

FILE COPY



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

Company No. 5674534

The Registrar of Companies for England and Wales hereby certifies that
VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

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 13th January 2006



N05674534L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

5674534

Company Name in full

VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

I,

AGONY
SALLY COOK

of

25 ALLEN ROAD, WOLVERHAMPTON, WV6 0AN

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.

† Please delete as appropriate.

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

Sally Cook

Declared at

Bentley-under-Wedwood Staffs

Day Month Year

On

28 12 2005

① Please print name.

before me ①

THOMAS EVAN COOK

Signed

[Signature]

Date

28.12.05

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

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

IAN SCOTT GARRETT, WOLVERHAMPTON VOLUNTARY SECTOR

COUNCIL, 16 TEMPLE STREET, WOLVERHAMPTON WEST

MIDLANDS WV2 4AN Tel 01902 714071

DX number N/A

DX exchange N/A



A11
COMPANIES HOUSE 04/01/2006

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



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

30(5)(a)

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

Company Name in full

VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

I, ^{AFONY}
SALLY / COOK

of 25 ALLEN ROAD, WOLVERHAMPTON WV6 0RW

a ~~Solicitor engaged in the formation of the company~~ [person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985][†] do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

† Please delete as appropriate.

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

[Signature]

Declared at

Barton under Needwood Staffs

Day Month Year

on

28 12 2005

• Please print name.

before me •

[Signature] THOMAS EVAN COOK

Signed

[Signature]

Date

28.12.05

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

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

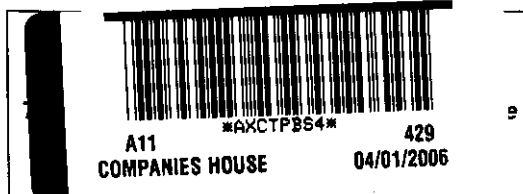
IAN SCOTT GARRETT, WOLVERHAMPTON VOLUNTARY SECTOR

COUNCIL, 16 TEMPLE STREET, WOLVERHAMPTON WEST

MIDLANDS WV2 4AN Tel 01902 714071

DX number N/A

DX exchange N/A



Form revised June 1998

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or

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

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

10

First directors and secretary and intended situation of
registered office

Company Name in full

VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

Proposed Registered Office

(PO Box numbers only, are not acceptable)

80 WARWICK WAY

LEEGOMERY

Post town

TELFORD

County / Region

TELFORD & WREKIN

Postcode

TF1 6JZ

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

8

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.

IAN SCOTT GARRETT, WOLVERHAMPTON VOLUNTARY SECTOR
COUNCIL, 16 TEMPLE STREET, WOLVERHAMPTON WEST
MIDLANDS WV2 4AN Tel 01902 714071
DX number N/A DX exchange N/A



A11
COMPANIES HOUSE

431
04/01/2006

Form April 2002

ge

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

Company Secretary (see notes 1-5)

* Voluntary details

†† 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.

Company name	VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)			
NAME	*Style / Title	MRS	*Honours etc	?
Forename(s)	JULIE DIANNE			
Surname	TAYLOR			
Previous forename(s)	N/A			
Previous surname(s)	COLE			
Address ††	80 WARWICK WAY			
	LEEGOMERY			
Post town	TELFORD			
County / Region	TELFORD & WREKIN	Postcode	TF1 6JZ	
Country	ENGLAND.			
Consent	I consent to act as secretary of the company named on page 1			
	J Taylor	Date	7-12-05	

Directors (see notes 1-5)

Please list directors in alphabetical order

†† 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.

NAME	*Style / Title	ms	*Honours etc	N/A.	
Forename(s)	DEBBIE				
Surname	AGNEW				
Previous forename(s)	N/A				
Previous surname(s)	255 BUSHBURY LANE Portridge				
Address ††	255 Bushbury Lane				
Post town	WOLVERHAMPTON				
County / Region	WEST MIDLANDS	Postcode	WV10 9UD		
Country	ENGLAND				
Date of birth	Day	Month	Year	Nationality	BRITISH
	27	03	1972		
Business occupation	YOUTH ARTS NETWORK CO-ORDINATOR				
Other directorships	NONE HELD.				
Consent signature	I consent to act as director of the company named on page 1				
	[Signature]	Date	7-12-05		

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company Name

VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† 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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Business occupation

Other directorships

M/S

SALLY AFONWY

COOK

N/A

N/A

25 ALLEN ROAD

WHITMORE REANS

WOLVERHAMPTON

WEST MIDLANDS

WV6 0AN

ENGLAND

26 08 1956

Nationality BRITISH

VOLUNTEER

WHITMORE REANS COMMUNITY DAY NURSERY / WHITMORE REANS

CREDIT UNION LTD / FOURSIGHT THEATRE COMPANY

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

Consent signature

Date

[Signature]

7/12/05

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company Name

VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company Name

VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

NAME *Style / Title

*Honours etc

* Voluntary details

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Previous forename(s)

Previous surname(s)

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Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

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Previous surname(s)

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

1 2 1 0 1 9 6 2 BRITISH

FREELANCE MULTI-MEDIA ARTIST

MIDDLE C RECORDING STUDIO LIMITED. IS THIS CORRECT?

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

Consent signature

Date

07/12/05

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company Name

VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Directors (see notes 1-5)

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Surname

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Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

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Date

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company Name

VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

NAME *Style / Title

*Honours etc

* Voluntary details

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Surname

Previous forename(s)

Previous surname(s)

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Consent signature

Date

Directors (see notes 1-5)

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Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

VILLAGE PLAYHOUSE YOUTH ARTS
(WOLVERHAMPTON.)

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

Postcode

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

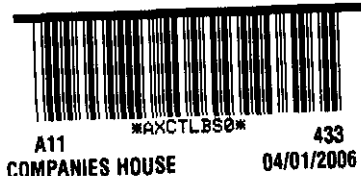
Number of continuation sheets attached

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information in the box opposite but if
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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.

Tel

DX number

DX exchange



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for companies registered in England and Wales
or

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

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address **

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Post town

County / Region

Postcode

Country

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

Consent

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address **

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Post town

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Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company Name

VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Address †

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Address †

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Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company Name

VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company Name

VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mrs.

*Honours etc ?

Forename(s)

SUSAN JANE

Surname

BAUGH

Previous forename(s)

?

Previous surname(s)

TARBUCK, TAYLOR

Address †

SHANGRILA, 60A BROAD LANE

ESSINGTON

Post town

WOLVERHAMPTON

County / Region

WEST MIDLANDS

Postcode

WV11 2RG

Country

ENGLAND

Day Month Year

Date of birth

31 10 1955

Nationality

BRITISH

Business occupation

HEALTHY EATING CO-ORDINATOR

Other directorships

NONE HELD.

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

Consent signature

S.J. Baugh

Date

7/12/05

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

Date

7-12-05

Or the subscribers

Signed

S.J. Baugh

Date

7.12.05

(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

7.12.05.

Signed

Date

07/12/05

Signed

Date

07/12/05.

Signed

S. Evertor

Date

7-12-05.

Signed

S. Evertor

Date

7 - 12 - 05

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

Directors (see notes 1-5)

Please list directors in alphabetical order

† 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. <input type="checkbox"/>	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"/>			
		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	Day	Month	Year	Nationality	<input type="text"/>
		<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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

Signed

Collins

Date

7/12/05

Or the subscribers

(i.e. those who signed as members on the memorandum of association).

Signed

Attorney

Date

7/12/05

Signed

CLW

Date

07/12/05

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

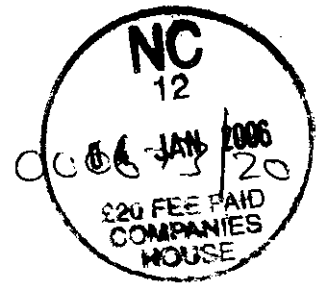
4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.



THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

900686

COMPANY NUMBER



MEMORANDUM OF ASSOCIATION

OF

VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

1. The name of the Company will be 'Village Playhouse Youth Arts (Wolverhampton)'.
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are to be effected within the City of Wolverhampton and its surrounding areas ("The Area of Benefit").
4. The objects for which the Company is established are to promote all or any Charitable purposes within the Area of Benefit, and in particular:
 - 4.1.1 With particular reference but not limited to children and young people living in the Area of Benefit ('the Beneficiaries'), to provide opportunities for the Beneficiaries to participate in Arts-based activities, including but not limited to drama, music and other performing arts, and to provide facilities in the interests of social welfare; with the particular objective of developing the Beneficiaries' self esteem, social skills and appreciation and understanding of diversity, so that they may grow to full maturity as active and responsible members of society.
 - 4.1.2 To advance the education and practical skills of the Beneficiaries through Arts programmes and issue-based projects, and to enable the Beneficiaries to participate in decision-making processes and peer mentoring opportunities; with the particular objective of enabling them to further their educational aspirations and ambitions, and of maximising their potential for accessing future employment opportunities.
- 5.1 The Company shall have the following powers exercisable in furtherance of the said objects but not otherwise, namely:

- 5.1.1 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 set out in Article 4 and to arrange and hold meetings, conferences and lectures.
- 5.1.2 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 Company may think necessary for the promotion of its objects.
- 5.1.3 Subject to such consents as may be required by law to borrow or raise money for the furtherance of the objects of the Company in such manner and on such security as the Company 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 Company.
- 5.1.4 To 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.
- 5.1.5 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 5.1.6 To invest the monies of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- 5.1.7 To accept payment for the property or assets sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or other securities (which such Company or corporation is empowered to issue) of any Company 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 Company decides, and to hold, dispose of or otherwise deal with any shares or securities so acquired.
- 5.1.8 To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its 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 Company 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 Company of any such charitable organisation institution, society or body.

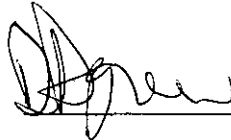
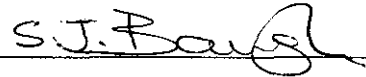
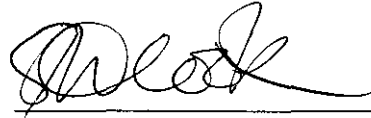
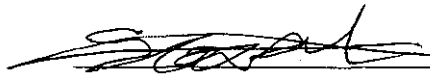
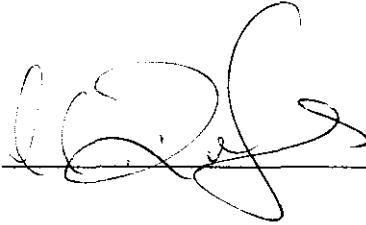

- 5.1.9 To carry out all or any of the objects of the Company and to do all or any of the above acts matters or things and to exercise all or any of the above powers in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others and either by or through agents, trustees or otherwise. Provided always that the Company shall not undertake any activities of a permanent trading nature.
- 5.1.10 To lend any part of the monies of the Company and to do so with or without interest and in the case of a loan not exceeding £20 with or without security and in any other case with such security as the Company 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.
- 5.1.11 To engage and pay agents not being member of the Board of Directors of the Company ("the Board") 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.
- 5.1.12 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.
- 5.1.13 To do all such other lawful things as are necessary to the attainment of the above objects or any of them. Provided that:
 - 5.1.13.1 In case the Company shall take or hold any property which may be subject to any trusts, the Company shall deal with or invest the same only in such manner allowed by Law, having regard to such trusts.
 - 5.1.13.2
 - (a) In case the Company shall take or hold any property subject to the jurisdiction of the Company Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by Law; and,
 - (b) As regards any such property the Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the 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,
 - (c) The incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the

Company Commissioners (over the Directors or governing body) but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

- 6.1 The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 directors of the Company. Provided that nothing herein shall prevent the payment in good faith by the Company.
 - 6.1.1 Of reasonable and proper interest on money lent by any member of the Company, or reasonable and proper rent for premises let by any member of the Company but that no director or member of the Board and no other person appointed director by them any receive any remuneration or be interested in the supply of work or goods at the cost of the Company.
 - 6.1.2 Of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of the Board).
 - 6.1.3 Of fees, remuneration or other benefit in money or monies worth to any Company of which the Company may be a member holding not less than 1/100th part of the Capital of the Company.
7. The liability of the members is limited.
- 8.1 Alterations to the Memorandum and Articles of Association/Dissolution.
 - 8.1.1 If at any time any member shall wish to alter the Memorandum or Articles of Association or to dissolve the Company this may be effected by a Resolution passed by seventy five per cent of the members of the Company present and voting at a general meeting. The notice of the meeting must include notice of the Resolution.
 - 8.1.2 No amendment may be made which would have the effect of making the Company cease to be a Company at law
9. Every member of the Company undertakes to contribute to the assets of the Company 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.
10. If upon winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the members of the Company, but shall be given or transferred to some other charitable institutions having objects similar to the objects of the Company, and which shall profit 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 Company under or by virtue of this memorandum, such institution or institutions to be determined by the members of the Company 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.

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

NAME AND ADDRESS	SIGNATURE
DEBBIE AGNEW 255 Bushbury Lane Wolverhampton West Midlands WV10 9UD	
SUSAN JANE BAUGH Shangrila 60A Broad Lane Essington Wolverhampton West Midlands WV11 2RG	
SALLY AFONWY COOK 25 Allen Road Whitmore Reans Wolverhampton West Midlands WV6 0AN	
SARA JOSEPHINE COXALL 103 Valley Road New Park Village Wolverhampton West Midlands WV10 0NY	
NELSON OWEN DOUGLAS 40 Rugby Street Whitmore Reans Wolverhampton West Midlands WV1 4PF	
SHEILA ANNE EVERTON 16 Malpas Walk New Park Village Wolverhampton West Midlands WV10 0UD	

STACEY ELIZABETH ANNE EVERTON
16 Malpas Walk
New Park Village
Wolverhampton
West Midlands
WV10 0UD

S. Everton

ZOE ELIZABETH MAYNE
4B Lloyd Street
Finchfield
Wolverhampton
West Midlands
WV3 9BU

Z. Mayne

SUSAN LESLEY TRAXSON
15 St. Judes Road
Wolverhampton
West Midlands
WV1 0EB

S. Traxson

CHARLOTTE WOOD
20 Spring Close
Kinver
Stourbridge
West Midlands
DY7 6BE

C. Wood

Dated the 7th day of DECEMBER 2005.

Witness to the above signatures:

KS

IAN SCOTT GARRETT
Wolverhampton Voluntary Sector Council
16 Temple Street
Wolverhampton
West Midlands
WV2 4AN

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

COMPANY NUMBER

ARTICLES OF ASSOCIATION

OF

VILLAGE PLAYHOUSE YOUTH ARTS (WOLVERHAMPTON)

INTERPRETATION:

1. In these Articles:

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

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

"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;

"Executed" means any mode of execution;

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

"Office" means the Registered Office of the Charity;

"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;

"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 shall include the Group, Company or 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 Act.

OBJECTS:

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

MEMBERS:

- 3.1 There shall be no maximum number of Members of the Charity.
- 3.2 The Subscribers to the Memorandum shall be the first Members of the Charity and, subject to the provisions of Article 3.3, such other persons and organisations as are admitted to Membership in accordance with the Articles shall be Members of the Charity. For the purposes of these Articles, individual persons shall be referred to as "Individual Members"; and Groups, Companies or Organisations shall be referred to as "Group Members". No person shall be admitted to be a Member of the Charity unless his/her application for Membership in such form as the Board requires is approved by the Board; and the Board has the right to refuse Membership to any person.
- 3.3 "Group Members" shall mean any Group within the Area of Benefit supportive of the objectives of the Charity and pursuing Charitable purposes.
- 3.4 "Individual Members" shall mean any Individual who lives or works in the Area of Benefit and who is supportive of the objectives of the Charity.
- 3.5 Any person between the ages of 11 and 14 inclusive who shall be interested in the furtherance of the objects of the Charity may be admitted by the Board as a Junior Member of the Group ("A Junior Member"). A Junior Member shall be entitled to attend Meetings of the Group but with no power to vote and Junior Members shall have the power to elect two Junior Members to attend meetings of the Board when invited to do so by the Board.
- 3.6 Section 22 of the 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.
- 3.7 Membership of the Charity is personal and is not transferable.
- 3.8 A person shall cease to be a Member if he/she shall give a letter of

resignation to the Board or if his/her Membership is terminated under Article 4.

- 3.9 The Board shall have the right at any time to invite any person or Group to be a co-opted Member of the Charity provided that such co-opted Member shall have no right to vote at any meeting of the Charity.

TERMINATION OF MEMBERSHIP:

- 4.1. If any Member shall fail to observe any of the Articles or rules of the Board made under powers vested in the Board or whose conduct is prejudicial to the Charity or who shall fail to attend three consecutive meetings whether of the Board or any sub-Board of the Board or for any other sufficient reason, the Board may convene an extraordinary general meeting of the Charity to consider passing an extraordinary resolution to expel such Member and on such extraordinary resolution being passed the name of the Member shall be removed from the register of Members and she shall cease to be a Member.
- 4.2. 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 extraordinary 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 fifteen 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 fifteen 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. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.
6. The Board may call general meetings when it thinks fit and general meetings may also be convened on the requisition of Members pursuant to the provisions of the Act.

NOTICE OF GENERAL MEETINGS:

7. An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days notice. All other extraordinary general meetings shall be called by at least fourteen 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 95percent 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.

PROCEEDINGS AT GENERAL MEETINGS:

8. No business shall be transacted at any General meeting unless a quorum is present. A quorum shall be one half of all Members entitled to vote upon the business to be transacted.
9. 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 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.
10. The chairperson, ("the Chair"), 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 fifteen 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.
11. If no Board Member is willing to act as the Chair, or if no Board Member is present within fifteen 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.
12. 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 fourteen 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.
13. 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 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.

14. 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.
15. 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.
16. 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 but shall not be entitled to any other vote.
17. No poll shall be demanded on the election of a Chair or on the question of adjournment.
18. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll was demanded.

VOTES OF MEMBERS:

19. At any general meeting when a resolution is put to the vote either by a show of hands or a poll, all Members shall have one vote.
20. No Member shall be entitled to vote at any general meeting unless any monies then payable by him/her or, in the case of a Group Member, by the Group to the Charity shall have been paid.
21. 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.
22. Any Group Member 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 Group Member as if the Group Member were an individual Member of the Charity. The name of the person shall be notified to the Secretary within 14 days of the conclusion of the Annual General Meeting of the Company.

ANNUAL GENERAL MEETING:

- 23.1 The business to be transacted at an Annual General Meeting shall include:
 - 23.1.1 The consideration of the Accounts;
 - 23.1.2 The reports of the Board and the Auditors;

23.1.3 The election of Directors as set out in Article 25;

23.1.4 The appointment and the fixing of the remuneration of the Auditors.

BOARD OF DIRECTORS:

24. Until otherwise determined by Members in general meeting the number of Board Members shall not be less than four and no more than fourteen.
25. No person who is not a Member or the representative of a Member of the Charity shall in any circumstances be eligible to hold office as a Board Member.
26. The Board may from time to time appoint any Member of the Charity to be a Member of the Board to fill a casual vacancy or by way of addition provided that the maximum is not exceeded. Any such Board Member shall only hold office until the next Annual General Meeting but shall be eligible for re-election.
27. The Charity may from time to time by special resolution increase the maximum number of Board Members.
28. The first Board Members shall be the subscribers to the Memorandum and shall serve from the date of incorporation until the end of the first Annual General Meeting of the Charity.
29. The Board may appoint any relevant persons to attend any of its meetings without the power to vote.
30. In addition and without prejudice to the provisions of section 303 of the Act the Charity may by extraordinary Resolution remove any Member of the Board before the expiration of his/her period of office and may by an extraordinary resolution appoint another Member in his/her place; but any person so appointed shall hold office so long only as the Member in whose place he/she was appointed would have held the same had he/she not been removed.

POWERS OF THE BOARD:

31. Subject to the provisions of the 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.
32. 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;
 - 32.1.1 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 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;

32.1.2 To enter into contracts on behalf of the Charity.

33. The Board 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 Company, filling up vacancies on the Board or of summoning a General Meeting.

APPOINTMENT AND RETIREMENT OF DIRECTORS:

34. At the first Annual General Meeting all the Members of the Board shall retire from office, and at every subsequent Annual General Meeting one third of the Members shall be subject to retirement by rotation or, if there number is not three or a multiple of three, the number nearest to one third shall retire from office but, if there is only one Member who is subject to retirement by rotation, he/she shall retire.

35. Subject to the provisions of the Act, the 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 Members on the same day those to retire shall (unless they otherwise agree among themselves) shall be determined by lot.

36. If at the Annual General Meeting of the Charity at which a Member retires by rotation does not fill the vacancy, the retiring 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 Member is put to the meeting and lost.

37. No person other than a Member retiring by rotation shall be appointed or re-appointed a Board Member at any general meeting unless;

37.1.1 He/she is nominated by the Board or

37.1.2 Not less than 7 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.

38. No person may be appointed a Board Member unless;

38.1.1 He/she has attained the age of 15 years; and

38.1.2 He/she is a Member of the Charity; and

- 38.1.3 If elected, he/she would not have been disqualified under the terms of Article 40.
39. Subject as aforesaid, a Board Member who retires at an Annual General Meeting may, if willing to act, be re-elected.

DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS:

40. A Board Member shall cease to hold office if he/she;
- 40.1.1 Ceases to be a Board Member by reason of any provision in the Act or is disqualified from acting as a Board Member by reason of Section 72 of the Charities Act 1993 (or any statutory modification or re-enactment of that provision);
 - 40.1.2 Becomes by reason of mental illness incapable of managing his/her own affairs;
 - 40.1.3 By notice in writing to the Charity resigns his/her office;
 - 40.1.4 He/she or the Group nominating him/her ceases to be a Member of the Charity;
 - 40.1.5 Is absent without the permission of the Board from all its meetings whether of the Board or of relevant sub-Board of the Board held within six months and the Board resolves that his/her office be vacated.

EXPENSES OF THE BOARD:

41. Board Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them on connection with their attendance at meetings of the Board or general meetings or otherwise in connection with the discharge of their duties, but otherwise shall be paid no remuneration.

PROCEEDINGS OF THE BOARD:

42. 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. 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.
43. The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than one half of its number present in person and entitled to vote.
44. The Board may act notwithstanding any vacancies in its number, but, if the number of Board Members less than the number fixed for the quorum, the continuing Board Members may act only for the purpose of filling vacancies or of calling a general meeting.
45. At the first Board Meeting after the Annual General Meeting of the Company

the Board shall appoint Honorary Officers. For the purposes of these Articles, the term "Honorary Officers" shall mean a Chairperson ("the Chair"), a Vice – Chairperson and a Treasurer who together shall hold office until the end of the next Annual General Meeting of the Charity.

46. Unless unwilling to do so, the Chair shall preside at every meeting of the Board at which the Chair is present.
47. If the Chair is not present within fifteen minutes after the time appointed for the meeting, the Board present may appoint one of its number to be the Chair of the meeting.
48. The Board may appoint one or more sub-committees consisting of three or more Board Members for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a sub-committee. All acts and proceedings of any such sub-Boards shall be fully and promptly reported to the Board.
49. All acts done by a meeting of the Board, or of a sub-Board 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 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.
50. A resolution in writing signed 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.
51. 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 of four people as authorised by the Board.

SECRETARY:

52. Subject to the provisions of the 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:

53. The Board shall keep minutes in books kept for the purpose;
 - 53.1.1 Of all appointments of officers made by the Board; and
 - 53.1.2 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:

54. The seal shall only be used with the authority of the Board or of a sub-Board 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:

55. Accounts shall be prepared in accordance with the provisions of the Act and the requirements of the Charities Acts.

ANNUAL REPORTS:

56. The Board shall comply with all the requirements of the Charities Act 1993 with regard to the preparation and submission of an annual report.

ANNUAL RETURNS:

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

NOTICES:

58. Any notice to be given to or by any person pursuant to the Articles shall be in writing.
59. 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. 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.
60. A Member present in person 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.
61. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY:

62. Subject to the provisions of the 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/her by any court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the

Charity.

RULES:




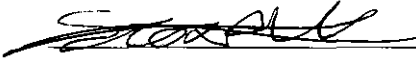
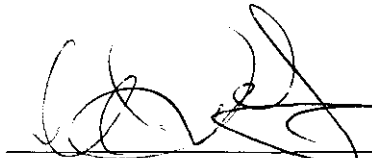
63. The Board may from time to time make such rules or bye-laws as it may deem necessary, expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes and conditions of Membership.
In particular but without limitation to the generality of the foregoing, it may by such rules or bye-laws regulate;
- 63.1.1 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 shall be paid by Members;
 - 63.1.2 The conduct of Members of the Charity in relation to one another and to the employees of the Charity;
 - 63.1.3 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;
 - 63.1.4 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;
 - 63.1.5 Generally, all such matters as are commonly the subject matter of Charity Rules.
64. The Charity in General meeting shall have the power to alter amend or to 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 the Articles.

SOCIAL AUDIT:

65. A social audit of the Charity's activities may be undertaken annually in addition to the financial audit required by law. The role of the social audit shall be to identify the social costs and benefits of the Charity's work, and to enable an assessment to be made of the Charity's overall performance in relation to its objects more easily than may be made from financial accounts alone.
Such a social audit may be drawn up by an independent assessor appointed by the Board, or by the Board who may submit their report for verification or comments to an independent assessor.
A social audit may include an assessment of the internal democracy and decision-making of the Charity, the wages, health and safety, skill sharing and education opportunities of its employees, or other matters concerning their overall personal or job satisfaction; and an assessment of the Charity's activities externally, including its effects on users and suppliers, on people in the same or similar field of activity, and on persons residing in areas where the Charity is located

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

Names and Addresses of Subscribers

NAME AND ADDRESS	SIGNATURE
<p>DEBBIE AGNEW 255 Bushbury Lane Wolverhampton West Midlands WV10 9UD</p>	
<p>SUSAN JANE BAUGH Shangrila 60A Broad Lane Essington Wolverhampton West Midlands WV11 2RG</p>	
<p>SALLY AFONWY COOK 25 Allen Road Whitmore Reans Wolverhampton West Midlands WV6 0AN</p>	
<p>SARA JOSEPHINE COXALL 103 Valley Road New Park Village Wolverhampton West Midlands WV10 0NY</p>	
<p>NELSON OWEN DOUGLAS 40 Rugby Street Whitmore Reans Wolverhampton West Midlands WV1 4PF</p>	

SHEILA ANNE EVERTON
16 Malpas Walk
New Park Village
Wolverhampton
West Midlands
WV10 0UD

S. Everton

STACEY ELIZABETH ANNE EVERTON
16 Malpas Walk
New Park Village
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S. Everton

ZOE ELIZABETH MAYNE
4B Lloyd Street
Finchfield
Wolverhampton
West Midlands
WV3 9BU

Z. Mayne

SUSAN LESLEY TRAXSON
15 St Judes Road
Wolverhampton
West Midlands
WV1 0EB

S. Traxson

CHARLOTTE WOOD
20 Spring Close
Kinver
Stourbridge
West Midlands
DY7 6BE

C. Wood

Dated the 7TH day of DECEMBER 2005.

Witness to the above Signatures:

ISGarrett

IAN SCOTT GARRETT
Wolverhampton Voluntary Sector Council
16 Temple Street
Wolverhampton
West Midlands
WV2 4AN