-fourths of votes cast at a quorate General Meeting.

- (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a quorate General Meeting.
15. A resolution in writing shall be valid and effective as if it had been passed at a General Meeting of the Company, and may consist of several documents in the same form, each signed by one or more members. A written resolution shall be deemed to have been passed if:
- (a) Written approval has been received from at least 75% of the membership where the business of the resolution is deemed special;
 - (b) Written approval has been received from at least 51% of the membership for all resolutions dealing with all other business.
16. Agreement to a written resolution must be received within 28 clear days of the circulation date of the resolution in accordance with the Act.
17. In accordance with the Act, resolutions to remove a member of the Board of Directors or auditor of the Company before the end of his/her period of office shall not be passed by written resolution.
18. No alteration may be made to the memorandum and articles of the Company by resolution which would have the effect of making the Company cease to be a charity in law.

Notices

19. An Annual General Meeting and a General Meeting called to consider a Special Resolution or a resolution to remove a member of the Board of Directors or to remove the Auditor shall be called by at least twenty-one clear days' notice. Any other General Meetings shall be called by at least fourteen clear days' notice.
20. Notice of every General Meeting shall be sent by post to every member of the Company at their registered office, or to an address given where a member has elected to receive communications by electronic means, and to the Auditors and to such other persons who are entitled to receive notice.
21. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified. Notice shall also include the right of each member to appoint a proxy.
22. Where notice is sent by post to a member's registered office, and a notice sent by electronic means, shall be deemed to have been duly served forty-eight hours after the notice has been sent out.
23. 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 shall not invalidate proceedings at that meeting.

24. Where a Company places communications required by these articles on its web-site, notification must be given to all members who have given their consent to receive communication by this method that documents have been placed for their consideration.

Proceedings at General Meetings

25. Only one vote may be cast by or on behalf of each member, including members which are organisations, on any particular resolution. Any other member of the Company (including the representatives of members which are organisations), may act as a proxy a member who is absent from the meeting. Notice of an appointment of a proxy by a member must be received by the Secretary no later than 48 hours (excluding weekends) prior to the meeting. Proxies shall be appointed using procedures agreed in General Meeting. A proxy may be instructed to vote this way or that on a particular resolution, or may be authorised to vote in accordance with her/his own judgement.
26. No person shall debate or vote on any matter in which s/he has a personal financial or material interest, either directly or indirectly, without the permission of a majority of members present.
27. No business shall be transacted at a General Meeting unless a quorum of members is present. One tenth of the membership or five members, whichever is the greater, shall be a quorum.

35. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Board of Directors

36. The Company shall have a Board of Directors comprising not less than three persons. The first Board of Directors of the Company shall be appointed by the subscribers to the Memorandum of Association.
37. New Board members shall be elected individually at the Annual General Meeting. Only individual members of the Company or persons nominated by organisations which are members may stand for election to the Board of Directors. The Board of Directors may in addition co-opt no more than two other persons, whether or not members of the Company, to serve as full voting members of the Board of Directors.
38. A member of the Board of Directors shall, subject to Article 43 below, hold office until the next Annual General Meeting following her/his election or co-option. On expiration of the period of office for which s/he was appointed, a member of the Board of Directors shall be eligible for re-election or further co-option.
39. The Board of Directors may co-opt any member of the Company to fill a vacancy on the Board of Directors, whether by virtue of a place becoming vacant or a place not being filled at the Annual General Meeting. Persons co-opted under this article shall serve until the following Annual General Meeting. At no time shall the number of co-opted persons, including any co-opted under Article 36, number more than one-third of the total number of Board members.

Declaration Of Interest

40. Whenever a Board member has a personal, financial or material interest, whether directly or indirectly in a matter to be discussed at a meeting and whenever such a person has an interest in another unincorporated or corporate body whose interests are reasonably likely to conflict with those of the Company in relation to a matter to be discussed at a meeting, notwithstanding matters relating to the terms of business of the Company, s/he must:
- (a) declare an interest before the discussion begins on the matter;

28. 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 until the same day in the next week at the same time and same place or otherwise as the Board of Directors may decide and all members shall be informed of the date and time of the adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum.
29. At any General Meeting where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
30. The Chairperson 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 an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
31. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present or as required under the Act. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions.
32. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
33. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
34. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson shall not have a second or casting vote and the resolution shall be deemed to be lost.

- (b) withdraw from that part of the meeting unless expressly invited by the Chair of the meeting to remain;
- (c) not be counted in the quorum for that part of the meeting;
- (d) withdraw during the vote and have no vote on the matter.

Provided that nothing in this Article shall prevent a Board member voting in respect of her/his own contract of employment or in respect of bonus or other payments to Members.

41. Subject to anything to the contrary in these Articles:

- (a) in accordance with (but subject to) the provisions of section 175 of the 2006 Act, the Board may give authorisation in respect of a situation in which a Board member has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company; and
- (b) in authorising a situation the Board may decide (whether at the time of giving the authorisation or subsequently) that if the conflicted Board member has obtained any information through his/her involvement in the situation otherwise than as a Board member and in respect of which s/he owes a duty of confidentiality to another person, the Board member is under no obligation to:
 - i. disclose that information to the Company; and/or
 - ii. use that information for the benefit of the Company;

where to do so would amount to a breach of confidence.

42. Under no circumstances shall any employee of the Company or any person aged less than eighteen years or any person disqualified by law from serving as a director of a company or as a trustee of a charity be a member of the Board of Directors.

43. The office of member of the Board of Directors shall be immediately vacated if s/he:

- (a) resigns her/his office in writing to the Company; or
- (b) ceases to be a member in accordance with these Articles or is the nominee of an organisation which ceases to be a member; or
- (c) in the opinion of the Board of Directors, fails to declare her/his interest in any contract as referred to in Article 40 or 41; or
- (d) is absent from three successive meetings of the Board of Directors during a continuous period of twelve months without special leave of absence from the Board of Directors and they pass a resolution that s/he has by reason of such absence vacated office; or
- (e) becomes bankrupt or of unsound mind; or
- (f) is removed from office by resolution of the Company in General

- (g) Meeting in accordance with the Act; or
ceases to hold office by reason of any disqualification order made against her/him.

Powers and Duties of the Board of Directors

44. The business of the Company shall be managed by the Board of Directors who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.
45. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.
46. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board of Directors shall from time to time decide.
47. Without prejudice to its general powers, the Board of Directors 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 and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Proceedings of the Board of Directors

48. Members of the Board of Directors shall elect from amongst their own number honorary officers to include the Chairperson and Treasurer, and may at any time replace or remove such officers. Officers shall serve for one year, after which they shall be eligible for re-appointment provided that no person serves for more than five consecutive years in the same officers post.
49. The Board of Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Meetings of the Board of Directors may also be held by electronic means: Provided that all members of the Board of Directors wishing to participate by such means are able to do so and are able to communicate with each other at all times. At least one meeting where members of the Board of Directors are present in person must be held every year.

50. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall not have a second or casting vote but the Board of Directors may refer the matter to a General Meeting of the Company.
51. An honorary officer may, and the Secretary on the requisition of two or more members of the Board of Directors shall summon a meeting of the Board of Directors by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Board of Directors to any of its members for the time being absent from the United Kingdom.
52. The quorum necessary for the transaction of the business of the Board of Directors shall be three members of the Board of Directors.
53. The Board of Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is less than the minimum prescribed in these Articles, the Board of Directors may act for the purposes of increasing the number of members of the Board of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.
54. At any meeting of the Board of Directors where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
49. The Board of Directors shall cause accurate records to be made, for that purpose, of:
- (a) the name and date of appointment of all persons appointed to office;
 - (b) the names of the members of the Board of Directors, officers, members and other persons present at all General, Board of Directors and Sub-Committee meetings of the Company;
 - (c) minutes of all proceedings and resolutions at all General, Board of Directors and Sub-Committee meetings of the Company;
 - (d) all applications of the Seal to any document.

All such records and minutes shall be open to inspection given reasonable notice by any member of the Company and by any person authorised by the Company in General Meeting.

56. The Board of Directors may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit; any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any terms of reference imposed on it by the Board of Directors. All acts and proceedings of such committees shall be fully and promptly reported to the Board of Directors.
57. All acts done by any meeting of the Board of Directors or by any person acting as a member of the Board of Directors shall, even if it be afterwards discovered that there was some defect in the appointment of any member of the Board of Directors or person acting as such, 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 Board of Directors.
58. A resolution in writing, signed by the requisite majority of the members of the Board of Directors who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Board of Directors, and may consist of several documents in the same form each signed by one or more members of the Board of Directors.
59. The Board of Directors may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Secretary

60. The Board of Directors shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them. No remuneration may be paid to a Secretary who is also a member of the Board of Directors.
61. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Board of Directors and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

62. If the Company should have a Seal, it shall only be used by the authority of the Board of Directors and every instrument to which the Seal shall be applied shall be signed by a member of the Board of Directors and shall be countersigned by the Secretary or by a second member of the Board of Directors. Every such application of the Seal shall be minuted.

Accounts

63. The Board of Directors shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
- (a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company;
 - (c) the assets and liabilities of the Company.
64. The accounts shall be kept at the Registered Office of the Company or, subject to the Act, at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection, given reasonable notice, of all members and officers of the Company.
65. The Board of Directors shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in the Act.
66. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the Auditor's report (if any) and Board of Directors's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent by post to every member of and every holder of debentures of the Company, or by electronic means; provided that this regulation shall not require a copy of those 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. The Auditor's report shall be open to inspection and shall be read before the meeting.

Audit

67. Unless the Company is eligible for and has decided to implement the small company audit exemptions, once at least 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.
68. Auditors or Independent Examiners shall be appointed (as necessary) and their duties regulated in accordance with Act.

Social Audit

69. A social audit of the Company's activities may, by resolution of the Company in General Meeting, be undertaken annually in addition to the financial audit required by law. The role of such a social audit would be to attempt to identify the social costs and benefits of the Company's work, and to enable an assessment to be made of the Company's overall performance in relation to its objects more easily than may be made from financial accounts alone.
70. Such a social audit may be drawn up by an independent assessor appointed by the Company in General Meeting, or by the Board of Directors who may submit their report for verification or comments to an independent assessor. A social audit may include an assessment of the internal management of the Company, democracy and decision-making, education and training opportunities, or other matters concerning the overall well-being of its members and workers; and an assessment of the Company's activities externally, including its effects on people engaged in similar activities, on users of the services and facilities provided, and on persons residing in areas where the Company is located.

Not for profit status

71. Clause 6 of the Memorandum of Association relating to the not-for-profit nature of the Company shall have effect as if its provisions were repeated in these Articles.

Indemnity

72. Subject to the provisions of the Act, in the execution of the objects of the Company no member of the Board of Directors or the Secretary, auditor or other officer of the Company shall be liable for any loss to the property of the Company arising by reason of any improper investment made in good faith (so long as s/he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary by reason of any mistake or omission made in good faith by any of the above persons or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the person(s) in question.

Dissolution

73. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

Names and addresses of Subscribers

David Jeffrey Rimmer
41 Ashburton Road
Wallasey
Merseyside
CH44 5XB

David Andrew Blanshard
8 Trafalgar Road
Wallasey
Merseyside
CH44 0EA

Paul James Wylde
62 Magazine Lane
Wallasey
Merseyside
CH45 1LU

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