

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
(AND NOT HAVING A SHARE CAPITAL)

ARTICLES OF ASSOCIATION OF
S P L A S H

I GENERAL

1. In these Articles:-

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

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

"Secretary" means any person appointed to perform the statutory duties of the secretary of the Company, including a joint, assistant or deputy secretary.

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

"the Management Committee" means the Management Committee for the time being of the Company.

"Voluntary Organisations" means any properly constituted non-statutory body, whether incorporated or not, which is active within the area of benefit in the service of the community, including local branches of national organisations, whose income and property is applied solely towards the promotion of its objects and not in any way, whether in dividend, bonuses or otherwise, by way of personal profit to its members.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography,

and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

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

3. The Company is incorporated under the Companies Act 1985 as a company limited by guarantee and not having a share capital.

II MEMBERS

4. The number of members with which the Company proposes to be registered is three but the Management Committee may from time to time register an increase of members.

5. (a) The Subscribers to the Memorandum of Association and such other persons as the Management Committee in its absolute discretion but subject nevertheless to the provisions of Article 65 hereof shall admit to membership shall be members of the Company.

(b) The following shall be eligible to be members of the Company:-

(i) voluntary organisations active in providing services to the community within the said Blackwall Ward

(ii) Businesses with premises within, or which supply substantial services to, or whose employees are drawn substantially from residents of, the said Blackwall Ward

(iii) Individuals resident within the said Blackwall Ward.

PROVIDED that the Management Committee may require such information as it may deem appropriate in order to determine whether any applicant for membership satisfies the relevant criteria and the decision of the Management Committee upon such issue shall be final

(c) The provisions of Sections 352 and 353 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the Register of members on becoming a member.

(d) Any member may retire from membership of the Company by notice in writing to the Secretary at the registered office of the Company of her/his intention to do so, and thereupon her/his name shall be removed from the Register of members and s/he shall cease to be a member, provided that after such retirement the number of members shall not be less than two.

(e) Subject to the provisions of Article 65 hereof the Company in General Meeting may at any time, require a member to retire from the Company, and the person so required to retire shall thereupon have her/his name removed from the register of members and shall cease to be a member.

III GENERAL MEETINGS

6. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Management Committee shall appoint.

7. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

8. The Management Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Management Committee capable of acting to form a quorum, any member of the Management Committee or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Management Committee.

9. An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and meetings of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special

business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting to such persons as are, under the Articles of the Company entitled to receive such notices from the Company. The notice shall, notwithstanding, be given to all members and the Management Committee and the auditors.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

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

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

IV PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Management Committee and auditors, the election of the Management Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided in these Articles [one quarter] of the members present in person shall be a quorum.

13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Management Committee may determine.

14. Subject to the provisions of the Act, a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote on General Meetings (or being corporations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Such Resolution may consist of several documents in like form each signed by one or more of the members.

15. The chairperson, if any, of the Management Committee shall preside as chairperson at every General Meeting of the Company, or if there is no such chairperson, or if s/he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Members of the Management Committee present shall elect one of their number to be chairperson of the meeting, and if there is only one such member present and willing to act, s/he shall be chairperson.

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

17. A Member of the Management Committee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting

18. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the general nature of the business to be transacted, otherwise it shall not be necessary to give any notice.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded, subject to the provisions of the Act:-

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

Unless a poll be so demanded a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a

particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands before the demand for the poll was made.

20. Except as provided in Article 22 if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

22. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, being not more than 30 days after the poll is demanded and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. 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. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

V VOTES

23. Every individual member shall have one vote.

24. Every voluntary organisation member and business member shall have the right to nominate [four] representatives to attend General Meetings who shall each have one vote. Delivery of a notice to the secretary, signed by an authorised person on behalf of the respective member shall be sufficient proof of due nomination

25. A member (or member's representative) of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by her/his committee, receiver or curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court.

26. No member shall be entitled to vote at any General Meeting unless all

moneys presently payable by her/him to the Company have been paid.

VI MANAGEMENT COMMITTEE

27 (a) The number of Members of the Management Committee shall not be less than four nor more than fourteen

(b) A Member of the Management Committee shall not be required to be a member of the Company but shall nevertheless be entitled to receive notice of and attend and speak at any general meeting of the Company.

(c) The Management Committee shall be instituted as follows:-

- * (i) ~~[Eight]~~ persons nominated by Voluntary organisation members of the Company as herein provided in (d) below
- (ii) ~~[Four]~~ persons nominated by Business members of the Company as herein provided in (d) below
- (iii) ~~[Two]~~ persons elected in General Meeting by individual members of the Company

PROVIDED that, in the event that there is no eligible and willing person available to fill any vacancy in any of the foregoing categories, the Management Committee may co-opt any person to fill any such vacancy for a period expiring at the end of the next Annual General Meeting of the Company

(d) In the event that the respective numbers of members of the Company in the Voluntary Organisation and Business categories of membership do not exceed the number of places on the Management Committee referred to in (c)(i) and (c)(ii) above, each such member shall be entitled to nominate one person to serve as a Management Committee member. If there are more members in either such category then the number of Management Committee places to be filled, an election shall be held at each Annual General Meeting among members in the category concerned to determine which of such members shall have the right to nominate persons (limited to one nomination by each) to serve as Management Committee members pursuant to (c)(i) and (c)(ii) above.

(e) All members of the Management Committee shall retire at the end of the Annual General Meeting of the Company next following their nomination or election but any such person shall be eligible to be re-nominated or re-elected, without limit, for a further term of office.

28. No paid worker of the Company shall be eligible to serve as a member of the Management Committee.

29. The Members of the Management Committee may be paid all reasonable travelling, hotel and other out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Management Committee or any committee thereof or General Meetings or in connection with the activities of the Company.

VII BORROWING POWERS

30. The Management Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. No lender or other person dealing with the Company shall be concerned to see or inquire whether such prior consent is given.

VIII POWERS AND DUTIES OF MANAGEMENT COMMITTEE

31. Subject to the provisions of the Act, the Memorandum and Articles and to any directions given by special resolution, the business of the Company shall be managed by the Management Committee who may exercise all the powers of the Company. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Members of the Management Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited to any special power given to the Members of the Management Committee by the Articles and a meeting of the Members of the Management Committee at which a quorum is present may exercise all the powers exercisable by the Management Committee.

32. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles, the Members of the Management Committee shall have the following powers, namely:-

- (i) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects as they may see fit and direct the sale or the transposition of any such investments and to expend the proceeds of such sale in furtherance of the objects of the Company;
- (2) to enter into contracts on behalf of the Company.

33. (a) Any bank account in which any part of the assets of the Company is deposited shall be operated by the Members of the Management Committee and shall indicate the name of the Company.

(b) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Management Committee shall from time to time by resolution determine PROVIDED that all cheques shall require the signatures of not less than two Members of the Management Committee.

34. The Management Committee shall cause minutes to be made in books provided for the purpose:-

(a) of all appointments of officers made by the Management Committee;

(b) of the names of the Members of the Management Committee present at each meeting of the Management Committee and of any sub-committee of the Management Committee;

(c) of all resolutions and proceedings at all meetings of the Company, and of the Management Committee, and of sub-committees of the Management Committee;

and every Member of the Management Committee present at any meeting of the Management Committee or sub-committee of the Management Committee shall sign her/his name in a book to be kept for that purpose.

35. The Members of the Management Committee on behalf of the Company may make all reasonable and necessary provision for the payment of pensions and superannuation benefits to or in respect of employees and their other dependants.

IX ADVISERS

36. In managing the business of the Company pursuant to Article 30, the Management Committee shall have full power to seek and defray the cost of obtaining advice, including power to invite advisers to attend and speak at its meetings, on any issue before it for decision when professional expertise, including advice on the equal opportunities issues referred to in Part XXII of these Articles, is required.

X DISQUALIFICATION OF MEMBERS OF THE MANAGEMENT COMMITTEE

37. The office of Member of the Management Committee shall be vacated if the said Member:-

- (a) holds any office of profit under the Company or
- (b) becomes bankrupt or makes any arrangement or composition with her/his creditors generally; or
- (c) becomes prohibited from being such Governor by reason of any order made under the Company Directors Disqualification Act 1986; or
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs; or
- (e) resigns her/his office by notice in writing to the Company; or
- (f) is directly or indirectly interested in any contract with the Company (not being a contract or arrangement with another body established for charitable purposes only in which s/he is interested only as an unpaid director trustee or other officer of that other body) and fails to declare the nature of her/his interest in manner required by Section 317 of the Act.

38. A Member of the Management Committee shall not vote in respect of any contract in which she/he is interested or any matter arising out of any such contract and if she/he does so her/his vote shall not be counted.

XI APPOINTMENT AND REMOVAL OF MEMBERS OF THE MANAGEMENT COMMITTEE

39. The Company shall not be subject to Section 293 of the Act.

40.(a) The Company may by Ordinary Resolution at any time and from time to time appoint or remove a Member of the Management Committee.

(b) A Member of the Management Committee who is absent from meetings of the Management Committee without the permission of the Members of the Management Committee within a continuous period of six months shall at the end of such period automatically cease to be a Member of the Management Committee.

XII HONORARY OFFICERS

41. At the first meeting of the Management Committee next after an Annual General Meeting, the members of the Management Committee shall elect from among their number -

- (a) a Chairperson

- (b) an Honorary Administrative Secretary
- (c) an Honorary Treasurer

who shall hold office until the end of the next ensuing Annual General Meeting but who shall then be eligible for re-election if continuing to serve as members of the Management Committee. Such elections shall be conducted in sequence before any other business is transacted. Any of the above officers may be removed from office by the Management Committee before the end of their term by simple majority decision.

XIII PROCEEDINGS OF MANAGEMENT COMMITTEE

42. Subject to the provisions of these Articles, the Members of the Management Committee may regulate their proceedings as they think fit. The Management Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and may determine the quorum necessary for the transaction of business provided always that the quorum shall not be less than four. It shall not be necessary to give notice of a meeting of the Management Committee to any Member for the time being absent from the United Kingdom. A Member of the Management Committee may, and the Secretary on the requisition of any such member shall, at any time summon a meeting of the Management Committee.

43. Questions arising at any meeting shall be decided by a majority of votes, and in the case of an equality of votes the Chairperson shall have a second or casting vote.

44. The continuing Members of the Management Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of the Management Committee, the continuing Members or Member of the Management Committee or may act for the purpose of increasing the number of Members of the Management Committee to that number, or of summoning a general meeting of the Company, but for no other purpose.

45. If at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the Members of the Management Committee present may choose one of their number to be chairperson of the meeting.

46. The Members of the Management Committee may delegate any of their powers, other than the power to borrow, to sub-committees consisting of such Members of the Management Committee as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee. All acts and proceedings

of any such sub-committee shall be reported back fully to the Management Committee as soon as possible.

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

48. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the sub-committee present, and in the case of an equality of votes the chairperson shall have a second or casting vote.

49. All acts done by any meeting of the Management Committee or of a sub-committee of the Management Committee, or by any person acting as a Member of the Management Committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member or person acting as aforesaid, or that they or any of them were disqualified, 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 to be a Member of the Management Committee.

50. A Resolution in writing signed by all the Members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee or, (as the case may be) a committee of the Members of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Such Resolution may consist of several documents in the like form each signed by one or more of the Members of the Management Committee.

XIV SECRETARY

51. Subject to the provisions of the Act the Secretary shall be appointed by the Management Committee for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them Provided that no member of the Management Committee shall be appointed to the paid position of Secretary.

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

XV THE SEAL

53. The Management Committee shall provide for the safe custody of the

Seal, which shall only be used by the authority of the Management Committee or of a committee of the Management Committee authorised by the Management Committee in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Member of the Management Committee and shall be countersigned by the Secretary or by a second Member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

XVI ACCOUNTS

54. The Management Committee shall cause accounting records to be kept in accordance with Sections 221 to 223 inclusive of the Act.

55. The accounting records shall be kept at the registered office of the Company, or subject to sub-sections (1) and (2) of Section 222 of the Act at such other place or places as the Management Committee think fit, and shall always be open to the inspection of the officers of the Company.

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

57. The Management Committee shall from time to time in accordance with Sections 227, 229, 235, 236, 239, 241 and 242 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

58. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report and Management Committee' report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company Provided that this article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

XVII ANNUAL REPORT AND ANNUAL RETURN

59. The Members of the Management Committee shall comply with their obligations under sections 45 and 48 of the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard respectively to the preparation of an annual report and an annual return and transmission of the same to the Charity

Commissioners.

XVIII AUDIT

60. Auditors shall be appointed and their duties regulated in accordance with Sections 236, 237, 247, 252, 253, 262 and 384 to 392 inclusive and Part I of Schedule 8 of the Act.

XIX NOTICES

61. Any notice given to or by any person pursuant to these Articles shall be in writing. A notice may be given by the Company to any member either personally or by sending it by post to her/him or to her/his registered address, or (if s/he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by her/him to the Company for the giving of notice to her/him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

62. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a member (having given to the Company notice of her/his appointment and an address in the United Kingdom for the service of notices) where the member but for her/his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the Auditor for the time being of the Company.

(d) any patron or patrons of the Company appointed pursuant to Article 66 hereof

No other person shall be entitled to receive notices of General Meetings and a member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and where necessary, the purpose for which it was called.

XX INDEMNITY

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

XXI WINDING UP

64. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect as if the same were repeated in these Articles.

XXII EQUAL OPPORTUNITIES

65. (a) Applications for membership of the Company shall be welcome from any individuals, corporate bodies or organisations regardless of any issues concerned with race, creed, religion, culture, ethnic origin, sex or sexual orientation, marital status, physical disability, age and class, and the Company shall not be entitled to withhold or reject membership on the grounds of any such issue.

(b) The Management Committee, in managing the business of the Company, shall have regard to the equal opportunities implications of the issues under their deliberation and in particular the extent to which equal opportunities might be furthered by their decisions but, for the avoidance of doubt, shall not be bound to treat equal opportunities as the overriding consideration.

XXIII PATRON

66. (a) The Management Committee may appoint and remove any person as a patron of the Company and on such terms as the Management Committee shall think fit.

(b) A patron shall have the right to attend and speak (but not vote) at any general meeting of the Company and to be given notice thereof as if a member and shall also have the right to receive the accounts of the Company when available to members.

XXIV RULES OR BYE LAWS

67. (a) The Management Committee may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and

management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:

- (i) The admission and classification of members of the Company (including admission of organisations to membership), and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- (ii) The conduct of members of the Company in relation to one another, and to the Company's employees.
- (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
- (iv) The procedure at General Meetings and meetings of the Committee and sub-committees in so far as such procedure is not regulated by these Articles.
- (v) And, generally, all such matters as are commonly the subject matter of Company rules.

(b) The Company in General Meeting shall have the power to alter or repeal the Rules or Bye Laws and to make additions to them and the Management Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws which so long as they shall be in force shall be binding on all members of the Company Provided nevertheless that no Rule or Bye Law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company.

Signature

Full name and
Address

C. Kelly

2 Elderfield House,
Birchfield Estate.
E14 8HW

Dated:

Jan. 1. 1997

Witnessed by:

Sr. Christine Trood

Address:

22 Seitt Hse. Wade St. E14 0DB

Occupation:

Detached Youth Worker.

THE COMPANIES ACTS
1985 AND 1989

COMPANY LIMITED BY GUARANTEE
(AND NOT HAVING A SHARE CAPITAL)

MEMORANDUM OF ASSOCIATION
OF S P L A S H

1. The name of the Company is SPLASH
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (a) To relieve poverty amongst persons resident in the South Poplar and Limehouse areas of the London Borough of Tower Hamlets, particularly by the provision of advice and assistance in regard to housing.
 - (b) To educate families in the said areas in better standards of child care and parenting.
 - (c) To promote good race relations in the said South Poplar and Limehouse area by endeavouring to eliminate discrimination on grounds of race and encouraging equality of opportunity between persons of different racial and cultural backgrounds.
 - (d) To promote the education of persons in the said South Poplar and Limehouse area who through their social and economic circumstances, or due to lack of knowledge of the English language, are in need and unable to gain employment
 - (e) To provide facilities for recreation or other leisure time occupations to persons who have need of such facilities by reason of their youth, age, infirmity or disability, poverty or social and economic circumstances.

And the Company shall have the following powers exercisable in furtherance of its said objects or any of them but not otherwise namely:-

- (1) To promote and organise co-operation in the achievement of its objects and to that end to bring together representatives of voluntary organisations and statutory authorities within the said Blackwall Ward

- (2) To provide training courses, instruction and demonstrations for the purpose of developing crafts and skills among the unemployed with a view to enhancing their prospects of gaining employment.
- (3) To obtain grants from any source for the charitable purposes of the Company and to carry out the terms of such grants.
- (4) To provide assistance by grants or otherwise to individuals or organisation engaged or intending to be engaged in any activities mentioned in the foregoing objects to enable them to receive or undertake vocational training.
- (5) To co-operate with any person or organisation in the provision of vocational training.
- (6) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any objects of the Company.
- (7) To construct, maintain, improve, rebuild and alter any houses, buildings, or works necessary for the objects of the Company.
- (8) To accept gifts of any property or money including any interest therein, whether subject to any special trust or not, for any one or more of the objects of the Company.
- (9) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions, or otherwise provided that the trustees shall not undertake any permanent trading activities in raising funds for its charitable objects.
- (10) To cause to be written, printed, published and circulated (gratuitously or otherwise) any newspapers, periodicals, pamphlets, reports, journals, films, instructional matter, books, recorded tapes, documents or leaflets and to organise lectures, classes, exhibitions, meetings, seminars, broadcasts and courses of instruction necessary for the promotion of its objects, either alone or with others
- (11) To foster and undertake research into any aspect of the objects

of the Company and its work and to disseminate the results of such research

- (12) Subject to such consents as may be required by law to sell, manage, lease, mortgage, charge, insure, dispose of, or otherwise deal with or turn to account all or any part of the property of the Company.
- (13) Subject to such consents as may be required by law to borrow and raise money for the purposes of the Company in such manner as the Company may think fit.
- (14) (a) To invest income received by the Company not immediately required for its purposes in or upon such investments, securities or property of whatever nature and wherever situated or place the same on deposit at interest with any bank insurance company or local authority as may be thought fit

(b) To invest the capital of the Company not immediately required for its purposes in or upon such investments, securities, land (including any estate or interest in the same) and property of whatever nature and wherever situated and whether income producing or not including such personal credit with or without security as may be thought fit.

PROVIDED ALWAYS that the powers in sub-clauses 14(a) and 14(b) shall be exercised subject to such conditions and consents as may from time to time be imposed on required by law and subject also to the provisions hereinafter contained.

- (15) To undertake any charitable trusts which will further any of the objects of the Company.
- (16) To employ and/or engage persons (who shall not be Governors of the Company) for each and any objects and/or purposes of the Company and make all reasonable and necessary provision for the payment of pensions and superannuation benefits to or in respect of employees and their other dependents.
- (17) To establish and support, and to aid in the establishment and support of, any other trusts, associations, bodies or corporations wheresoever constituted or operating formed exclusively for all or any of the objects of the Company the establishment or support in aid in the establishment or support of which shall be legally

charitable.

- (18) To co-operate with any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of the Company in furtherance of the objects of the Company or similar charitable purpose and to exchange information and advice with them.
- (19) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (20) To co-operate and enter into arrangements with any authorities, national, local or otherwise
- (21) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company.
- (22) To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit
- (23) To provide or assist in the provision of facilities for low cost housing and environmental improvements, including open space and gardens.
- (24) To pay out of the funds of the Company the cost, charges and expenses of and incidental to the formation and registration of the Company under the Companies Acts and the Charities Act 1993
- (25) To do all such other lawful things in order to further the attainment of the above objects or any of them.

Provided that:-

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of

workers and organisations of employers;

- (iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Management Committee of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Management Committee have been if no incorporation had been effected, and the incorporation of the members shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Management Committee but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of the Management Committee shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

(a) of reasonable and proper remuneration to any officer or servant of the Company not being a member of the Management Committee for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or member of the Management Committee at a rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by a clearing Bank selected by the Management Committee or 3% whichever is the greater;

(c) of a proper market rent for premises demised or let by any member of the Company or member of the Management Committee;

(d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Management Committee may be a member

holding not more than 1/100 part of the capital of that Company;

(e) to any member of the Management Committee of reasonable out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while s/he is a member, or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the Company contracted before s/he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

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