

The Companies Act 1985

**A Company Limited by Guarantee
and not having a share capital**

Memorandum of Association

of

Wansbeck Centre for Voluntary Service

**WE HEREBY CERTIFY THIS TO BE
A TRUE COPY OF THE ORIGINAL.**

R. Hadaway

30.1.2007 WARD HADAWAY

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1. The name of the Charity will be Wansbeck Centre for Voluntary Service hereinafter called "the Charity".
 2. The registered office of the Charity will be situated in England.
 3. The Charity's objects ("the objects") are:
 - a) to promote any charitable purposes primarily for the benefit of the community in the local government districts of Wansbeck and Castle Morpeth and its neighbourhood and in the North East of England generally (hereinafter called "the area of benefit") and, in particular, the advancement of education, the protection of health and the relief of poverty, distress and sickness;
 - b) to promote and organise co-operation in the achievement of the above purposes and to that end to bring together in council representatives of the voluntary organisations and statutory authorities within the area of benefit.
 4. The Charity shall have the following powers exercisable in furtherance of the said objects:
 - 4.1. To take over certain of the assets and liabilities of the unincorporated association known as Wansbeck Council for Voluntary Service (registered charity number 517444).
 - 4.2. To promote, provide and carry on or assist in any way in the promotion, provision and carrying on of facilities of any kind pursuant to the objects and to arrange and hold meetings, conferences, classes, seminars, courses and lectures either alone or with others.
 - 4.3. Subject to such consents as may be required by law, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Charity may think necessary for the promotion of its objects.
 - 4.4. Subject to such consents as may be required by law to borrow or raise money for the furtherance of the objects of the Charity in such manner and on such security as the Charity may think fit and to mortgage and charge the undertaking and all or any of the real or personal property and assets, present or future of the Charity.
 - 4.5. To raise funds (but not by means of Taxable Trading), issue appeals, hold public meetings, solicit, receive and accept financial assistance, donations, endowments, gifts, (both Testamentary and *inter vivos*), devises, bequests and loans of money, rents, hereditament and other property whatsoever, real or personal and subject or not to any specific Charitable Trusts or conditions and take such other steps as may be

required for the purpose of procuring contributions to the funds of the Charity in the shape of donations, subscriptions or otherwise.

- 4.6. To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 4.7. To deposit or invest monies of the Charity not immediately required for its purposes in or upon any investments, securities or property (but only to invest after obtaining such advice as the Board consider necessary from a financial expert who meets the criteria specified in clause 4.8, and having regard to the suitability of investments and the need for diversification).
- 4.8. To appoint as the investment manager for the Charity a person who, after inquiry, it is satisfied is a proper and competent person to act in that capacity and who is an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000.
- 4.9. To delegate to any investment manager so appointed power at his discretion to buy and sell investments for the Charity on behalf of the Charity in accordance with the investment policy laid down by the Charity. The Charity may only do so on terms consistent with clauses 4.8 and 4.9 hereof and where the Charity makes any delegation under clauses 4.8 and 4.9 hereof the Charity shall:-
 - 4.9.1. inform the investment manager in writing of the extent of the Charity's investment powers;
 - 4.9.2. lay down an investment policy for the Charity and immediately inform the investment manager in writing of it and of any changes to it;
 - 4.9.3. ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
 - 4.9.4. ensure that the Charity is kept informed of, and reviews on a regular basis, the performance of its investment portfolio managed by the investment manager and the exercise by him of his delegated authority;
 - 4.9.5. take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
 - 4.9.6. review the appointment at such intervals not exceeding 24 months as the Charity thinks fit;
 - 4.9.7. pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Charity shall decide and as are consistent with

this clause 4.9 provided that such remuneration may include commission fees and/or expenses earned by the investment manager if any only to the extent that such commission fees and/or expenses are disclosed to the Charity;

- 4.9.8. make such delegation on the terms that:-
 - 4.9.8.1. the investment manager shall comply with the terms of his delegated authority;
 - 4.9.8.2. the investment manager shall not do anything which the Charity does not have the power to do;
- 4.9.9. be entitled with reasonable notice to revoke the delegation or vary any of its terms in a way which is consistent with clauses 4.8 and 4.9 hereof; and
- 4.9.10. give directions to the investment manager as to the manner in which he is to report to the Charity all sales and purchases of investments made on its behalf.
- 4.10. To permit any investments comprised in the monies of the Charity to be held in the name of any clearing bank, any trust corporation or any stockbroking company which is a member of the Stock Exchange (or any subsidiary of such a stockbroking company) as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such.
- 4.11. To accept payment for the property or assets sold or otherwise disposed of or dealt with by the Charity, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or other securities (which such Charity or corporation is empowered to issue) of any Charity or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend, interest or repayment of capital or otherwise, or partly in cash and partly in shares or securities and generally on such terms as the Charity decides, and to hold, dispose of or otherwise deal with any shares or securities so acquired.
- 4.12. To make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions.
- 4.13. To undertake and execute charitable trusts.
- 4.14. 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 Charity and which by its

governing instrument prohibited the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity under or by virtue of Clause 5 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 Charity of any such charitable organisation institution, society or body.

- 4.15. To acquire by subscription or purchase and to hold shares in any company over which the Charity shall have control and (provided that the activities of such a company are in pursuit of the objects of the Charity) to supply administration and management services in relation to the business operations of that company including (but without prejudice to the generality of the foregoing) the secondment of the Charity's employees.
- 4.16. To publish or distribute information or to cause to be written and printed or otherwise reproduced and circulated gratuitously or otherwise periodicals magazines books leaflets or other documents or films or recorded tapes or compact disks.
- 4.17. To promote or carry out research into any aspect of the objects of the Charity and its work and to disseminate the results of any such research.
- 4.18. To co-operate and enter into arrangements with other registered charities and with local authorities, health authorities, health trusts, Government Departments, housing associations, churches, community groups, voluntary organisations and other like organisations in promoting the objects of the Charity.
- 4.19. To carry out all or any of the objects of the Charity and to do all or any of the above acts, matters or things and to exercise all or any of the above powers in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others and either by or through agents, trustees or otherwise.
- 4.20. To make grants, to lend any part of the monies of the Charity and to do so with or without interest and in the case of a loan not exceeding £20 with or without security which the Charity may reasonably require and consider sufficient, to enter into guarantees, contracts of indemnity and suretyships of all kinds and to become surety or to offer security for any persons, firms or companies.
- 4.21. To engage and pay agents not being Board Members and to make all reasonable and necessary provision for the payment of pensions and superannuation to and on behalf of employees, former employees and their widows and other dependants.

- 4.22. To establish and support or aid in the establishment of and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- 4.23. To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 4.24. To provide indemnity insurance to cover the liability of the officers (or any of them) which by virtue of any rule of law would otherwise attach to them or him in respect of any negligence default breach of duty or breach of trust of which they or he may be guilty in relation to the Charity provided that any such insurance shall not extend to any claim arising from any act or omission which the officers knew to be a breach of trust or breach of duty or which was committed by the officers (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.
- 4.25. To pay out of funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity.
- 4.26. To do all such other lawful things as are necessary to the attainment of the above objects or any of them. Provided that :
 - 4.26.1. In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall deal with or invest the same only in such manner allowed by Law, having regard to such trusts.
 - 4.26.2. The Charity's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - 4.26.3. In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Charity 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 Board of the Charity 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 administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners (over the Board or governing body) but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

5. The income and property of the Charity whencesoever derived, shall be applied solely towards the promotion of the objects of the Charity 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 the members or Board Members of the Charity. Provided that nothing herein shall prevent the payment in good faith by the Charity:
 - 5.1. of reasonable and proper interest on money lent by any member or Board Member of the Charity, or reasonable and proper rent for premises let by any member or Board Member of the Charity.
 - 5.2. of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a Board Member) for any services rendered to the Charity and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Charity
 - 5.3. to any Board Member of reasonable out-of-pocket expenses
 - 5.4. of remuneration to any Board Member or any Connected Person for the supply of goods or services to the Charity in return for payment or other material benefit but only if the goods or services are actually required by the Charity and the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services; Provided that at no time shall a majority of the Board benefit under this provision and that a Board Member shall not be counted in the quorum and shall withdraw from that part of any meeting at which his appointment or remuneration or that of any Connected Person is under discussion.
 - 5.5. of fees, remuneration or other benefit in money or monies worth to any Charity of which a member of the Charity or a Board Member may be a member holding not more than 1/100th part of the capital of such company.
 - 5.6. subject to the limitations contained in sub-clause 24 of clause 4 for the purchase or maintenance for any officer of the Charity of insurance against any liability.
 - 5.7. of charitable benefits to individual members but who are beneficiaries and who may receive charitable benefits in that capacity.
6. The liability of the members is limited.
7. Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of debts and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

8. If upon winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the members of the Charity, but shall be given or transferred to some other charitable institutions having objects similar to the objects of the Charity, and which shall profit from the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity under or by virtue of this memorandum, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution or in default thereof by such court of law as may be given to such provisions then to some other charitable object or objects.
9. Words and expressions defined in the Articles of Association of the Charity have the same meanings in this Memorandum of Association.
10. References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

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

Full names and addresses

Signatures

MICHAEL CHARLES GOODMAN

38 COLLINGSWOOD ROAD

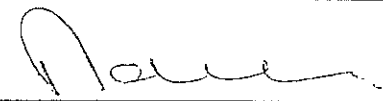
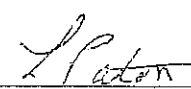
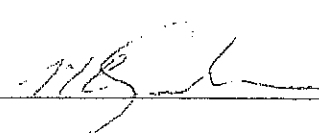
NEWBISHOP BY THE SEA

LESLIE PATON

9 NORTH VIEW

CAMBOS BAYTH

Rodney Arthur James
casmyres Wambrook Rd
Ashington, Northumberland
NE63 8SE



Dated this 20th day of JUNE 2006

Witness to the above signatures

Full name and address

Signature

JOHN DODDS

J Dodds

6. WILLIAM HOPKINSON WAY

NEWBIGGIN-BY-THE-SEA.

NE64 6RP

WE HEREBY CERTIFY THIS TO BE
A TRUE COPY OF THE ORIGINAL.

National Association of Councils for Voluntary Service

2.11.07
30.1.2007 WARD HADAWAY

The Companies Act 1985

A Company Limited by Guarantee and not having a share capital

Articles of Association

of

Wansbeck Centre for Voluntary Service

These are a true copy of the Articles of Association
R.A. James
Registrar

Preliminary

1. The Regulations contained in Table C in the Schedule to the Companies (Table A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Charity and these Articles alone shall constitute the regulations of the Charity.

Interpretation

2. In these Articles:

"the Charity" means the company intended to be regulated by these Articles;

"the Companies Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the Charities Act" means the Charities Act 1993 including any statutory modification or re-enactment thereof for the time being in force;

"Connected Person" means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Board Member, any firm (including a limited liability partnership) of which a Board Member is a member or employee, and any company of which a Board Member is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

"these Articles" means the Articles of Association of the Charity;

"clear days" in relation to a period of notice means the 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;

"Electronic Communication" and "Communication" have the meaning given by

the Electronic Communications Act 2000;

"executed" means any mode of execution;

"Special General Meeting" shall mean any General Meeting of the members of the Charity which is not the Annual General Meeting;

"the Memorandum" means the Memorandum of Association of the Charity;

"Office" means the Registered Office of the Charity;

"Organisation" means unless otherwise provided or unless the context otherwise requires any body corporate, county, district, local or other public authority, council or government department and any unincorporated association, partnership, trust or other organisation;

"seal" means the common seal of the Charity if it has one;

"Secretary" means the Secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity, including a joint assistant or Deputy Secretary;

"Taxable Trading" means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the objects of the Charity, the profits of which are subject to corporation tax;

"the Board" means the Board of Directors of the Charity;

"Board Member" means a member of the Board;

"the United Kingdom" means Great Britain and Northern Ireland.

Words importing the person only shall include the organisation.

Subject to this Article words and expressions contained in these Articles shall, unless the context requires otherwise, bear the same meanings as in the Companies Act.

Objects

3. The Charity is established for the objects expressed in the Memorandum.

Members

4.
 - 4.1. There shall be no maximum number of members of the Charity.
 - 4.2. The Subscribers to the Memorandum shall be the first members of the Charity and such non-profit making Organisations and/or individuals as are admitted to membership in accordance with the Articles shall be members of the Charity provided always that the number of individuals

who are members shall not exceed 8% of the total number of members of the Charity. No individual or Organisation shall be admitted to be a member of the Charity unless an application for membership in such form as the Board requires is approved by the Board and that member has paid in full any subscription to the charity at such amount as the Board requires. The Board has the right to refuse membership to any individual or Organisation. All members must be committed to the furtherance of the objects of the Charity.

- 4.3. The provisions of Section 22 of the Companies Act shall be observed by the Charity and every member of the Charity shall either sign a written consent to become a member or sign the register of members on becoming a member.
- 4.4 Membership of the Charity is personal and is not transferable in any case other than to a new corporation formed by reason of the amalgamation or reconstruction of any corporation
- 4.5 A member may at any time withdraw from the Charity by giving at least one month's notice in writing to the Charity to expire at the expiry of such member's subscription period. Membership shall cease forthwith on the occurrence of any of the following events:-
 - 4.5.1 the member's subscription or any other sum due to be paid by the member to the Charity being more than twelve months in arrears;
 - 4.5.2 the winding up or other cessation of existence of the member;
 - 4.5.3 a member (being an individual) is or may be suffering from mental disorder and either is admitted to hospital in pursuant of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 or an order is made by a court having jurisdiction (whether in the United Kingdom or otherwise) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his/her property or affairs and a resolution of the Board is also passed resolving that such member be expelled and that that membership shall terminate.
 - 4.5.4 a member is expelled by the Board pursuant to the provisions of Article 4.7.
- 4.6 The Board shall have the right at any time to invite any person or Organisation to attend any of the meetings of the Charity as an observer without the power to vote.
- 4.7 If any member shall fail to observe any of the Articles or rules of the Charity made under powers vested in the Board or whose conduct is prejudicial to the Charity or who shall fail without reasonable excuse to

attend three consecutive meetings of the Charity or without any other sufficient reason, the Board may convene a Special General Meeting of the Charity to consider passing a special resolution to expel such member and on such special resolution being passed the name of the member shall be removed from the register of members and shall cease to be a member.

- 4.8 Any member who is the subject of a resolution to expel under the terms of the preceding Article, shall be entitled to address the said Special General Meeting either in person or through a representative.

General Meetings

5. The Charity shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Charity and that of the next; provided that so long as the Charity holds its first Annual General Meeting within 18 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 times and at such places as the Board shall appoint.
6. The Board may call Special General Meetings when it thinks fit and Special General Meetings may also be convened on the requisition of members pursuant to the provisions of the Companies Act.

Notice of General Meetings

7. An Annual General Meeting and a Special General Meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other Special General Meetings shall be called by at least 14 clear days' notice but a General Meeting may be called by shorter notice if it is agreed as follows:
- a) in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
 - b) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all members and to the Board and auditors.

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice or any other technical defect in the giving of notice of which the Board are unaware at the time shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

9. No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall be fifteen members or one fifth of all members entitled to vote in person or by proxy upon the business to be transacted, whichever is the lower provided that there shall be no quorum unless the number of members (being Organisations) present and entitled to vote shall exceed the number of members (being individuals) present.
10. If a quorum is not present within half an hour of the time appointed for the meeting or, if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Board may determine and at such adjourned meeting the quorum shall be the members present, but those persons present may agree in principle upon the business set out in the notice to be transacted at the meeting, subject to the ratification of such business at the adjourned meeting.
11. The Chairperson, ("the Chair") if any, of the Board or in his/her absence, the Vice-Chairperson, if any, of the Board or in his/her absence, some other Board Member nominated by the other Board Members present shall preside as the Chair of the meeting, but if neither the Chair nor such other Board Member be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Board Members present shall elect one of their number to be the Chair, and, if there is only one Board Member present and willing to act, he/she shall be the Chair.
12. If no Board member is willing to act as the Chair, or if no Board Member is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote, shall choose one of their number to be the Chair.
13. The Chair may, with the consent of a 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 business that properly might have been transacted at the meeting had an adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
14. No representative of an Organisation shall be entitled to more than one vote at any meeting of the Charity whether or not such representative is also in his own right a member of the Charity.
15. A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded:

- a) by the Chair; or
- b) subject to the provisions of Article 9 by at least 10 members having the right to vote at the meeting; or
- c) subject as aforesaid by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

and a demand by a person as proxy for a member shall be the same as a demand by the member.

- 16. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- 17. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.
- 18. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result 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. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he/she may have.
- 20. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 21. A resolution in writing executed or made by Electronic Communication by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed or made by Electronic Communication by or on behalf of one or more members.

Votes of Members

22. No member shall be entitled to vote at any General Meeting unless any monies then payable by that member to the Charity shall have been paid.
23. On a show of hands every member (being an individual) present in person or by proxy or (being an Organisation) who is present by a duly authorised representative or by proxy shall have one vote. On a poll every member present by way of a duly authorised representative shall have one vote.
24. No objection shall be raised to the qualification of any voter except at the meeting or the 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 Chair whose decision shall be final and conclusive.
25. The appointment of a proxy shall be in writing, executed or made by Electronic Communication by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

Wansbeck Centre for Voluntary Service
I/We of

being a member/members of the above-named Charity, hereby appoint

of or failing him

of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/special general meeting of the Charity to be held on 20[] and at any adjournment thereof.

Signed on 20[]

26. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

Wansbeck Centre for Voluntary Service
I/We of

being a member/members of the above-named Charity, hereby appoint

of or failing him

of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/special general meeting of the Charity, to be held on 20[] , and at an adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 ~~for~~ ~~against~~

Resolution No 2 ~~for~~ ~~against~~

~~strike out~~ whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 20[]

27. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:
- 27.1. in the case of an instrument in writing be deposited at the Office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 27.2. in the case of an appointment contained in an Electronic Communication, where an address has been specified for the purpose of receiving Electronic Communications:
 - 27.2.1. in the notice convening the meeting; or
 - 27.2.2. in any instrument of proxy sent out by the Charity in relation to the meeting, or
 - 27.2.3. in any invitation contained in an Electronic Communication to appoint a proxy issued by the Charity in relation to the meeting;be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
 - 27.3. in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - 27.4. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Board Member;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this regulation and in the next, "address" in relation to Electronic Communications includes any number or address used for the purpose of such communications.

28. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited or where the appointment of the proxy was contained in an Electronic Communication at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
29. Any member (being an Organisation) may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the Organisation as if the Organisation were an individual member of the Charity.

Annual General Meeting

30. The Business to be transacted at the Annual General Meeting of the Charity shall be in accordance with the provisions of the Companies Act and shall include:
 - 30.1 consideration of the Accounts of the Charity for the most recent financial year of the Charity and the report of the Auditors
 - 30.2 consideration of the Report of the Board
 - 30.3 election of Board Members
 - 30.4 nomination of Auditors.

Board of Directors

31. Until otherwise determined by members in General Meeting the number of Board Members shall not be less than five nor more than 15.
32. The Board may from time to time appoint any person to be a member of the Board to fill a casual vacancy or by way of addition provided that the maximum number of Board Members referred to in Article 31 is not exceeded and provided that the number of Board Members appointed pursuant to this Article does not exceed the number of Board Members in office at the time of the co-option and appointed pursuant to Articles 40 to 46. Any such Board Member shall only hold office until the next Annual General Meeting but shall be eligible for re-election.

A Board Member so appointed shall not be taken into account in determining the Members of the Board who are to retire by rotation at the meeting.

33. The Charity may from time to time by special resolution increase the maximum number of Board Members.
34. The first Board Members shall be those persons named in the statement delivered pursuant to section 10(2) of the Companies Act, who shall be deemed to have been appointed under the Articles. Future Board Members shall be appointed as provided subsequently in the Articles.
35. The Board may appoint any persons to attend any of its meetings and to speak without the power to vote.
36. In addition and without prejudice to the provisions of section 303 of the Companies Act the Charity may by special resolution remove any Board Member before the expiration of his/her period of office and may by a special resolution appoint another Board Member in his/her place; but any person so appointed shall hold office only so long as the Board Member in whose place he/she was appointed would have held the same had he/she not been removed.

Powers of the Board

37. Subject to the provisions of the Companies Act, the Memorandum and Articles and any directions given by special resolution, the business of the Charity shall be managed by the Board who may exercise all the powers of the Charity. No alteration of the Memorandum and Articles and no such direction shall invalidate any prior act of the Board which would have been valid had that alteration not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
38. In addition to all powers hereby expressly conferred upon it and without detracting from the generality of its powers under the Articles the Board shall have the following powers:
 - 38.1 to expend the funds of the Charity in such manner as it shall consider most beneficial for the achievement of the objects set out in the Memorandum of Association and, subject to the provisions of the Memorandum of Association, to invest in the name of the Charity such part of the funds as it may see fit and to direct the sale and transposition of such investments and to expend the proceeds of any such sale in furtherance of the said objects;
 - 38.2 to enter into contracts on behalf of the Charity;
 - 38.3 to create such Sub-Committees of the Board as the Board shall think appropriate consisting of one or more Board Members and such other persons as the Board think fit to carry out the business of the Charity,

provided that any such Sub-Committees shall at all times be responsible to the Board who shall make rules as to the business to be carried on by the Sub-Committees and their rules and procedures. All acts and proceedings of any such Sub-Committees shall be fully and promptly reported to the Board.

39. The Board Members may act notwithstanding any vacancy in its body; provided always that in case the number of Board Members shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles it shall be lawful for them to act as the Board solely for the purpose of admitting persons to membership of the Charity, filling up vacancies on the Board or of summoning a General Meeting.

Appointment and retirement of Directors

40. At the first Annual General Meeting all the Board shall retire from office, and at every subsequent Annual General Meeting one third of the Board Members shall be subject to retirement by rotation or, if their number is not divisible by three, the number nearest to one third shall retire from office.
41. Subject to the provisions of the Companies Act and to the provisions of these Articles, the Board Members to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Board Members on the same day those to retire shall (unless they otherwise agree among themselves) shall be determined by lot.
42. If the Charity at a meeting which a Board Member retires by rotation does not fill the vacancy, the retiring Board Member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution on the re-appointment of the Board Member is put to the meeting and lost.
43. No person other than a Board Member retiring by rotation shall be appointed or re-appointed a Board Member at any General Meeting unless:
- 43.1 he/she is nominated by the Board or
 - 43.2 not less than seven nor more than 21 days before the date 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/her intention to propose such person for election, and notice in writing, signed by the person to be proposed, of his/her willingness to be elected.
44. No person may be appointed a Board Member unless:
- 44.1 he/she has attained the age of 18 years; and

- 44.2 if elected, he/she would not have been disqualified under the terms of Article 47.
45. Subject as aforesaid, a Board Member who retires at an Annual General Meeting may, if willing to act, be re-elected.
46. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Board Member either to fill a vacancy or as an additional Board Member and may also determine the rotation in which any additional Board Member are to retire. Each member shall be entitled but not obliged to vote for as many nominees as there are vacancies to be filled and no more. The nominees up to the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more nominees receiving an equal number of votes, the chairman shall have a second or casting vote.

Disqualification and removal of Board Members

47. A Board Member shall cease to hold office if he/she:
- 47.1 ceases to be a Board Member by reason of any provision in the Companies Act or is disqualified from acting as a Board Member by reason of Section 72 of the Charities Act 1993;
- 47.2 becomes by reason of mental illness incapable of managing his/her own affairs;
- 47.3 by notice in writing to the Charity resigns his/her office;
- 47.5 is absent without the permission of the Board and without acceptable apology from three consecutive meetings or all its meetings whether of the Board or of relevant Sub-Committee of the Board.

Expenses of the Board

48. Board Members may, with the consent of the Board, be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with the discharge of their duties, but otherwise shall be paid no remuneration.

Proceedings of the Board

49. Subject to the provisions of the Articles the Board may regulate their proceedings as they think fit. A Board Member may, and the Secretary at the request of three Board Members shall, call a meeting of the Board. A meeting of the Board shall be held at least four times in each year. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes.

50. The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than one quarter of its number or four Board Members present in person and entitled to vote, whichever shall be the greater.
- 51.
- 51.1 At the first meeting of the Board after the Annual General Meeting of the Charity the Board shall elect the Honorary Officers of the Charity who shall hold office until after the conclusion of the next Annual General Meeting of the Charity. For the purposes of these Articles the expression "Honorary Officers" shall mean and include the Chairperson, the Vice-Chairperson and the Treasurer.
- 51.2 The Chairperson of the Charity ("the Chair") as elected shall be the Chairperson of its meetings unless and until the Board shall decide otherwise. Unless unwilling to do so, the Chair shall preside at every meeting of the Board at which the Chair is present. If neither the Chair or the Vice-Chair are available, or there are no Board Members holding those offices, or, if the Board Members so appointed are unwilling to preside or are not present within 15 minutes after the time appointed for the meeting, the Board present may appoint one of its number to be the Chair of the meeting.
52. All acts done by a meeting of the Board, or of a Sub-Committee of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member or that any of them was disqualified from holding office, or had vacated office, or were not entitled to vote, be, with the consent of the Board, as valid as if every such person had been duly appointed and was qualified and had continued to be a Board Member and had been entitled to vote. A procedural defect of which the Board are unaware at the time does not invalidate decisions taken at a meeting.
53. A resolution in writing signed or made by Electronic Communication by all the Board entitled to receive notice of a meeting of the Board or of a Sub-Committee of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board or a Sub-Committee of the Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Board Members.
54. All or any of the Board Member or any committee of the Board may participate in a meeting of the Board or that committee by means of conference telephones or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
55. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Board and shall indicate the name of the Charity. All cheques

and orders for the payment of money from such account shall be signed by two people out of four people as authorised by the Board.

56. Save as otherwise provided by the Articles, a Board Member shall not vote at a meeting of the Board or of a Sub-Committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Charity unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

56.1 the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Charity or any of its subsidiaries;

56.2 the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Charity or any of its subsidiaries for which the Board Member has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

56.3 his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Charity or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Charity or any of its subsidiaries for subscription, purchase or exchange;

56.4 the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Companies Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Charity), connected with a Board Member shall be treated as an interest of the Board Member.

57. A Board Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

58. Subject to the provisions of the Memorandum, the Charity may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Board Member from voting at a meeting of the Board or of a Sub-Committee.

59. If a question arises at a meeting of the Board or of a Sub-Committee as to the right of a Board Member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Board Member other than himself shall be final and conclusive.

Secretary

60. Subject to the provisions of the Companies Act, the Secretary shall be appointed by the Board for such term, at such remuneration (if not a Board Member) and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board.

Minutes

61. The Board shall keep minutes in books kept for the purpose:
- 61.1 of all appointments of officers made by the Board; and
 - 61.2 of all proceedings at meetings of the Charity and of the Board and of Sub-Committees of the Board including the names of the Board Members present at each such meeting.

The Seal

62. The Charity may have a common seal, and if it adopts one the seal shall only be used with the authority of the Board or of a Sub-Committee authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or a second Board Member.

Accounts

63. Accounts shall be prepared in accordance with the provisions of the Companies Act and the requirements of the Charities Act.

Annual Reports

64. The Board shall comply with all the requirements of the Companies Act and of the Charities Act with regard to the preparation and submission of an annual report.

Annual Returns

65. The Board shall comply with all the requirements of the Companies Act with regard to the preparation and submission of annual returns.

Notices

66. Any notice to be given to or by any person pursuant to the Articles shall be in writing or given using Electronic Communication except that a notice calling a meeting of the Board need not be in writing.
67. The Charity may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address or by giving it using Electronic Communications to an address for the time being notified to the Charity by the member. In this article "address" in relation to Electronic Communications

includes any number or address used for the purpose of such communications. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him/her shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

68. A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
69. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Electronic confirmation of receipt shall be conclusive evidence that a notice was given by Electronic Communication. A notice shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

70. Subject to the provisions of the Companies Act every Board Member or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity 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 he/she is acquitted or in connection with any application in which relief is granted to him by any court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

71. The Board may from time to time make such rules or bye-laws as it may deem necessary, expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes and conditions of membership. In particular but without limitation to the generality of the foregoing, it may by such rules or bye-laws regulate:
 - 71.1 the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which subscriptions, if any, shall be paid by members;
 - 71.2 the conduct of members of the Charity in relation to one another and to the employees of the Charity;
 - 71.2 the setting aside of the whole or any part or parts of the premises of the Charity at any particular time and for any particular purpose;
 - 71.3 the procedure at General Meetings and at the meetings and committees of the Board in so far as such procedure is not regulated by these Articles;

71.4 Generally, all such matters as are commonly the subject matter of Charity Rules.

72. The Charity in General Meeting shall have the power to alter, add to or repeal the rules or bye-laws and the Board shall adopt such means as it thinks sufficient to bring to the notice of members of the Charity all such rules or bye-laws, which shall be binding on all members of the Charity provided that no such rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum and Articles.

Full names and addresses of subscribers

Signatures

MICHAEL CHARLES GOODMAN

M.C. Goodman

38 COLLINGWOOD ROAD

NEW BISSON BY THE SEA NEWCASTLE

HESLIE PATON

H. Paton

9 NORTH VIEW

CAMBOS, BAYVIEW

RODNEY ARTHUR GAMES

R. Games

Carmyres

Wawbeck Rd

Ashington Northumberland
N.E. 63 8.5E

Dated this 21st day of JUNE 2006

Witness to the above signatures

Full name and address

Signature

JOHN DODDS

J. Dodds

6. WILLIAM HOPKINSON WAY

NEWBIGGIN-BY-THE-SEA

NE64 6 RP.