

ICOM LEGAL AND REGISTRATION SERVICES

COMPANY LIMITED BY GUARANTEE

Memorandum and Articles

of Association of

CHAPELTOWN COMMUNITY NURSERY

No. 2704190

INDUSTRIAL COMMON OWNERSHIP MOVEMENT LIMITED

OSALLI HOUSE

OSALLI ROAD

S1 6DE

01 461737



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

No. 2704190

I hereby certify that

CHAPELTOWN COMMUNITY NURSERY

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

Given under my hand at the Companies Registration Office,
Cardiff the 6 APRIL 1992

A handwritten signature in black ink, appearing to read 'L. Parry'.

MRS. L. PARRY

an authorised officer

COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
CHAPELTOWN COMMUNITY NURSERY

- 1 The name of the Association (hereinafter called "the
Company") is Chapeltown Community Nursery.
2 The registered office of the Company will be situated in
England.
3 The object for which the Company is established is to
promote the physical, mental and social well being of
children resident in, or at least one of whose parents or
guardians is resident or working in, the area of benefit
(which is the general area of Leeds 7 and its immediate
vicinity but primarily that part of the area known as
Chapeltown) by the provision of day care facilities for
such children; by stimulating their growth and development
through play; by the provision of facilities for recreation
and other leisure time occupation which will improve their
conditions of life; and by the fostering of good community
relations.

IN FURTHERANCE of the foregoing objects but for no other
purpose the Company shall have the following powers -

- (a) to cause to be written, printed or otherwise reproduced
and circulated, gratuitously or otherwise, periodicals,
magazines, books, leaflets or other documents or films
or recorded tapes;
- (b) to hold exhibitions, meetings, lectures, classes,
seminars and courses either alone or with others
- (c) to foster and undertake research into any aspect of the
objects of the Company and its work and to disseminate
the results of any such research;
- (d) to co-operate and enter into arrangements with any
authorities, national, local or otherwise;
- (e) to accept subscriptions, donations, devises and
bequests (whether subject to any special trusts or not)
of and to purchase, take on lease or in exchange, hire
or otherwise acquire and hold any real or personal
estate and maintain and alter any of the same as are
necessary for any of the objects of the Company and
(subject to such consents as may be required by law)
sell, lease or otherwise dispose of or mortgage any
such real or personal estate;
- (f) to issue appeals, hold public meetings and take such
other steps as may be required for the purpose of pro-
curing contributions to the funds of the Company in the
shape of donations, subscriptions or otherwise;
- (g) to draw, make, accept, endorse, discount, execute and
issue promissory notes, bills, cheques and other in-
struments, and to operate bank accounts;
- (h) to borrow or raise money for the objects of the Company
on such terms and (with such consents as are required
by law) on such security as may be thought fit PROVIDED
THAT the Company shall not undertake any permanent
trading activities in raising funds for the objects of
the Company;

- (j) to take and accept any gift of money, property or other assets (whether subject to any special trusts or not) for any one or more of the objects of the Company;
- (k) to invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (m) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- (n) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- (o) subject to the provisions of Clause 4, to employ and pay any person or persons not being a member of the Management Committee to supervise, organise, carry on the work of and advise the Company;
- (p) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (q) subject to the provision of clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependents;
- (r) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;
- (s) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (t) to establish where necessary local branches (whether autonomous or not);
- (u) to do all such other lawful things as shall further the above 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 objects of the Company shall not extend to the regulation of relations between workers and employers or organisations 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 Management Committee of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Management Committee 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 of the High Court or the Charity Commissioners over such Management Committee 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 the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Management Committee shall be appointed to any office of the Company paid by salary, fees or receive any remuneration or other benefit in money or money's worth from the Company.

PROVIDED THAT nothing herein shall prevent the 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 Management Committee for any services rendered to the Company
- (b) 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 minimum lending rate prescribed for the time being by a clearing bank selected by the Management Committee or 3 per cent whichever is the greater
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Management Committee
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Management Committee may be a member holding not more than 1/100th part of the capital of that company; and
- (e) to any member of its Management Committee of reasonable out-of-pocket expenses.

5 The liability of the members is limited.

6 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 ceased 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.

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 Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

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

Names and addresses of Subscribers

Martha Paganel Newton
20 Bracken Edge
Leeds
LS8 4EE

OCCUPATION

Student



Witness

A Munro

AMANDA MUNRO
FLAT 2, 42 FRANKLAND PLACE
LEEDS LS7 4NT

Denise Maria Francois
33 Gathorne Terrace
Leeds
LS8 5EZ

OCCUPATION

Youth worker



Witness

A Munro

AMANDA MUNRO
FLAT 2, 42 FRANKLAND PLACE
LEEDS LS7 4NT

Dated the

30th

day of March.

1992.

COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION
CHAPELTOWN COMMUNITY NURSERY

INTERPRETATION

- 1 In these Articles -
- (a) "the Act" means the Companies Act 1985 as amended by the Companies Act 1989;
 - (b) "the Committee" means the Management Committee of the Company;
 - (c) "the Seal" means the common seal of the Company, if any;
 - (d) "secretary" means any person appointed to perform the duties of the Secretary of the Company;
 - (e) "the United Kingdom" means Great Britain and Northern Ireland.
 - (f) 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.
 - (g) Words importing the singular shall, unless the contrary intention appears, include the plural and conversely; words importing the feminine shall include the masculine; and words importing persons shall, unless the context otherwise requires, include bodies corporate or incorporate.
 - (h) 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.

OBJECTS

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

MEMBERS

- 3 Membership of the Company shall, subject to Articles 4, 5 and 6 hereof, be open to any adult living in the area of benefit who has expressed an interest in or demonstrated a commitment to furthering the work and Objects of the Company; to the parents or guardians of children using its facilities; and to all employees of the Company.
- 4 The subscribers to the Memorandum of Association and such other persons as may apply in writing for membership and as the Company shall admit to membership shall be members of the Company.
- 5 An application for membership may be approved or rejected by the Committee. Membership shall lapse if not renewed annually at least seven days before the date set for the Annual General Meeting. The Company in General Meeting shall have power for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have a reasonable opportunity to be heard before a final decision is made.

6 Unless the members of the Committee, or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 59 the Committee members may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than three.

GENERAL MEETINGS

7 The Company shall 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. 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 Committee shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

8 The Committee 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 the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum, any member of the Committee or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

NOTICE OF GENERAL MEETINGS

9 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days notice in writing. Other meetings shall be called by at least fourteen days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and hour of the meeting and, in the case of special business, the general nature of that business, and shall be given, in a manner hereinafter mentioned or such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company PROVIDED THAT a meeting of the Company shall, notwithstanding that it is called by a 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 the Annual General Meeting, by all the members entitled to attend and vote; or

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

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

PROCEEDINGS AT GENERAL MEETINGS

11 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

12 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: three members present in person shall be a quorum. 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 Committee may determine.

13 The Chair, if any, of the Committee shall chair every General Meeting of the Company, or if there is no such Chair, or if s/he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to chair the meeting.

14 If at any meeting no Committee member is willing to act as chair or if no Committee member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.

15 The chair may, with the consent of the 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. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16 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 -

- (a) by the chair; or
- (b) by at least two members present; or
- (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is 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 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. The demand for a poll may be withdrawn.

- 17 In the case of an equality of votes, whether on a show of hands or on a poll the chair shall NOT be entitled to a casting vote but the motion shall be declared not carried.
- 18 A poll demanded on the election of a chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chair of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 19 Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and attend and vote at General Meetings (or being organisations by their duly authorised representative) shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

VOTES OF MEMBERS

- 20 Every member shall have one vote.
- 21 No member shall be entitled to vote at any General Meeting unless all moneys presently payable by her/him to the Company have been paid.

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 22 Any organisation which is a member of the Company may by resolution of its Committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which s/he represents as that organisation could exercise if it were an individual member of the Company.

COMMITTEE OF MANAGEMENT

- 23 The maximum and minimum number of Committee members shall be determined by the Company in General Meeting, but unless and until so fixed the Committee shall comprise not more than fourteen nor fewer than six persons (not being employees of the Company) elected by and from amongst the members in accordance with Articles 31 to 34 hereof PROVIDED THAT not less than one half of those elected shall be parents or guardians of children who attend the nursery AND PROVIDED FURTHER THAT not more than four additional persons may be co-opted by the Committee as hereby constituted for their special knowledge and experience but so as to serve only until the close of the next following Annual General Meeting.
- 24 The Committee members shall be entitled to be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

- 25 The 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 charitable body where such action will directly further the objects of the company.

POWERS AND DUTIES OF THE COMMITTEE

- 26 The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made
- 27 All cheques 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 Committee shall from time to time determine
- 28 The Committee shall cause minutes to be made -
- (a) of all appointments of officers made by the Committee;
 - (b) of the names of the Committee members present at each Committee meeting;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Committee.

DISQUALIFICATION OF COMMITTEE MEMBERS

- 29 The office of Committee member shall be vacated if the member -
- (a) becomes bankrupt or makes any arrangement or composition with her/his creditors generally; or
 - (b) becomes prohibited from being a Committee member by reason of any order made under Section 295 of the Act; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering her/his property and affairs; or
 - (d) resigns the office by written notice to the Company; or
 - (e) is, in the circumstances permitted by Clause 4 of the Memorandum of Association, directly or indirectly interested in any contract with the Company and fails to declare the nature of that interest as required by Section 317 of the Act.
- 30 A Committee member shall not vote in respect of any such contract in which s/he is interested or any rising matter arising thereout, and if s/he does so vote that vote shall not be counted.

ELECTION OF COMMITTEE MEMBERS

- 31 At the first and every subsequent Annual General Meeting of the Company the Committee shall be elected by and from amongst the members and shall comprise the Chair, Vice-Chair, Treasurer and Secretary, and not fewer than two nor more than ten other members.

- 32 Every Committee member shall retire at the close of the Annual General Meeting next following his/her election but shall be eligible for re-election.
- 33 The company at the meeting at which a Committee member retires in the manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Committee member shall, if eligible and offering her/himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such a vacated office or unless a resolution for the re-election of such a member shall have been put to the meeting and lost.
- 34 No person other than a Committee member retiring at the meeting shall unless recommended by the committee be eligible for election to the committee at any General Meeting unless, not less than three nor more than twenty-one days before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by the member qualified to attend and vote at the meeting for which such notice is given, of the intention to propose such person for election, and also notice in writing by that person of her/his willingness to be elected.
- 35 The Company may from time to time by ordinary resolution increase or reduce the number of Committee members PROVIDED THAT the minimum number of elected Committee members shall not be less than three.
- 36 The Committee shall have the power at any time to appoint any person to be a Committee member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Committee members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.
- 37 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act remove any Committee member before the expiration of her/his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Committee member removed under this Article.

PROCEEDINGS OF THE COMMITTEE

- 38 The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit PROVIDED THAT it shall meet no fewer than six times each year. Questions arising at any meeting shall be decided by majority of votes. In the case of an equality of votes the Chair shall NOT have a casting vote but the motion shall be declared not carried. A Committee member may, and the secretary on the request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom.
39. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so

fixed shall be one-third of the membership of the Committee, subject to a minimum of three members present.

The 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 members, the Committee 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.

If at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Vice-Chair shall take the chair, failing which the Committee members present may choose one of their number to chair the meeting.

The Committee may delegate any of their powers to sub-committees consisting of such persons as they think fit PROVIDED THAT the Chair shall be a member of any such sub-committee. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.

A sub-committee may elect a chair of its meetings; if no such chair is elected, or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.

A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chair shall NOT have a casting vote but the motion shall be declared not carried.

All acts done by any meeting of the Committee or of any sub-committee, or by any person acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a Committee member.

A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Committee members.

COMPANY SECRETARY

Subject to Section 283 of the Act the secretary shall be appointed by the Committee for such term and at such remuneration and upon such conditions as the Committee may think fit; and any secretary so appointed may be removed by it; provided always that no Committee member may occupy the salaried position of secretary.

A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Committee member and the secretary shall not be satisfied by its being done by or to the same person acting both as Committee member as, or in place of, the secretary

In the case that the Company shall have a seal the Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a sub-committee authorised by the Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Committee member and countersigned by the secretary or by a second Committee member or some other person appointed by the Committee for the purpose. NEVERTHELESS, any document signed by a Committee member and the secretary or by two Committee members and expressed (in whatever form of words) to be executed by the Company shall have the same effect as if executed under the seal of the Company.

ACCOUNTS

The Committee shall cause accounting records to be kept in accordance with sections 221-222 of the Act.

The accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the officers of the Company.

The Committee shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Committee members, and no member (not being a Committee member) shall have any right of inspecting any account book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in General Meeting.

The Committee shall from time to time in accordance with Sections 238-242 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

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 the 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 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

AUDIT

55

Auditors shall be appointed and their duties regulated in accordance with Sections 384-392 of the Act

NOTICES

56

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 to the Company for the giving of notice to her/him. Proof that an envelope

containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

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 trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditor for the time being of the Company; and
- (d) each Committee member;

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

DISSOLUTION

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

RULES OR BYELAWS

59 (a) The Committee may from time to time make such Rules or Byelaws as it may deem necessary 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 Byelaws 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 employees;
- (iii) the setting aside of the whole or any part of or parts of the Company's premises at any particular time or times for any particular purpose or purposes;
- (iv) 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;
- (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 Byelaws 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 Byelaws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Byelaw

shall be inconsistent with, or shall affect or repeal any-
thing contained in, the Memorandum or Articles of Associa-
tion of the Company.

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

Names and addresses of Subscribers

Martha Paganel Newton
20 Bracken Edge
Leeds
LS8 4EE

OCCUPATION: Student



Witness

A Munro

AMANDA MUNRO
FLAT 2, 42 FRANKLAND PLACE
LEEDS LS7 4NT

OCCUPATION:

Youth worker.

Denise Maria Francois
33 Gathorne Terrace
Leeds
LS8 5EZ



Witness

A Munro

AMANDA MUNRO
FLAT 2 42 FRANKLAND PLACE
LEEDS LS7 4NT
day of March.

Dated the 30th

1992.