



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

No. 2422130

I hereby certify that

ACTION HOMELESS (LEICESTER) LIMITED

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 12 SEPTEMBER 1989

P. Davidson
P. Davidson (Mrs)

an authorised officer

COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION

ACTION HOMELESS (Leicester) Ltd

1. The name of the Company is "Action Homeless (Leicester) Ltd".
2. The Registered Office of the Company will be situated in England & Wales
3. The objects of the Company are within the Area of Benefit, that is to say the East Midlands, and shall be:
 - i) to prevent and relieve hardship and distress amongst persons who are in need by reason of homelessness, psychological or physical infirmity or who, by reason of adverse circumstances, ill-health or by being a discharged offender, are in need of help in acquiring a settled way of life, by the provision to such persons of residential accommodation, hostel accommodation, care, treatment or other assistance otherwise, and,
 - ii) To educate such persons so to develop their physical, mental and spiritual capacities that they may develop full maturity as responsible individuals and members of society and that their conditions of life may be improved.
4. In furtherance of the above objects, but not otherwise, the Company shall have the following powers:
 - i) To open and operate bank accounts and other facilities for banking in the name of the Company,
 - ii) 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,
 - iii) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects,

- iv) To publish and circulate books, pamphlets, reports, leaflets, journals and instructional matter,
- v) To purchase or otherwise acquire or found and to carry on schools and training courses, and to run lectures, seminars, conferences, courses, exhibitions and meetings,
- vi) To receive donations, endowments, fees, subscriptions and legacies from persons desiring to promote the objects of the Company or any of them and to hold funds in trust for the same,
- vii) Subject to consents, if any, as may be required by law, to borrow or raise money for the Company on such terms and on such security as may be thought fit,
- viii) To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe and guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects,
- ix) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be necessary to its objects,
- x) 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 provided in the Memorandum,
- xi) To engage or employ such personnel, not being members of the Board of Directors, whether as employees, consultants, advisers or however, as may be required for the promotion of the objects of the Company,
- xii) To do all such other lawful things as may be necessary for the attainment of the objects or any of them,

Provided that:

- xiii) 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,

- xiv) 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. The income and property of the Company from whatever source derived shall be applied solely towards the promotion of its objects set forth in this Memorandum of Association, and no portion shall be 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 Company of the Board of Directors of the Company shall be appointed to any office of employment of the Company remunerated by salary or fees; Provided that nothing shall prevent any payment in good faith by the Company;
- i) Of reasonable and proper remuneration to any member, officer or servant of the Company, not being a member of the Board of Directors, for any services rendered to the Company,
 - ii) Of interest on money, lent by any member of the Company, or its Board of Directors, at a rate per annum not exceeding 2% below the base lending rate of the Company's bankers,
 - iii) Of grants, loans, donations or any other kind of financial assistance to any individual, organisation, firm, company, society or statutory authority which is a member of the Company or is represented on the Board of Directors, provided any assistance is in respect of charitable activities in furtherance of the objects of the Company,
 - iv) To any member of the Board of Directors in respect of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound-up during the time they are a member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which they cease to be a member and of the costs, charges and expenses of winding-up the same, and for the adjustments of rights of the contributors among themselves such amount as may be required not exceeding £1.00.

8. In the event of the winding-up or dissolution of the Company, after the satisfaction of all of its debts and liabilities, the assets remaining shall not be distributed amongst the members of the Company, but shall be transferred in the furtherance of its objects to some other charitable institution or Institutions having objects similar or compatible with any of the objects of the Company, including such institutions which may be members of the Company, as may be determined by a General Meeting at the time of or prior to the winding-up or dissolution of the Company,
9. 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 or shall cause the Company to become a company to which section 30 of the Companies Act 1985 does not apply.

MEMORANDUM OF ASSOCIATION

**NAMES AND ADDRESSES OF SUBSCRIBERS
AND AUTHORISED OFFICERS**

Chair

Gordon Olliffe *[Signature]*

18 Watergate Lane
Braunstone Town
Leicester

Retired Teacher

Treasurer

Jackie Price *[Signature]*
15 The Paddock
Newbold Verdon
Leicestershire

Accountant

Vice Chair

Lee Greig *[Signature]*

67 Wintersdale Road
Evington
Leicester

Housewife

Trustee

Richard Featherstone *[Signature]*
27 Mountsorrel Lane
Rothley
Leicestershire

Registered Charity Manager

DATED THIS 27 DAY OF October 2003

WITNESS TO THE ABOVE SIGNATURES

Name: Chris Robinson

Address: 18 Holtold Road

Signature: *[Signature]*

Richard Featherstone

Occupation: Chief Executive

Leicestershire

COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
ACTION HOMELESS (Leicester) Ltd

Interpretations

1. In these articles;

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.

"The Board of Directors" means all those persons appointed to perform the duties of directors of the Company.

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

"Employee" means anyone holding a contract of employment with the Company to perform at least eight hours of work per week for the Company.

"The Seal" means the common seal of the Company.

"In writing" shall be taken to include references to printing, photocopying and other modes of representing or reproducing words.

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.

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

2. The first members of the Company shall be the subscribers to the Memorandum of Association.

3. The Board of Directors may at its absolute discretion admit to membership the following:
 - i) any individual, charity or voluntary organisation which is interested in furthering the Company's work shall be admitted as Full members,
 - ii) Any charity, voluntary organisation, Public or Private Corporate body that are approved by the Board of Directors shall be Associate members.
4. No organisation shall be admitted to membership of the Company unless it has paid, or has agreed to pay, the annual subscription, if any, for the time being in force.
5. Full members, other than individual Full members, shall appoint a representative 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 corporate body, association or public body would exercise if it were an individual person. Each Full member shall send to the Secretary of the Company written notification of their choice of representative. No person under 18 years of age or who is prevented by law from being a company director shall be appointed as representative of a member.

Register of Members

6. The Company shall maintain a Register of Members in which shall be recorded the name, address, and category of every member and the dates on which they became a member and on which they ceased to be a member. A member shall consent as such, either as an individual, or by a duly authorised officer signing on its behalf either a written consent to become a member on the Register of Members. A member shall notify the Secretary in writing within seven days of a change to their name and address. All members shall be entitled to receive a copy of the Memorandum & Articles of Association of the Company on request.

Cessation of Membership

7. 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.
8. A member shall cease to be a member immediately that they;
 - i) ceases to fulfil any of the qualifications for membership as specified by Article 3 or by the Board of Directors from time to time; or

- ii) fails to pay the annual subscription within twenty-eight days of it falling due; or
- iii) resigns in writing to the Secretary; or
- iv) is wound-up or goes into liquidation; or
- v) Is expelled from membership by a vote of at least two-thirds of the Board of Directors provided that any member to be expelled shall have the opportunity to make representations at the meeting where the decision is made.

General Meetings

9. 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. 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 shall be held within eighteen months of incorporation.
10. The business of an Annual General Meeting shall comprise;
 - i) the consideration of the Report and Accounts presented by the Board of Directors,
 - ii) the election of Board of Directors members or the announcement of the results if held beforehand,
 - iii) the setting of the annual membership subscription,
 - iv) the appointment and the fixing of the remuneration of the Auditor or Auditors, if any,
 - v) Such other business as may have been specified in the notices calling the meeting.
11. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
12. The Board of Directors may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten percent of the Full members of the Company, as provided by Section 368 of the Act.

13. Decisions at General Meetings shall be made by passing resolutions;
- i) Decisions involving an alteration to the Memorandum or Articles of Association 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 those members of the Company present and voting at a General Meeting. No amendment may be made to the objects of the Company without the prior consent of the Charity Commission.
 - ii) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of members present and voting.

Notices

14. An Annual General Meeting and any General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a member of the Board of Directors shall be called by at least twenty-one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice.
15. Notice of every General Meeting shall be given in writing to every member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office.
16. 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 such 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.
17. When notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.
18. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by the person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at General Meetings

19. Only the representative of an organisation which is a Full member shall be entitled to vote.
20. Only one vote may be cast by or on behalf of each Full member on any particular resolution.
21. No person shall debate or vote on any matter in which s/he has a personal, material or financial interest.
22. No business shall be transacted at a General Meeting unless a quorum of members is present. One-tenth of the Full membership or eight Full members, whichever is the greater, shall be a quorum.
23. 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 in the same place or otherwise as the Board of Directors may direct and all members shall be given such notice, as is practicable, of the adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum.
24. At every General Meeting the Chair of the Company, if there is one, shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting, the members present shall choose one of their number to be Chair of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
25. The Chair may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at 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.
26. 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 Full members present in person.

27. Unless a secret ballot be so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing 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.
28. If a secret ballot is duly demanded it shall be taken in such a manner as the Chair directs, provided that each member shall have only one vote, and as a result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
29. 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.
30. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chair of the meeting shall have a second or casting vote.
31. Subject to the provisions of this Article, a resolution in writing signed on behalf of all of the Full members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several similar documents each signed on behalf of one or more members. A copy of any resolution passed in accordance with this Article shall be sent to the Company's auditors. If within seven days of receiving such copy the auditors inform the Company that the resolution concerns them and they require the question to be brought to a General Meeting, then the resolution shall not have effect but shall be brought to a General Meeting of the Company duly convened. If the auditors do not inform the Company then the resolution shall have effect seven days after the copy was received by the auditors, or immediately upon the auditors informing the Company that they do not require a General Meeting to be called.
32. The Company may at its discretion invite persons to attend its meetings with or without speaking rights, and without voting rights.

Honorary Officers

33. The Company shall have such Honorary Officers as it sees fit elected by and from the Board of Directors at their first meeting following the Annual General Meeting. Officers shall serve for one year, but shall be eligible for re-election.

Board of Directors

34. The Company shall have a Board of Directors comprising not less than four and not more than ten persons.
35. The first Board of Directors of the Company shall be appointed by the subscribers to the Memorandum of Association.
36. The Board of Directors shall comprise;
 - i) not more than 6 member nominees elected by and from the membership at the Annual General Meeting,
 - ii) not more than 3 nominees of members of the Company, co-opted by the Board of Directors,
 - iii) At the discretion of the Board of Directors, one or more persons from any organisation working with the Company but such persons shall not have any voting rights.
37. For the avoidance of doubt, members of the Board of Directors are directors of the Company within the meaning of the Act, and charity trustees in charity law.
38. Procedures for the election and co-option of Board of Directors members shall be determined from time to time by the Board of Directors and may include postal and proxy voting.
39. The Board of Directors may at any time fill casual vacancies on the Board by co-option provided any such appointment shall come to an end at the next Annual General Meeting.
40. At the first and every Annual General Meeting one-third of the elected members, as specified in Article 36 (a) of the Board of Directors, or if their number is not a multiple of three, then the number nearest to one-third, shall retire from office. The members to retire shall be those longest in office since their last election. Regarding members who have been in office for the same length of time, the members to retire shall be selected by lot. A retiring member shall be eligible for re-election.
41. Co-opted members of the Board of Directors shall retire at the Annual General Meeting following their appointment but shall be eligible for further co-option.

42. Under no circumstances shall any employee of the Company or person aged less than eighteen years be a member of the Board of Directors.
43. A Board of Directors member shall declare an interest in and shall not vote in respect of any contract in which s/he has a personal, material or financial interest, either directly or indirectly, and shall withdraw from a meeting while such a matter is discussed.
44. Board of Directors members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Board of Directors or General Meetings of the Company or in connection with the business of the Company, but otherwise, subject to Article 5 of the Memorandum of Association, shall receive no remuneration.
45. The office of Board of Directors members shall be immediately vacated if s/he;
- i) resigns her/his office in writing to the Company; or
 - ii) is the representative of a member organisation and that organisation revokes her/his appointment as representative; or
 - iii) is the representative of a member organisation and that organisation ceases to be in membership of the Company; or
 - iv) in the opinion of the Board of Directors, fails to declare her/his interest in any contract as referred to in Article 42; or
 - v) is absent from three successive meetings of the Board of Directors 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, provided that any member to be so expelled shall first be given the opportunity to make representations to the Board of Directors; or
 - vi) becoming bankrupt or, in the opinion of the Board of Directors, incapable for any reason of carrying out the duties of a Board of Directors member; or
 - vii) Is removed from office by resolution of the Company in General Meetings in accordance with Section 303 of the Act.

Powers and Duties of the Board of Directors

46. The affairs 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 a General Meeting.
47. No regulation made by the Company in a General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.
48. 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 direct, provided that all such instruments of expenditure above a certain limit set from time to time by the Board of Directors must be signed by at least two members of the Board of Directors.
49. Without prior prejudice to its general powers, the Board of Directors may exercise all of the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company subject to such consents as may be required by law.

Proceedings of the Board of Directors

50. Members of the Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, including meetings by video and telephone conferencing if considered appropriate.
51. Questions arising at any meetings shall be decided by a majority of votes. In the case of equality of votes the Chair of the meeting shall have the casting vote.
52. Two Board of Directors members may, and the Secretary on the requisition of two Board of Directors members shall summon a meeting of the Board of Directors by giving seven working days notice to all Board of Directors 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.

53. The quorum necessary for the transaction of the business of the Board of Directors shall be four Board members.
54. The Board of Directors may act regardless of 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 Board of Directors members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
55. At every Board of Directors meeting the Chair of the Company, if there is one, shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the Board members present shall choose one of their number to be the Chair of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
56. The Board of Directors shall cause accurate records to be made, in books provided for that purpose, of;
- i) the name, details, and date of appointment of all persons appointed to office,
 - ii) the names of the Board of Directors members, officers, members and other persons present at all General, Board of Directors and Sub-Committee meetings of the Company,
 - iii) minutes of all proceedings and resolutions at all General, Board of Directors and Sub-Committee meetings of the Company,
 - iv) All applications of the Seal to any document.
57. All such records and minutes shall be open to inspection during normal working hours by any individual member or the representative of any member of the Company and by any person authorised by the Company at a General Meeting.
58. The Board of Directors may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit; any Sub-Committees so formed shall in the exercise of their powers so delegated conform to any regulations imposed on it by the Board of Directors which regulations shall always include provision for regular and prompt reports for the Board of Directors.

59. 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, should it be afterwards discovered that there was some defect in the appointment of any such Board of Directors member or person acting as such, or that they or any of them were disqualified, be as valid as if every other such person had been duly appointed and was qualified to be a Board of Directors member.

60. A resolution in writing, signed by all the Board of Directors members 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 similar documents signed by one or more Board of Directors members.

61. 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

62. 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.

63. No remuneration may be paid to a Secretary who is also a member of the Board of Directors.

64. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board of Directors member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

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

Accounts

66. 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;

- i) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place,
- ii) all sales and purchases of goods by the Company,

- iii) the assets and liabilities of the Company,
- iv) Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain the transactions.

67. The accounts shall be kept at the Registered Office of the Company or, subject to Section 222 of the Act, at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of all members and officers and by other persons authorised by the Company at a General Meeting.

68. The Board of Directors shall from time to time, in accordance with Section 227 and 241 of the Act, cause to be prepared and laid before the Company at a General Meeting such income and expenditure accounts, balance sheets and any reports referred to in those Sections.

69. A copy of every balance sheet, including every document required by law to be annexed thereto, which is laid before the Company at a General Meeting, together with a copy of the auditors report and Board of Directors report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of Section 240(4) of the Act, be sent to every member of and every holder of debentures of the Company 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.

Audit

70. Subject to such statutory regulations from time to time in force, and unless the Company is eligible for and has determined to apply 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.

71. Auditors shall be appointed and their duties regulated in accordance with Sections 237 and 384 of the Act.

Not for Profit Status

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

Regulations

73. The Company in General Meetings or the Board of Directors may from time to time make, adopt and amend such regulations in the form of by-laws, standing orders, secondary rules or otherwise provided that such regulations are not inconsistent with the Memorandum and Articles of Association, or amounting to such an addition or alteration which could only legally be made by Special Resolution, as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Board of Directors and Sub-Committees. All members of the Company and the Board of Directors shall be bound by such regulations whether or not they have received a copy of them.

Indemnity

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

Dissolution

75. Clause 8 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.

ARTICLES OF ASSOCIATION

**NAMES AND ADDRESSES OF SUBSCRIBERS
AND AUTHORISED OFFICERS**

Gordon Olliffe *[Signature]*
18 Watergate Lane
Braunstone Town
Leicester

Retired Teacher

Jackie Price *[Signature]*
15 The Paddock
Newbold Verdon
Leicestershire

Accountant

Lee Grieg *[Signature]*
67 Wintersdale Road
Evington
Leicester

Housewife

Richard Featherstone *[Signature]*
27 Mountsorrel Lane
Rothley
Leicestershire

Registered Charity Manager

DATED THIS 27 DAY OF October 2003

WITNESS TO THE ABOVE SIGNATURES

Name: *[Signature]* ROBINSON

Signature: *[Signature]*

Occupation: *[Signature]* FLEETING

Address: 18 HILSON ROAD

..... KILBURN BRANCH

..... LEICESTERSHIRE

A