Company No. 7472743

The Companies Act 2006
Private company limited by guarantee

Written resolution
of
The Park Community Centre Limited
(the "Company")

7 March 2011 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of The Park Community Centre Limited propose that the resolution below is passed as a special resolution (the "Special Resolution")

Special Resolution

That the draft regulations contained in the printed document attached to this resolution be and they are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

Important:

Please read the notes at the end of this document before signifying your agreement to the Special Resolution

The undersigned, being the sole member entitled to vote on the Special Resolution on the Circulation Date, hereby irrevocably agrees to the Special Resolution

\[Signature\]
David Freed
Date 11.03.2011

David Powell
Clive Harry
Date
Date

11333446
The Companies Act 2006

Private company limited by guarantee

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of The Park Community Centre Limited propose that the resolution below is passed as a special resolution (the "Special Resolution")

Special Resolution
That the draft regulations contained in the printed document attached to this resolution be and they are approved and adopted as the rules of association of the company hereby submitted for your consideration and resolution in the company

Important
Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, being the sole member entitled to vote on the Special Resolution on the Circulation Date, hereby irrevocably agrees to the Special Resolution

......................................
David Freed
Date:

......................................
David Powell
Date:

......................................
Clive Harry
Date: 7th March 2011

11353446
Articles of Association
of
The Park Community Centre Limited
Company number 07472743
(Private company limited by guarantee)
as adopted by written special resolution passed on 11 March 2011

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Private company limited by guarantee

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Articles of Association

of

The Park Community Centre Limited

(as adopted by written special resolution passed on 11 March 2011)

Part 1

Interpretation, limitation of liability and other miscellaneous provisions

1 Defined terms

1.1 In these articles, unless the context requires otherwise

"Acts" means the Companies Acts and every other statute, order, regulation or other subordinate legislation from time to time in force concerning companies and affecting the company.

"articles" means the company's articles of association as altered or varied from time to time (and "article" means a provision of these articles).

"CA2006" means the Companies Act 2006.

"chairman" has the meaning set out in article 16 (Chairing of directors' meetings).

"chairman of the meeting" has the meaning set out in article 32 (Chairing general meetings).


"charity" has the meaning set out in Section 1, Charities Act 2006.

"charity trustee" has the meaning set out in Section 97(1), Charities Act.

"Commission" means the Charity Commission for England and Wales.

"Companies Acts" means the Companies Acts (as defined in Section 2, CA2006), in so far as they apply to the company.

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called.
"document" includes, unless otherwise specified, any summons, notice, order, register, certificate or other legal process and includes any such document sent or supplied in electronic form

"electronic form" has the meaning set out in Section 1168, CA2006

"eligible director" means a director who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting (but excluding any director whose vote is not to be counted in respect of the resolution in question)

"hard copy form" has the meaning set out in Section 1168, CA2006

"holding company" has the meaning set out in Section 1159, CA2006

"member" has the meaning set out in Section 112, CA2006

"Model Articles" means the model articles for private companies limited by guarantee as set out in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229)

"objects" means the objects of the company as set out in article 2 (Company's objects)

"ordinary resolution" has the meaning set out in Section 282, CA2006

"participate", in relation to a directors' meeting, has the meaning given in article 14 (Participation in directors' meetings)

"proxy notice" has the meaning given in article 38 (Content of proxy notices)

"special resolution" has the meaning set out in Section 283, CA2006

"subsidiary" has the meaning set out in Section 1159, CA2006

"taxable trading" means the carrying on of a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax

"working day" has the meaning set out in Section 1173, CA2006

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods and "written" shall be construed accordingly

12 Unless the context otherwise requires (or unless otherwise defined or stated in these articles) words or expressions contained in these articles shall have the same meaning as in the CA2006 as in force from time to time

13 The Model Articles shall not apply to the company and these articles shall be the articles of association of the company (to the exclusion of any other regulations set out in any statute, statutory instrument or other subordinate legislation from time to time in force)

14 References in these articles to a document or information being sent or supplied by or to a company (including the company) shall be construed in accordance with the provisions of Section 1148(3), CA2006 and any reference to "sent" or "supplied" (or other similar term) shall be construed in accordance with the provisions of Section 1148(2), CA2006
Company's objects

The objects of the company are

(a) to further or benefit the inhabitants of the local area without distinction of sex, sexual orientation, age, disability, nationality, race or of political, religious or other opinions by associating together the said inhabitants and the statutory authorities, voluntary and other organisations in a common effort to advance education and provide facilities in the interests of social welfare with the aims of providing opportunities for the said inhabitants to achieve self-reliance and improve their general conditions of life,

(b) to maintain, manage and promote the existing community centre known as The Park (whether alone or in co-operation with any statutory authority or other person or body) for activities provided by the charity in furtherance of the objects, and

(c) to promote such other charitable purposes as may from time to time be determined

The company has the power to do anything within the law which may promote or may help to promote the objects or any of them, in particular (but without limitation) the company has the following powers

(a) to provide advice or information,
(b) to carry out research,
(c) to co-operate with other bodies,
(d) to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the directors consider necessary and having regard to the suitability of investments and the need for diversification),
(e) to arrange for investments or other property of the company to be held in the name of a nominee company acting under the direction of the directors or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required,
(f) to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required,
(g) subject to article 24 2 to employ paid or unpaid agents, staff or advisers,
(h) to support, administer or set up other charities,
(i) to accept gifts and to raise funds (but not by means of taxable trading),
(j) to borrow money,
(k) to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act),
(l) to acquire or hire property of any kind,
(m) to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act),
(n) to set aside funds for special purposes or as reserves against future expenditure,
(o) to insure the property of the company against any foreseeable risk and take out other insurance policies to protect the company when required,
(p) to enter into contracts to provide services to or on behalf of other bodies, and
(q) to establish or acquire subsidiary companies

2.3 The provisions of article 2.1 may only be amended with the prior written consent of the Commission.

3 Company's name
The company's name is The Park Community Centre Limited ("the company")

4 Domicile
The company's registered office is to be situated in England and Wales

5 Liability of members
The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for
(a) payment of the company's debts and liabilities contracted before he ceases to be a member,
(b) payment of the costs, charges and expenses of winding up, and
(c) adjustment of the rights of the contributories among themselves

6 Non-distribution
6.1 The property and funds of the company must be used only for promoting the objects and do not belong to the members of the company, but
(a) members who are not directors may be employed by or enter into contracts with the company and receive reasonable payment for goods or services supplied,
(b) members (including directors) may be paid interest at a reasonable rate on money lent to the company,
(c) members (including directors) may be paid a reasonable rent or hiring fee for property let or hired to the company, and
(d) members (including directors) who are also beneficiaries of the company may receive charitable benefits in that capacity.

6.2 The provisions of article 6.1 may only be amended with the prior written consent of the Commission.

7 Application of assets on a winding up
7.1 If the company is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied by the directors in the following ways.
(a) by transfer to one or more other bodies established for exclusively charitable purposes which the directors in their absolute discretion consider are within, the same as or similar to the objects, and (subject thereto),

(b) directly for the objects or charitable purposes within or similar to the objects, and (subject thereto),

(c) in such other manner consistent with charitable status as the Commission may approve in writing in advance

7.2 A final report and statement of account must be sent to the Commission

7.3 The provisions of article 7.1 may only be amended with the prior written consent of the Commission

Part 2

Directors and Secretary

Directors’ powers and responsibilities

8 Directors’ general authority

Subject to these articles, the directors are responsible for the management of the company’s business, in furtherance of the company’s objects, for which purpose they may exercise all the powers of the company

9 Delegation by directors

9.1 Subject to these articles, the directors may delegate any of the powers which are conferred on them under these articles

(a) to such person or committee,

(b) by such means (including by power of attorney),

(c) to such an extent,

(d) in relation to such matters or territories, and

(e) on such terms and conditions

as they think fit (including whether any such delegation shall be made either collaterally with or to the exclusion of the powers otherwise conferred on the directors under these articles)

9.2 If the directors so specify, any such delegation may authorise further delegation of the directors’ powers by any person to whom they are delegated

9.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

9.4 The directors may delegate the management of investments to any person provided that

(a) the investment policy is set out in writing by the directors,

(b) the performance of the investments is reviewed regularly with the directors,
(c) the investment policy and the delegation arrangement are reviewed at least once a year,

(d) all payments due to the delegate are on a scale or at a level which is agreed in advance and are notified promptly to the directors on receipt by the delegate, and

(e) the delegate must not do anything outside the powers of the directors

10 Committees and steering groups

10 1 Committees to whom the directors delegate any of their powers may consist of one or more co-opted persons other than directors on whom voting rights may be conferred as members of the committee provided that

(a) the number of co-opted members of the committee shall be less than one-half of the total number of members of the committee and so that no resolution of the committee shall be effective unless a majority of the members of the committee voting on the resolution are directors,

(b) all proceedings of every committee must be reported promptly to the directors, and

(c) every committee must act in accordance with the terms of reference on which any function is delegated to it (but, subject to that, the proceedings of the committee will be governed by such of these articles as regulate the proceedings of the board of directors so far as they are capable of applying)

10 2 The directors may establish an advisory board (referred to in these articles as a "Steering Group") comprising individuals who, in the opinion of the directors, have the relevant expertise and experience in dealing with issues affecting the company provided that

(a) the Steering Group will have none of the rights or powers exercisable by the directors or any committee other than a power to advise the directors on any matter referred to it by the directors,

(b) the members of the Steering Group will have none of the responsibilities of company directors or charity trustees, and

(c) the Steering Group must act in accordance with any terms of reference imposed by the directors (but, subject to that, the proceedings of the Steering Group will be governed by such of these articles as regulate the proceedings of the directors so far as they are capable of applying)

11 Directors to take decisions collectively

11 1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 12 (Unanimous decisions)

11 2 If

(a) the company only has one director, and

(b) no provision of these articles requires it to have more than one director,

save as provided otherwise in these articles, the general rule does not apply, and the director may (only for so long as he remains the sole director) take decisions without regard to any of the provisions of these articles relating to directors' decision-making
12 Unanimous decisions

12.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means excluding the means of text messaging that they share a common view on a matter.

12.2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it or to which each eligible director has otherwise indicated agreement in writing.

12.3 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a directors' meeting held to discuss the matter in question.

13 Calling a directors' meeting

13.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

13.2 Notice of any directors' meeting must indicate:
   
   (a) its proposed date and time,

   (b) where it is to take place, and

   (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

13.3 Save as provided otherwise in these articles, notice of a directors' meeting must be given to each director in writing.

13.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

14 Participation in directors' meetings

14.1 Subject to these articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

   (a) the meeting has been called and takes place in accordance with these articles, and

   (b) they can each communicate orally (including by means of telephone, video conference or other audio or audio-visual link or any other form of telecommunication) to the others any information or opinions they have on any particular item of the business of the meeting.

14.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other, provided that all persons participating in the meeting can hear each other.

14.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is
Quorum for directors’ meetings

At a directors’ meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

Subject to Section 175(6), CA2006, the quorum for the transaction of the business of the directors’ may be fixed from time to time by a decision of the directors, and unless otherwise so fixed shall (save as provided in article 15.3 or any other provision of these articles) be three

In relation to any meeting (or part of any meeting) held to authorise a conflict of interest pursuant to article 19 (Authorisation of conflicts), if at the relevant time, the company has only one director other than the conflicted director, the quorum for such meeting (or the part thereof dealing with the authorisation pursuant to article 19 (Authorisation of conflicts)) shall be one eligible director

If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the members to appoint further directors

Chairing of directors’ meetings

The directors may appoint a director to chair their meetings

The person so appointed for the time being is known as the chairman

The directors may terminate the chairman’s appointment at any time

If the chairman is unwilling to chair a directors’ meeting or is not participating in a directors’ meeting within ten minutes of the time at which it was to start or, if at any time during the meeting, the chairman ceases to be a participating director, the participating directors must appoint one of themselves to chair it (or chair such part of it in relation to which the chairman ceases to be a participating director, as the case may be)

Casting vote

Subject to article 17.2, if, at a meeting of the directors, the numbers of votes for and against a proposal are equal, the chairman or other director appointed to chair the meeting pursuant to article 16.4 (Chairing of directors’ meetings) shall have a casting vote

At a meeting of the directors (or any part thereof), the chairman or other director appointed to chair the meeting pursuant to article 16.4 (Chairing of directors’ meetings) shall not have a casting vote in respect of any proposal where the number of votes for and against are equal if, in relation to such proposal, the chairman or other director appointed to chair the meeting is not an eligible director

Conflicts of interest

A director has a duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company. This duty applies to the exploitation of any property, information or opportunity (and it is immaterial whether the company could take advantage of the property, information or opportunity). A reference to a conflict of interest in these articles includes a conflict of interest and duty and a conflict of duties
18.2 Article 18.1 does not apply to a conflict of interest arising in relation to the following transactions or arrangements with the company and which the directors resolve are in the best interests of the company

(a) any transaction or arrangement mentioned in article 6 (Non-distribution) or article 24 (Directors' interests),

(b) any transaction or arrangement with a charity of which a director is a charity trustee or with which he or she is otherwise connected and which is in furtherance of the objects of the company and which does not confer a personal benefit on the director,

(c) any transaction or arrangement with a company limited by shares which is wholly owned by the company (or the company and other charities) and in which a director does not have an interest otherwise than as an unpaid director and which does not confer a personal benefit on the director, and

(d) any transaction or arrangement with a company limited by guarantee which is wholly owned by the company (or the company and other charities) and in which a director does not have an interest otherwise than as an unpaid director and which does not confer a personal benefit on the director.

18.3 In this article and article 19 (Authorisation of conflicts), reference to a director will include a body or person who would be a "connected person" with the meaning of Schedule 5 of the Charities Act.

19 Authorisation of conflicts

19.1 The directors may authorise a matter or situation in which a director has, or may have, a direct or indirect interest that conflicts, or may conflict, with the interests of the company but only if

(a) the interest is one that will not confer a personal benefit on the director or any person connected with that director at the expense of the company to an extent greater than that permitted by article 6 (Non-distribution) or article 24 (Directors' interests),

(b) the directors act in what they consider is in the best interests of the company, and

(c) the directors comply with the procedure set out in article 24.3 (Directors' interests).

20 Records of decisions to be kept

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors. Notwithstanding the provisions of article 11.2 (Directors to take decisions collectively), where the company only has one director, the provisions of this article 20 shall apply to any decision taken by such director, howsoever taken by him.

21 Directors' discretion to make further rules

Subject to these articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

22 Methods of appointing directors

22.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director

(a) by ordinary resolution, or
(b) by a decision of the directors

22 2 In any case where, as a result of death or bankruptcy, the company has no members and no directors, the personal representatives or trustee in bankruptcy of the last member to have died or to have had a bankruptcy order made against him, as the case may be, shall have the right, by notice in writing to the company, to appoint any one person to be a director provided such person is a natural person in accordance with Section 155, CA2006 and provided such person is willing to be so appointed and is otherwise permitted by law to be a director of the company.

22 3 For the purposes of article 22 2, if two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

23 Termination of director's appointment

23 1 A person ceases to be a director as soon as

(a) that person is disqualified under the Charities Act from acting as a charity trustee or is otherwise prohibited from being a director by law,

(b) is convicted of an offence and the directors resolve that it is undesirable in the interests of the company that he or she remains a director of the company,

(c) a bankruptcy order is made against that person,

(d) a composition is made with that person's creditors generally in satisfaction of that person's debts,

(e) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,

(f) by reason of that person's mental health, a court having jurisdiction (whether in the United Kingdom or elsewhere) makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,

(g) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms, or

(h) that person has, for more than six consecutive months, been absent without permission of the directors from meetings of the directors held during that period and the directors make a decision that that person's office be vacated.

23 2 A technical defect in the appointment of a director of which the directors are unaware at the time does not invalidate decisions taken at a meeting of the board.

24 Directors' interests

24 1 A director must not receive any payment of money or other material benefit (whether directly or indirectly) from the company except

(a) as mentioned in article 6 1(b) (Non-distribution), article 6 1(c) (Non-distribution), article 6 1(d) (Non-distribution) or article 24 2 (Directors' interests),
(b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the company,

(c) an indemnity in accordance with article 48 \textit{(Indemnity and Funds)},

(d) trustee indemnity insurance purchased in accordance with the Charities Act, and

(e) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance and where required by the Acts the approval or affirmation of the members)

24.2 Any director (or any firm, company or other entity of which a director is a member, director or employee and in which he has a personal interest) may enter into a contract with the company to supply goods or services to the company in return for a payment or other material benefit but only if

(a) the goods or services are actually required by the company and in the opinion of the directors it is in the best interests of the company for the goods or service to be provided by the relevant director,

(b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services supplied, is set out in an agreement in writing between the company and the relevant director, and is set in accordance with the procedure in article 24.3 \textit{(Directors' interests)}, and

(c) fewer than one half of the directors are subject to or affected by such a contract or otherwise remunerated in accordance with article 6.1 in any financial year

24.3 Whenever a director has a personal interest in a matter to be discussed at a meeting of the directors or a committee the director concerned must

(a) declare an interest at or before discussion begins on the matter,

(b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information,

(c) not be counted in the quorum for that part of the meeting, and

(d) withdraw during the vote and have no vote on the matter

24.4 The provisions of article 24 may not be amended without the prior written consent of the Commission

25 Secretary

The directors may appoint any person who is willing to act as the secretary of the company on such terms (including, but not limited to, term of office and remuneration) and subject to such conditions as they may think fit and from time to time remove such person and, if the directors determine, appoint a replacement secretary of the company, in each case by a decision of the directors. The secretary may be a director but any director who is appointed as secretary may not receive remuneration for acting as such
Part 3

Members

Becoming and ceasing to be a member

26 Applications for membership

26 1 Subject to article 26 2, no person shall become a member of the company unless

(a) that person has completed an application for membership in a form approved by the directors, and

(b) the directors have approved the application

26 2 A person who is a director of the company shall automatically become a member of the company, whether or not he has completed an application for membership

27 Termination of membership

27 1 A member may withdraw from membership of the company by giving 7 days’ notice to the company in writing

27 2 Membership is not transferable

27 3 A person’s membership terminates when that person dies, or ceases to be a director or ceases to exist

28 Associate members and patrons

28 1 The directors may admit and remove such persons as they see fit as associate members in accordance with any criteria or rules set out by the directors from time to time, provided that associate members shall not be members for the purposes of the Companies Act and accordingly such membership shall not bestow upon any associate member the right to attend or vote on any matter at any general meeting of the company

28 2 The directors may appoint and remove any person or persons as a patron of the company and on such terms as they shall think fit

Part 4

Decision-making by Members

Organisation of General Meetings

29 Notice of general meetings

29 1 A general meeting of the company (other than an adjourned meeting) shall be called by notice of at least 14 clear days (that is, excluding the date on which the notice is given and the date on which that 14 day period expires) but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety percent of the total voting rights at that meeting of all the members

29 2 Every notice convening a general meeting shall specify

(a) the place, the date and the time of the meeting,
(b) the general nature of the business to be dealt with at the meeting.

(c) if the meeting is convened to consider a special resolution, the text of the resolution and intention to propose the resolution as a special resolution, and

(d) with reasonable prominence, that a member is entitled to appoint another person (who does not have to be a member) as his proxy to exercise all or any rights of his to attend, speak and vote at the meeting.

29.3 The notice shall be given to the members (other than any who under the provisions of these articles or otherwise are not entitled to receive notice from the company), to the directors and to the auditors and if more than one for the time being, to each of them.

29.4 Subject to the provisions of these articles, notice of a general meeting of the company may be given

(a) in hard copy form,

(b) in electronic form, or

(c) by means of a website,

or partly by one such means and partly by another and the provisions of article 29 (Communication) shall apply accordingly.

29.5 The accidental failure to give notice of general meeting or, in cases where it is intended that it be sent out with the notice, an instrument of proxy, or to give notice of a resolution intended to be moved at a general meeting to, or the non-receipt of any of them by, any person or persons entitled to receive the same shall not invalidate the proceedings at that meeting and shall be disregarded for the purpose of determining whether the notice of the meeting, instrument of proxy or resolution were duly given.

30 Attendance and speaking at general meetings

30.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

30.2 A person is able to exercise the right to vote at a general meeting when

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

30.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

30.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

30.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
31 Quorum for general meetings

31.1 No business other than the appointment of the chairman of the meeting is to be transacted at a
general meeting if the persons attending it do not constitute a quorum when the meeting
proceeds to business (and nothing in these articles shall prevent any other business being
transacted at such general meeting if the persons attending it do not constitute a quorum from
time to time thereafter throughout the meeting).

31.2 Whenever the company has only one member, the member present (being an individual) in
person or by proxy or (being a corporation) by a duly authorised representative or by proxy,
shall be a quorum. Whenever the company has two or more members three persons entitled
to vote upon the business to be transacted (each being a member (being an individual) present
in person or by proxy, or (being a corporation) present by a duly authorised representative or
by proxy), shall be a quorum.

32 Chairing general meetings

32.1 If the directors have appointed a chairman, the chairman shall chair general meetings if
present and willing to do so.

32.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the
meeting or is not present within ten minutes of the time at which a meeting was due to start.
(a) the directors present, or
(b) (if no directors are present), the meeting,
must appoint a director or member (which may include any proxy appointed by a member) to
chair the meeting, and the appointment of the chairman of the meeting must be the first
business of the meeting.

32.3 The person chairing a meeting in accordance with this article is referred to as “the chairman of
the meeting”.

33 Attendance and speaking by directors and non-members

The chairman of the meeting may permit other persons who are not members of the company
to attend and speak at a general meeting.

34 Adjournment

34.1 If the persons attending a general meeting within half an hour of the time at which the meeting
was due to start do not constitute a quorum, the chairman of the meeting must adjourn it.

34.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if
(a) the meeting consents to an adjournment, or
(b) it appears to the chairman of the meeting that an adjournment is necessary to protect
the safety of any person attending the meeting or ensure that the business of the
meeting is conducted in an orderly manner.

34.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the
meeting.
When adjourning a general meeting, the chairman of the meeting must

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved.

Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.

Subject to the provisions of the CA2006, on a vote on a resolution on a show of hands at a meeting, each member present in person or by proxy has one vote.

Errors and disputes

No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

Any such objection must be referred to the chairman of the meeting whose decision is final and conclusive.

Demanding a poll and procedure on a poll

A poll on a resolution may be demanded

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

A poll may be demanded by

(a) the chairman of the meeting,

(b) the directors,

(c) two or more persons having the right to vote on the resolution, or
(d) a person or persons representing not less than one tenth of the total voting rights of all
the members having the right to vote on the resolution

37 3 A demand for a poll may be withdrawn if
(a) the poll has not yet been taken, and
(b) the chairman of the meeting consents to the withdrawal,
and a demand so withdrawn shall not be taken to have invalidated the result of a show of
hands declared before the demand was made

37 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

38 Content of proxy notices

38 1 Proxies may only validly be appointed by a notice in writing which
(a) states the name and address of the member appointing the proxy,
(b) identifies the person appointed to be that member's proxy and the general meeting in
relation to which that person is appointed,
(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in
such manner as the directors may determine, and
(d) is delivered to the company in accordance with these articles and any instructions
contained in the notice of the general meeting to which they relate

38 2 The company may require proxy notices to be delivered in a particular form, and may specify
different forms for different purposes

38 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is
to abstain from voting) on one or more resolutions

38 4 Unless a proxy notice indicates otherwise, it must be treated as
(a) allowing the person appointed under it as a proxy discretion as to how to vote on any
ancillary or procedural resolutions put to the meeting, and
(b) appointing that person as a proxy in relation to any adjournment of the general
meeting to which it relates as well as the meeting itself

39 Delivery of proxy notices

39 1 The appointment of a proxy and the power of attorney or other authority (if any) under which it
is signed (or a copy of such authority certified notarially or in some other way approved by the
directors) shall be sent or supplied in hard copy form, or (subject to any conditions and
limitations which the directors may specify) in electronic form
(a) to the registered office of the company, or
(b) to such other address (including electronic address) as is specified in the notice
convening the meeting or in any instrument of proxy or any invitation to appoint a proxy
sent or supplied by the company in relation to the meeting, or
(c) as the directors shall otherwise direct,
to be received before the time for the holding of the meeting or adjourned meeting to which it relates or, in the case of a poll taken after the date of the meeting or adjourned meeting, before the time appointed for the poll

39 2 Any instrument of proxy not so sent or supplied or received shall be invalid unless the directors at any time prior to the meeting or the chairman of the meeting at the meeting, in their or his absolute discretion, accept as valid an instrument of proxy where there has not been compliance with the provision of this article and such proxy shall thereupon be valid notwithstanding such default.

39 3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

39 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

40 Revocation of proxy notices

The validity of

(a) a vote given or poll demanded in accordance with the terms of an appointment of a proxy, or

(b) anything done by a proxy acting as duly appointed chairman of a meeting, or

(c) any decision determining whether a proxy counts in a quorum at a meeting,

shall not be affected notwithstanding the death or mental disorder of the appointor or the revocation of the appointment of the proxy (or of the authority under which the appointment of the proxy was executed) unless notice in writing of such death, mental disorder or revocation shall have been

(a) sent or supplied to the company or any other person as the company may require in the notice of the meeting, any instrument of proxy sent out by the company in relation to the meeting or in any invitation to appoint a proxy issued by the company in relation to the meeting, in any manner permitted for the sending or supplying of appointments of proxy pursuant to these articles, and

(b) received at the registered office of the company (or such other address (including electronic address) as has been designated for the sending or supplying of appointments of proxy), before the time for the holding of the meeting or adjourned meeting to which it relates or, in the case of a poll taken after the date of the meeting or adjourned meeting, before the time appointed for the poll.

41 Votes of proxies

41 1 Subject to section 285(2), CA2006, on a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote.

41 2 The company shall be under no obligation to ensure or otherwise verify that any votes(s) cast by a proxy are done so in accordance with any such instructions given by the member by whom such proxy is appointed. In the event that a vote cast by such proxy is not done so in accordance with the instructions of the member by whom such proxy is appointed, such vote shall not be deemed to be invalid.
41 3 On a vote on a resolution on a show of hands, where a proxy is appointed by more than one member (provided that, where some only of those members by whom the proxy is appointed instruct the proxy to vote in a particular way, those members all instruct such proxy to vote in the same way on a resolution (either “for” or “against”) such proxy shall be entitled to cast a second vote the other way in relation to any discretionary vote(s) given to him by other members by whom such proxy is appointed

42 Written resolutions of members

A written resolution proposed in accordance with the provisions of Chapter 2 of Part 13 of the CA2006 shall lapse if it is not passed before the period of six months beginning with the circulation date (as such is construed pursuant to Section 290, CA2006)

43 Amendments to resolutions

43 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution

43 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

43 3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman’s error does not invalidate the vote on that resolution

Part 5

Administrative Arrangements

44 Company communications

44 1 Subject to the provisions of the Acts (and save as otherwise provided in these articles), any document or information required or authorised to be sent or supplied by the company to any member or any other person (including a director) pursuant to these articles, the Companies Acts or any other rules or regulations to which the company may be subject, may be sent or supplied in hard copy form, in electronic form, by means of a website or in any other way in which documents or information may be sent or supplied by the company pursuant to the Companies Acts

44 2 Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
The provisions of the CA2006 which apply to sending or supplying a document or information required or authorised to be sent or supplied by the Companies Acts by making it available on a website shall, mutatis mutandis, apply to the sending or supplying of any document or information required or authorised to be sent by these articles or any other rules or regulations to which the company may be subject, by making it available on a website.

The company may send or supply any document or information to a member or any other person (including a director) pursuant to these articles, the Companies Acts or any other rules or regulations to which the company may be subject, either personally, or by post in a prepaid envelope addressed to the member (or such other person) at his registered address or at his address for service, or by leaving it at that address or any other address for the time being notified to the company by the member (or such other person) for the purpose, or by sending or supplying it using electronic means to an electronic address for the time being notified to the company by the member (or such other person) for the purpose, or by any other means authorised in writing by the member (or such other person) concerned.

A member whose registered address is not within the United Kingdom and who gives the company an address within the United Kingdom to which documents or information may be sent or supplied to him, or gives an electronic address to which documents or information may be sent or supplied using electronic means, shall be entitled to have documents or information sent or supplied to him at that address, but otherwise no such member shall be entitled to receive any document or information from the company.

If on at least two consecutive occasions, the company has attempted to send any document or information by electronic means to any address specified (or deemed specified) for the purpose and a delivery failure (or other similar notification has been received by the company, the company thereafter shall send documents or information in hard copy form or electronic form (but not by electronic means) to such member at his registered address or address for service within the United Kingdom (whether by hand, by post or by leaving it or them at such address), in which case the provisions of article 44.7 shall apply.

If on three consecutive occasions, documents or information have been sent or supplied to any member at his registered address or address for service of such documents or information in the United Kingdom but have been returned undelivered, such member shall not thereafter be entitled to receive any documents or information from the company until he shall have communicated with the company and supplied in writing a new registered address or address for service within the United Kingdom for the service of documents or information or an electronic address to which documents or information may be sent or supplied using electronic means.

Any member present, in person or by proxy, at any meeting of the company shall be deemed to have received due notice of such meeting and, where requisite, of the purpose for which such meeting was called.

Save as provided otherwise in these articles, any document or information addressed to a member (or other person to whom such document or information is required or authorised to be sent pursuant to these articles, the Companies Acts or otherwise) at his registered address or address for service (in the case of a member, in the United Kingdom) or electronic address, as the case may be, shall:

(a) if hand delivered or left at a registered address or other address for service (in the case of a member, in the United Kingdom), be deemed to have been served or delivered on the day on which it was so delivered or left;

(b) if sent or supplied by post (whether in hard copy form or in electronic form), be deemed to have been received at the expiration of 24 hours after the envelope was posted.
(c) if sent or supplied by electronic means (other than by means of a website), be deemed to have been received (if sent or supplied between the hours of 9 a.m. and 5 p.m. on a working day) at the time it was sent, or (if sent or supplied at any other time) at 9 a.m. on the next following working day, and

(d) if sent or supplied by means of a website, be deemed to have been received when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website

44 10 In calculating a period of hours for the purpose of article 44 9, no account shall be taken of any part of a day that is not a working day

44 11 A director may agree with the company that documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than those set out in article 44 9

44 12 Subject to article 44 7, in providing such service or delivery it shall be sufficient to prove that the envelope containing the document or information was properly addressed and put into the post in a prepaid envelope or, in the case of a document or information sent or supplied by electronic means, that it was sent or supplied in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators entitled “Electronic Communications with Shareholders 2007” (as such guidance is amended or updated form time to time)

44 13 The company shall not be held responsible for any failure in transmission beyond its reasonable control and the provisions of article 44 8 to article 44 11 (inclusive) shall apply regardless of any document or information being returned undelivered and regardless or any delivery failure notification or “out of office” or other similar response and any such “out of office” or other similar response shall not be considered to be a delivery failure

45 Company seals

45 1 Any common seal may only be used by the authority of the directors or a committee of the directors

45 2 The directors may decide by what means and in what form any common seal is to be used

45 3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

45 4 For the purposes of this article, an authorised person is

(a) any director of the company,

(b) the company secretary (if any), or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

46 No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company’s accounting or other records or documents merely by virtue of being a member
47 Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

48 Indemnity and Funds

The company may indemnify a director or former director of the company against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of CA2006.
CC03
Statement of compliance where amendment of articles restricted

✔ What this form is for
You may use this form to state that the restrictions to change articles have been observed

✗ What this form is NOT for
You cannot use this form for notifying a change of articles that are not restricted

Company details
Company number 07472743
Company name in full THE PARK COMMUNITY CENTRE LIMITED

Filling in this form
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

Statement of compliance
The above company certifies that the amendment has been made in accordance with the company's articles and, where relevant, any applicable order of a court or other authority

Signature
I am signing this form on behalf of the company

Signature
This form may be signed by Director, Secretary, Person authorised, Liquidator, Administrator, Administrative receiver, Receiver, Receiver manager, Charity Commission receiver and manager, CIC manager, Judicial factor

Societas Europaea
If the form is being filled on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership

Person authorised
Under either section 270 or 274 of the Companies Act 2006
Statement of compliance where amendment of articles restricted

### Presenter information

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

**File no:** EP20961871  
**Company name:** Osborne Clarke

**Address:** Temple Quay  
2 Temple Back East  
Bristol

**Post Town:**  
**County/Region:**  
**Postcode:** BS1 6EG  
**Country:**

**DX:** 7818 Bristol  
**Telephone:** +44 (0) 117 9173000

### Important information

Please note that all information on this form will appear on the public record.

### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R. Belfast 1

### Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- The company name and number match the information held on the public Register
- You are also sending with this form the document making or evidencing the amendment.
- You have signed the form

### Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk