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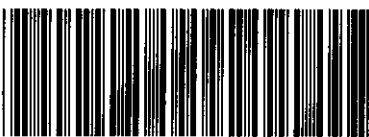
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5322095

The Registrar of Companies for England and Wales hereby certifies that
ART DEVELOPMENT SERVICES LIMITED

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

Given at Companies House, Cardiff, the 29th December 2004



N05322095D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House

for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

ART DEVELOPMENT SERVICES LIMITED

I,

FIONA WHARTON

of

WRIGLEYS SOLICITORS

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company][~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

ZERNANSKY & PARTNERS

Day Month Year

On

23 12 2004

● Please print name.

before me ●

James Mendelsohn

Signed

Date

23/12/04

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

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

WRIGLEYS SOLICITORS, 19
GOSKRIDGE STREET, LEEDS LS2 3AG
Tel 0113 244 6100
DX number 12020 DX exchange LEEDS 1



A10
COMPANIES HOUSE

0531
24/12/04

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

NSC

Company Name in full

ART DEVELOPMENT SERVICES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

19 COOKRIDGE STREET

Post town

LEEDS

County / Region

Postcode

LS2 3AG

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
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WRIGLEYS SOLICITORS, 19 COOKRIDGE STREET, LEEDS, LS2 3AG

Tel 0113 244 6100

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24/12/04

V UORUZ

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or
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for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name ART DEVELOPMENT SERVICES LIMITED

NAME *Style / Title MR *Honours etc

* Voluntary details

Forename(s) MALCOLM

Surname LYNCH

Previous forename(s)

Previous surname(s)

Address **

4 SOUTHFIELD AVENUE

Post town LEEDS

County / Region WEST YORKSHIRE

Postcode LS17 6RN

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

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

Consent signature

Date

23.12.04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title MISS *Honours etc

Forename(s) FIONA ALISON

Surname WHARTON

Previous forename(s)

Previous surname(s)

Address **

59C CRANES PARK

Post town SURBITON

County / Region SURREY

Postcode KT5 8AS

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

Date of birth

0 1 0 2 1 9 7 1 Nationality BRITISH

Business occupation

SOLICITOR

Other directorships

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

Consent signature

Date

23/12/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title		<input type="text"/>		*Honours etc		<input type="text"/>	
		Forename(s)		<input type="text"/>					
		Surname		<input type="text"/>					
		Previous forename(s)		<input type="text"/>					
		Previous surname(s)		<input type="text"/>					
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.		Address ††		<input type="text"/>					
				<input type="text"/>					
		Post town		<input type="text"/>					
		County / Region		<input type="text"/>		Postcode		<input type="text"/>	
		Country		<input type="text"/>					
		Date of birth		<input type="text"/> Day <input type="text"/> Month <input type="text"/> Year		Nationality		<input type="text"/>	
		Business occupation		<input type="text"/>					
		Other directorships		<input type="text"/>					
				<input type="text"/>					
		I consent to act as director of the company named on page 1							
		Consent signature		<input type="text"/>		Date		<input type="text"/>	

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

[illegible]

Companies Acts 1985 & 1989

**Company limited by guarantee and
not having a share capital**



**MEMORANDUM OF ASSOCIATION OF
ART DEVELOPMENT SERVICES LIMITED**

1. NAME

The name of the Company is Art Development Services Limited (the Company).

2. REGISTERED OFFICE

The registered office of the Company is to be in England and Wales.

3. OBJECTS

The Objects for which the Company is formed are:-

- 3.1 The promotion or encouragement of enterprise or industrial or commercial activity including social enterprise in the United Kingdom, and particularly in Birmingham and the West Midlands.
- 3.2 The advancement of education of persons in business or seeking to develop businesses.
- 3.3 The dissemination of information concerning the development of successful businesses to persons in business or seeking to develop businesses in order to assist in raising and repayment of capital for the purpose of such businesses.
- 3.4 Such other objects which are compatible with objects 3.1 to 3.3 as the Directors shall decide from time to time.

4. POWERS

The Company has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To promote or carry out research;
- 4.2 To provide advice;
- 4.3 To publish or distribute information;
- 4.4 To co-operate with other bodies;
- 4.5 To support, administer or set up other companies, charities or organisations;
- 4.6 To raise funds;

- 4.7 To borrow money and give security for loans;
- 4.8 To acquire or hire property of any kind;
- 4.9 To let or dispose of property of any kind;
- 4.10 To make grants or loans of money and to give guarantees;
- 4.11 To set aside funds for special purposes or as reserves against future expenditure;
- 4.12 To deposit or invest funds in any manner;
- 4.13 To delegate the management of investments to a financial expert, on such terms as are deemed appropriate by the Directors;
- 4.14 To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required;
- 4.15 To insure the Directors against any foreseeable risk;
- 4.16 Subject to clause 5, to employ paid or unpaid agents, staff or advisers;
- 4.17 To enter into contracts to provide services to or on behalf of other bodies;
- 4.18 To establish subsidiary companies;
- 4.19 To pay the costs of forming the Company;
- 4.20 To do anything else within the law which promotes or helps to promote the business of the Company.

5. BENEFITS TO MEMBERS AND DIRECTORS

- 5.1 The property and funds of the Company must be used only for promoting the Objects and do not belong to the members of the Company but:
 - 5.1.1 members (including Directors subject to Clause 5.4) may be employed by or enter into contracts with the Company and receive reasonable payment for goods or services supplied;
 - 5.1.2 members (including Directors) may be paid interest at a reasonable rate on money lent to the Company;
 - 5.1.3 members (including Directors) may be paid a reasonable rent or hiring fee for property let or hired to the Company.
- 5.2 Any Director (or any firm or company of which a Director is a member or employee) may enter into a contract with the Company to supply goods or services in return for a payment or other material benefit but only if:
 - 5.2.1 the goods or services are actually required by the Company;

5.2.2 *the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.3.*

5.3 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee the Director concerned must:

5.3.1 declare an interest at or before discussion begins on the matter;

5.3.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;

5.3.3 may be counted in the quorum for that part of the meeting;

5.3.4 withdraw during the vote and have no vote on the matter.

5.4 Only a minority of Directors may benefit from the provisions of Clause 5.2 at any time.

6. LIMITED LIABILITY

The liability of members is limited.

7. GUARANTEE

Every member promises, if the Company is wound up while he, she or it remains a member or within 12 months afterwards, to pay up to £10.00 towards the costs of winding up and the liabilities incurred by the Company while he/she was a member.

8. WINDING UP

8.1 If the Company is wound up the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

8.1.1 by transfer to Art Share (Social Help Association for Reinvesting in Enterprise) Limited No 28537R;

8.1.2 by transfer to one or more other bodies established for purposes within, the same as or similar to the Objects of the Company;

8.1.3 directly for the Objects which are within or similar to the Objects;

8.1.4 in such other manner (other than distribution to the members) as the members shall decide.

9. INTERPRETATION

9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

We wish to be formed into a company under this Memorandum of Association

NAMES & ADDRESSES OF SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

Name *Malcolm Lynch*
Address *4 Southfield Avenue Leeds LS17 6RN*
Signature *Malcolm Lynch*

Name

Address

Signature

Name address and signature of witness

Name *Samantha Paxman*
Address *1 The Common*
Menhill
Dessing
WF12 0L7
Signature *Samantha Paxman*
Dated *23.12.04*

Companies Acts 1985 and 1989

**Company limited by guarantee and
not having a share capital**

**ARTICLES OF ASSOCIATION OF
ART DEVELOPMENT SERVICES LIMITED**

1. MEMBERSHIP

- 1.1 The number of members with which the Company proposes to be registered is unlimited.
- 1.2 The Company must maintain a register of members.
- 1.3 Membership of the Company is open to any individual or organisation interested in promoting the Objects who:
 - 1.3.1 applies to the Company in the form required by the Directors;
 - 1.3.2 is approved by the Directors; and
 - 1.3.3 signs the Register of members or consents in writing to become a member.
- 1.4 The Directors may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 1.5 Membership is terminated if the member concerned:
 - 1.5.1 gives written notice of resignation to the Company;
 - 1.5.2 dies;
 - 1.5.3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due); or
 - 1.5.4 is removed from membership by resolution of the Directors on the ground that in their reasonable opinion the member's continued membership is harmful to the Company (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice).
- 1.6 Membership of the Company is not transferable.

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings. General meetings are called on at least clear 21 days written notice specifying the business to be discussed.

- 2.2 There is a quorum at a general meeting if the number of members personally present is at least two.
- 2.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 2.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person has one vote on each issue.
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 2.7 The Company (unless it disapplies this requirement as permitted by law) must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Company's incorporation.
- 2.8 At an AGM the members:
- 2.8.1 receive the accounts of the Company for the previous financial year;
 - 2.8.2 receive the Directors' report on the Company's activities since the previous AGM;
 - 2.8.3 accept the retirement of those Directors who wish to retire or who are retiring by rotation;
 - 2.8.4 elect persons to be Directors to fill the vacancies arising;
 - 2.8.5 appoint auditors for the Company;
 - 2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Company; and
 - 2.8.7 discuss and determine any issues of policy or deal with any other business put before them.
- 2.9 Any general meeting which is not an AGM is an EGM.
- 2.10 An EGM may be called at any time by the Directors and must be called within 28 days on a written request from at least 10% of the members.

3. **THE DIRECTORS**

- 3.1 Subject to Article 3.5, the Directors when complete shall consist of up to seven people elected by the members of the Company.
- 3.2 The subscribers to the Memorandum are the first Directors of the Company.

- 3.3 One third (or the number nearest one third) of the Directors must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
- 3.4 A Director's term of office automatically terminates if he or she:
- 3.4.1 ceases to be a member of the company;
 - 3.4.2 is incapable, whether mentally or physically, of managing his or her own affairs;
 - 3.4.3 is absent from four consecutive meetings of the Directors;
 - 3.4.4 resigns by written notice to the Directors (but only if at least two Directors will remain in office);
 - 3.4.5 is removed by resolution passed by at least 51% of the members present and voting at a general meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.
- 3.5 The Directors may at any time co-opt up to two people to serve on the Board of Directors in addition to those appointed under article 3.1 if the Directors consider such person to have skills and or experience that would be of benefit to the Company. A co-opted Director shall hold office only until the next AGM, but may be subject to further co-option. A co-opted Director becomes a member of the Company on the date of co-option.
- 3.6 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

4. PROCEEDINGS OF DIRECTORS

- 4.1 The Directors must hold at least 2 meetings each year.
- 4.2 Following the resignation of any sole director of the Company after incorporation a quorum at a meeting of the Directors is two Directors.
- 4.3 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Directors is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 4.6 Except for the chairman of the meeting, who has a second or casting vote, every Director has one vote on each issue.

- 4.7 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

5. POWERS OF DIRECTORS

The Directors have the following powers in the administration of the Company:

- 5.1 to appoint (and remove) any person to act as Secretary to the Company in accordance with the Act;
- 5.2 to determine executive functions for each of the Directors, such functions to be determined by the Directors from time to time;
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them and which shall be constituted in accordance with any rules and standing orders set down by the Directors from time to time PROVIDED THAT all proceedings of the Committees must be reported to the Directors fully and promptly;
- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings;
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees;
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Company and the use of its seal (if any);
- 5.7 to establish procedures to assist the resolution of disputes within the Company;
- 5.8 to exercise any powers of the Company which are not reserved to a general meeting.

6. ADVISORY COUNCIL

- 6.1 The Directors may appoint, set the term of office and remove not more than ten persons, who are not directors or officers of the Company, as an Advisory Council.
- 6.2 The functions of an Advisory Council shall be set by the Directors. The Company may establish more than one Advisory Council.
- 6.3 The Advisory Council may require the Directors to give a report to a meeting of the Advisory Council on the progress of the Company's business and to answer questions on any aspect of the Company's business, other than confidential matters. The Directors shall take due account of but not be bound by the views of the Advisory Council.
- 6.4 The provisions of these rules governing the proceedings of directors and expenses shall apply to the members of the Advisory Council.

7. RECORDS & ACCOUNTS

- 7.1 The Directors must comply with the requirements of the Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies annual returns and annual statements of account.
- 7.2 The Directors must keep proper records of:
 - 7.2.1 all proceedings at general meetings;
 - 7.2.2 all proceedings at meetings of the Directors;
 - 7.2.3 all reports of committees; and
 - 7.2.4 all professional advice obtained.
- 7.3 Accounting records relating to the Company must be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by members who are not Directors if the Directors so decide.
- 7.4 A copy of the Company's latest available statement of account must be supplied on request to any Director or member, or to any other person who makes a written request and pays the Company's reasonable costs, within two months.

8. NOTICES

- 8.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any newsletter distributed by the Company.
- 8.2 The only address at which a member is entitled to receive notice is the address shown in the register of members.
- 8.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 8.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 8.3.2 two clear days after being sent by first class post to that address;
 - 8.3.3 three clear days after being sent by second class or overseas post to that address;
 - 8.3.4 on the date of publication of a newspaper containing the notice;
 - 8.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier;
 - 8.3.6 as soon as the member acknowledges actual receipt.

- 8.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

9. **WINDING UP**

The provisions of the Memorandum relating to dissolution of the Company take effect as though repeated here.

10. **INTERPRETATION**

In the Memorandum in and in these Articles:

'The Act'	means the Companies Act 1985
'AGM'	means an annual general meeting of the Company
'these Articles'	means these articles of association
'Chairman'	means the chairman of the Directors
'the Company'	means the company governed by these Articles
'clear day'	means 24 hours from midnight following the relevant event
'EGM'	means an extraordinary general meeting of the Company
'material benefit'	means a benefit which may not be financial but has a monetary value
'member' and 'membership'	refer to membership of the Company
'Memorandum'	means the Company's Memorandum of Association
'month'	means calendar month
'personal interest'	means receipt by an individual of a payment or material benefit from any contract (to be entered into by the Company) in the capacity of a paid Director (directly or indirectly), or shareholder or owner of a company contracting with the Company but shall not include as a member of a company limited by guarantee
'the Objects'	means the Objects of the Company as defined in clause 3 of the Memorandum

'Secretary'	means the Secretary of the Company
'written' or 'in writing'	refers to a legible document on paper including a fax message
'year'	means calendar year

- 10.1 Expressions defined in the Act have the same meaning.
- 10.2 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

We wish to be formed into a company under these Articles of Association

NAMES & ADDRESSES OF SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

Name *Madeline Lynch*
Address *6 Southfields Avenue, Leeds LS17 6RN*
Signature *Madeline Lynch*

Name
Address
Signature

Name address and signature of witness

Name *Samantha Paxman*
Address *1 The Common*
Menhill
Darlington
WF12 0LT
Signature *Samantha Paxman*
Dated *23.12.04*