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

Company No. 6899496

The Registrar of Companies for England and Wales hereby certifies that

CITIZENS FOR CHANGE

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

Given at Companies House on **8th May 2009**



N068994962



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

113103/20

**THE COMPANIES ACTS 1985 and 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**


MEMORANDUM OF ASSOCIATION

OF

CITIZENS FOR CHANGE

THURSDAY

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COMPANIES HOUSE

1. The Company's name is "CITIZENS FOR CHANGE".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:

The aim of the charity is to make a positive change to everyday life in Africa by contributing to the promotion of good and enlightened leadership that will work in the interest of the masses whilst creating opportunities for enhanced wealth on the continent.

The charity's goals will be achieved by investing in education, introducing campaigns to end corruption, organising seminars and lectures on strategic leadership, negotiating and taking decisions to end conflicts, promoting business ventures and entrepreneurship competitions, implementing youth development programmes, providing strategic support for community development, setting up scholarship funds, working to enhance media and government transparency, formulating security advancement programmes, promoting law and order, instigating Citizens Advice Bureaus, strengthening the health care and social security network, creating forums for the discussion and sharing of ideas about wealth creation policies and raising awareness amongst the population, education and enlightenment of the power of the vote.

In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-

- (a) Subject to such consents as may be required by law, to borrow or raise money for the furtherance of the objects of the Company on such terms and on such security as may be thought fit.
- (b) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation, or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.
- (c) To lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company.
- (d) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.

- (e) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stock, debentures, debenture stock or other securities or obligations, of any other company.
- (f) To invest the moneys of the Company not immediately required for its 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 may for the time being be imposed or required by law and subject also as hereinafter provided.
- (g) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections which the Company may think necessary for the promotion of its objects.
- (h) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.
- (i) Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company.
- (j) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (k) To make payments towards insurance for any Director, officer or Auditor against personal liability for acts properly undertaken by them or undertaken by them in breach of trust but under an honest mistake.
- (l) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution or body.
- (m) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (n) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.
- (o) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (p) To do all such other lawful things as are necessary for the attainment or furtherance of the said objects or any of them.

Provided that:

- (i) 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.
- (ii) The Company's objects shall not extend to the regulation of relations between workers and employers or organisation of workers and organisations of employers.

- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Company shall be chargeable for any such property that may come onto their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

- 4. 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 and no member of its Council of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company -

- (A) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Council of Management or Governing Body) for any services rendered to the Company;
- (B) of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or Governing Body.
- (C) to any member of its Council of Management or Governing Body of out-of-pocket expenses;
- (D) to a company of which a member of the Company or of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.
- (E) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or Governing Body.

- 5. The liability of the members is limited.

- 6. Every member of the Company undertakes to contribute such amounts as may be required (not exceeding £2) to the assets of the Company if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before 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.

- 7. 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 charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Articles 4 hereof, 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 cannot be given to such provision, then to some other charitable object.

- 8. No addition, alternation, or amendment shall be made to or in the provisions of the Memorandum & Articles of Association for the time being in force, which would have the effect that the Company shall cease to be a company to which Section 30 of the Companies

Act 1985 applies.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

Names and Addresses of the Subscribers

Theodore Emiantor
106 Wicklemarsh Road
London SE3 8DE

Company Director



Witness to the above signature

Corporate Secretaries Limited
4th Floor, Lawford House
Albert Place
London N3 1RL



Dated: 14 April 2009

**THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

CITIZENS FOR CHANGE

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

WORDS

MEANINGS

The Act	The Companies Act 1985 and 1989 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Articles of Association, and the regulations of the Company from time to time in force.
The Company	The above-named Company.
The Council	The Board of Directors for the time being of the Company.
The Office	The registered office of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.
Clear days	In relation to a period of notice means that 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.

And words importing the singular number only shall include the plural number, and vice versa, and

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The Company is established for the purposes expressed in the Memorandum of Association.
3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the Articles shall be members of the Company.

No person shall be admitted as a member of the Company unless he is approved by the Council. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Council shall require executed by him.

4. Unless the members of the Council or the Company in General meeting shall make other provision pursuant to the powers contained in Article 65, the members of the Council may in their absolute discretion permit any member of the Company to retire, provided (regardless of any other provision pursuant to Article 65) that after such retirement the number of members is not less than three.

GENERAL MEETINGS

5. Unless the Company has elected by Elective Resolution to dispense with the holding of Annual General Meetings the Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, 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, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
6. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
7. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by section 368 of the Act.
8. Twenty-one clear days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution or an Elective Resolution, and fourteen clear days, notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing (subject to the provisions of any elective resolution of the Company for the time being in force) not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

9. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. No business shall be transacted at an General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two members personally present shall be a quorum.
11. If within half an hour from the time appointed for the holding of a General Meeting a quorum

is not present, the meeting, if convened on 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 at such other place as the Council may determine.

12. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the council present decline to take the chair, they shall choose some member of the Company who shall be present to preside.
13. The Chairman 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at any adjourned meeting.
14. 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, 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 minute book 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 that resolution. The demand for a poll may be withdrawn.
15. Subject to the provisions of Article 16, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
16. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the Meeting shall be entitled to a second casting vote.
18. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
19. 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.

VOTES OF MEMBERS

20. Subject as hereinafter provided, every member shall have one vote.
21. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
22. 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 chairman whose decision shall be final and conclusive.

*Strike out whichever is not desired."

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

30. The maximum number of the members of the Council shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number and the minimum number of members of the Council shall be three.
31. The members of the Council shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or General Meetings of the Company or in connection with the business of the Company.
32. The Council may from time to time and at any time appoint any member of the Company as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
33. Only persons who are members of the Company shall in any circumstances be eligible to hold office as a member of the Council.

BORROWING POWERS

34. The Council may in furtherance of the objects of the Company but not otherwise exercise all the powers of the Company to borrow money, and, subject always to Sections 38 and 39 of the Charities Act 1993, 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 subject to such consents as may be required by law.

POWERS OF THE COUNCIL

35. The business of the Company shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, on behalf of the Company acts as may be exercised and done by the Company and as are not by the Act or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
36. In the exercise of the aforesaid powers and in the management of the business of the Company, the members of the Council shall always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.
37. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Council for the purposes of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

38. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

39. If the Company has a seal the Council shall provide for its safe custody and it shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

40. The Office of a member of the Council shall be vacated if the member:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being a member of the Council by reason of Section 72 of the Charities Act 1993 or any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of the Council; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (d) ceases to be a member of the Company; or
 - (e) by notice in writing to the Company he resigns his office; or
 - (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

41. At the first Annual General Meeting and at any Annual General Meeting to be held in any subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
42. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
43. The Company may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
44. No person not being a member of the Council retiring at the meeting, shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed

for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

45. The Company may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
46. In addition and without prejudice to the provisions of section 303 of the Act, the Company may by Ordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member on whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

47. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
48. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
49. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
50. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Company for the time being vested in the Council generally.
51. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
52. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Council.
53. The Council shall cause proper records to be kept of all Written Resolutions (and of the signatures). The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Company and of the Council and of committees of the Council, and all business transacted at such meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director or by the Secretary shall be

evidence of the proceedings in agreeing to the Written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

54. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

55. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.
56. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Company.
57. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members not being officers of the Company, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Council or by the Company in General Meeting.
58. The Council shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Council shall send a copy of the annual accounts together with a copy of the Council's report for that financial year and a copy of the Auditors' report on those accounts to the Auditors and to every person entitled to receive the same in accordance with Section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with Section 241 of the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

AUDIT

59. In accordance with the provision of the Act 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.
60. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors mentioned in those provisions.

NOTICES

61. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
62. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom, at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
63. Any notice, if served by post, shall be deemed to have been served on the day following that

on which the letter contained the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

DISSOLUTION

64. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

- 65 (a) The Council may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it 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 terms on which members may resign or have their membership terminated 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 servants.

(iii) 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.

(iv) The procedure at General Meetings and meetings of the Council and Committees of the Council in so far as such procedure is not regulated by these presents.

(v) And, generally, all such matters as are commonly the subject matter of Company rules.

(b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Council shall adopt such means as they deem sufficient to bring the notice of the 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.

INDEMNITY

66. (a) Every member of the Council or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no member of the Council or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The members of the Council shall have power to purchase and maintain for any member of the Council, officer or Auditor of the Company insurance against personal liability for acts properly undertaken by them or undertaken by them in breach of trust but under an honest mistake.

Names and Addresses of the Subscribers

Theodore Emiantor
106 Wicklemarsh Road
London SE3 8D! E

Company Director

A circular handwritten signature, likely of Theodore Emiantor, consisting of several overlapping loops.

Witness to the above signature

Corporate Secretaries Limited
4th Floor, Lawford House
Albert Place
London N3 1RL

A handwritten signature, likely of a witness, consisting of a series of connected, flowing letters.

Dated: 14 April 2009

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP010.

Company Name in full

Citizens For Change

I, Theodore Emiantor

of 106 Wricklemarsh Road, London SE3 8DR

† 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

Declared at

76 Finchley Road, London NW11 7TH

Day Month Year

on

2 9 0 4 2 0 0 9

● Please print name

● before me

Oliver Joseph

Signed



Date

29.04.2009

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

RJR LAW
PEARL HOUSE
746 FINCHLEY ROAD
LONDON NW11 7TH

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.

Corporate Business Centre Limited

Lawford House, Albert Place

London N3 1RL Tel 020 8371 2200

DX number

DX exchange

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



30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHFP010.

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

Company Name in full

Citizens For Change

I, Theodore Emiantor

of 106 Wricklemarsh Road, London SE3 8DR

† 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

Declared at

746 Finchley Road, London NW11 7TH

Day Month Year

on

2 9 0 4 2 0 0 9

● Please print name

before me ●

Oliver Joseph

Signed

Date 29.04.2009

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

CJA LAW
PEARL HOUSE
746 FINCHLEY ROAD
LONDON NW11 7TH

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.

Corporate Business Centre Limited

Lawford House, Albert Place

London N3 1RL Tel

DX number

DX exchange

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DX 33050 Cardiff

for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

CHFP010

Notes on completion appear on final page

Company Name in full

First directors and secretary and intended situation of registered office

Citizens for Change

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

9 Chapel Place, Rivington Street

London

Postcode EC2A 3DQ

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

0

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

Tel	
DX number	DX exchange

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

Company Secretary (See notes 1-5)

Company name Citizens for Change

Name * Style / Title

* Honours etc

* Voluntary details.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of Birth

Nationality

Business occupation

Other directorships

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


Consent
signature

Date

BLUEPRINT

2000

Directors (continued) (see notes 1-5)

* Voluntary details.	Name	* Style / Title	Mr	* Honours etc	
		Forename(s)	Theodore		
		Surname	Emiantor		
		Previous forename(s)			
		Previous surname(s)			
	Address	106 Wricklemarsh Road			
	Usual residential address				
	For a corporation, give the registered or principal office address.	Post town	London		
		County / Region		Postcode	SE3 8DE
		Country	G.B.		
		Date of Birth	Day 1 8 0 5	Month 1 9 7 8	Year Nationality Nigerian
	Business occupation	Accountant			
	Other directorships	None			
		I consent to act as director of the company named on page 1			
	Consent signature			Date	14-04-2009

This section must be signed by Either
an agent on behalf of all subscribers

Signed
CORPORATE SECRETARIES LIMITED**Date**

29-04-2009

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**

BLUEPRINT

2000