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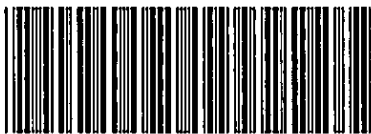
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 6239170

The Registrar of Companies for England and Wales hereby certifies that
'OUT THERE' SUPPORTING FAMILIES OF PRISONERS LIMITED

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

Given at Companies House, Cardiff, the 8th May 2007



N06239170F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House
for the record

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP000

6239170

Company Name in full

'OUT THERE' SUPPORTING FAMILIES OF PRISONERS
LIMITED

I,

MARY THERESA BAIN

of

4 BIRCHVALE CLOSE HULME MANCHESTER M15 5BJ

† Please delete as appropriate

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

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

Declarant's signature

Mary T. Bain

Declared at

HULME IN THE CITY OF MANCHESTER

Day Month Year

On

29 03 2007

● Please print name

before me ○

GERALD PATRICK CRANGLE

Signed

[Signature]

Date

29/03/07

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

John M. Hogan & Co.

Accountants

39 CHARLECOTE ROAD

POYNTON

DX number

CHESHIRE SK12 1DJ

DX exchange

TEL/FAX: 01625 877963

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

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

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

or companies registered in England and Wales

or

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

DX 235 Edinburgh

or companies registered in Scotland

or LP - 4 Edinburgh 2



A42

ATFCDP2Y

27/04/2007

COMPANIES HOUSE

715

10/03



Companies House
— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

'OUT THERE' SUPPORTING FAMILIES
OF PRISONERS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

2 BIRCHVALE CLOSE

HULME

Post town

MANCHESTER

County / Region

LANCASHIRE

Postcode

M15 5BJ

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

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the contact information

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for companies registered in Scotland

DX 235 Edinburgh



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COMPANIES HOUSE

A45 17/03/2007 191

COMPANIES HOUSE

Form April 2002

SAT FRIDAY

Company Secretary (see notes 1-5)

Company name 'OUTTHERE' SUPPORTING FAMILIES OF PRISONERS LIMITED

NAME *Style / Title SISTER *Honours etc

* Voluntary details

Forename(s) JOAN FRANCES

Surname MORIARTY

Previous forename(s)

Previous surname(s)

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

Address **

4 BIRCHVALE CLOSE

HULME

Post town MANCHESTER

County / Region LANCA SHIRE Postcode M15 5BJ

Country ENGLAND

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

Consent

Joan Moriarty

Date 7/02/2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title SISTER *Honours etc

Forename(s) MARY THERESA

Surname BAIN

Previous forename(s)

Previous surname(s)

Address **

4 BIRCHVALE CLOSE

HULME

Post town MANCHESTER

County / Region LANCA SHIRE Postcode M15 5BJ

Country ENGLAND

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

Day Month Year

Date of birth 23 02 1951 Nationality SCOTTISH

Business occupation NUN

Other directorships NONE

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

Consent signature

Mary T. Bain

Date 7/02/2007

Notes

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

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

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

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

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

Address

Give the usual residential address

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

Subscribers

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

2 Directors known by another description

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

3 Directors details

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

4 Other directorships

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

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

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

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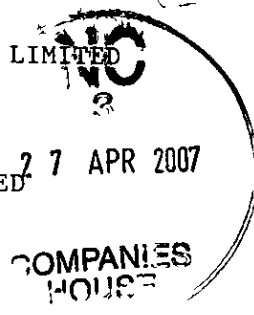
THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

'OUT THERE' SUPPORTING FAMILIES OF PRISONERS LIMITED

- 1 The name of the Company (hereinafter called "the Company") is "OUT THERE' SUPPORTING FAMILIES OF PRISONERS LIMITED
- 2 The registered office of the Company will be situate in England
- 3 The objects for which the Company is established are



To promote and advance the relief of poverty in the area known as Manchester City and Greater Manchester by such means as the Council of Management shall in their absolute discretion determine, in particular by

- (a) Promoting and protecting the mental health and social well being of wives, husbands, partners, families, children and dependants of persons who have a legal restriction of their liberty
- (b) Eliminating social exclusion of groups and individuals through early intervention and self-help initiatives
- (c) Facilitating and maintaining support groups offering advice, information, advocacy, domiciliary visits, referral to other agencies, and working for justice and human rights for the aforesaid individuals or families as appropriate
- (d) Extending this service beyond Greater Manchester to other cities in the U K

And in furtherance of these objects but not further or otherwise the Company shall have the following powers

- (A) To maintain a central office for the purpose of the aforesaid activities
- (B) To promote or carry out research
- (C) To co-operate with the Home Office and any other body, authority or department, national, municipal, local or otherwise
- (D) To launch , promote and conduct an appeal or appeals or public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring funds for the Company to be applied in furthering and effecting the objects of the Company
- (E) To procure and provide information

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FRIDAY

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COMPANIES HOUSE

- (F) To recruit and train volunteers**
- (G) Procure to be written and print, publish, issue and circulate gratuitously or otherwise any newspapers, reports, periodicals, books, pamphlets leaflets or other documents**
- (H) To arrange and provide for, or join in arranging and providing for the holding of meetings, lectures, conferences, seminars, classes and exhibitions**
- (I) To accept subscriptions, covenants, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property and any rights or privileges which the Company may determine from time to time for the promotion of its objects and to construct, maintain and alter any buildings or installations necessary for the work of the Company**
- (J) Subjects to such consents as may be required by law, to sell, manage, let, mortgage, dispose of or turn to account and otherwise deal with all or any of the assets of the Company as may from time to time be determined as would further the objects of the Company**
- (K) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and which may be directly or indirectly conducive to any of the objects of the Company**
- (L) To borrow or raise money for the purposes of the Company on such terms(with any necessary consents) and on such security as may be determined from time to time and whether by the creation of debentures of debenture stock or otherwise to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts**
- (M) To invest the monies of the Company not immediately required for its purpose in or upon such investments, securities or property as may be determined from time to time subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided**
- (N) Subject to Clause 4 of the Memorandum to employ, commission and pay any person or persons to supervise, organise, carry on the work of and to advise the Company**
- (O) To pay out of the funds of the Company the costs, charges, and expenses of and incidental to the formulation and registration of the company**

(P) To do all such other lawful things as will further the attainment of the above objectives or any of them

(Q) To pay out of the funds of the Company, the costs, charges and expenses of and incidental to the formulation and registration of the Company

PROVIDED THAT

- (i) The Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts**
- (ii) The Company's objects 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 Charty 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 Council of Management or Governing Body of the Company shall be chargeable for any such property, that may come into their hands and shall be answerable or 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 Council of Management or Governing Body have been if no incorporation has been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable, by the Chancery Division, the Charty Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated**

- 4 The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in 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 the members of the Company**

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

- (a) of reasonable and proper remuneration to any member not being a member of the Council of Management, officer or servant of the Company for any services actually rendered to the Company**
- (b) of interest on money lent by any member of the Company or of its Council of Management at a rate per annum not exceeding two per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or three per cent, whichever is the greater**

- (c) of reasonable or proper rent for premises demised or let by any member of the Company or of the Council of Management
- (d) of fees, remuneration or other benefit in money or money's worth to a Company of which a member of the Council of Management may be a Member holding not more than 1/100th part of the capital of that company
- (e) to any member of its Council of Management or Governing Body of out-of pocket expenses

Subject nevertheless to the condition that no member shall be entitled to vote on the resolution concerning the appointment of him as a member of the Council of Management nor any resolution concerning the payment to him for remuneration for services rendered by him to the Company or the payment of interest to him on money lent by him to the Company or the payment of rent for premises demised or let by him to the Company

- 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 whilst he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member, or of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributones among themselves, such amount as may be required not exceeding £1
- 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 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 other charitable object

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

NAMES, ADDRESSES, SIGNATURES AND DESCRIPTION OF SUBSCRIBERS

Name JOAN FRANCES MORIARTY Signature *Joan Moriarty*
 Address 4 BIRCHVALE CLOSE Status NUN
 HULME MANCHESTER M15 5BJ
 Date 7/2/2007

WITNESS TO THE ABOVE SIGNATURE:

JOHN HOGAN
 39 CHARLECOTE ROAD,
 POYNTON,
 CHESHIRE.
 SK12 1DJ.

J Hogan
 7/2/2007

ACCOUNTANT

Name MARY THERESA BAIN
Address 4 BIRCHVALE CLOSE
HULME MANCHESTER
Date 7/2/2007 M15 5BJ

Signature *Mary T. Bain*
Status NUN

Name	Signature
Address	Status
Date	
Name	Signature
Address	Status
Date	
Name	Signature
Address	Status
Date	
Name	Signature
Address	Status
Date	
Name	Signature
Address	Status
Date	
Name	Signature
Address	Status
Date	

WITNESS TO THE ABOVE SIGNATURE:

JOHN HOGAN
39 CHARLECOTE ROAD
POYNTON,
CHESHIRE.
SK12 1DJ
ACCOUNTANT

J. Hogan
7/2/2007

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

'OUT THERE' SUPPORTING FAMILIES OF PRISONERS LIMITED

INTERPRETATION

1 In these articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context

WORDS	MEANINGS
The Chanty	The Company intended to be regulated by these Articles
The Act	The Companies Act of 1985 including any statutory modification or re-enactment thereof for the time being in force
The Articles	These Articles of Association of the Chanty as from time to time altered or added to
Memorandum	The Company's Memorandum of Association
The Company	'OUT THERE' SUPPORTING FAMILIES OF PRISONERS LIMITED
The Council	The Council of Management for the time being of the Company
The Office	The registered office of the Company
The Seal	The Common Seal of the Company
The AGM	The Annual General Meeting
The EGM	An Extraordinary General Meeting of the Company
The Objects	The Objects of the Company as defined in Clause 3 of the Memorandum
The Members	Membership of the Company
Month	Calendar month

The Trustees	The Directors of the Chanty,
Founding Trustees	The Trustees from time to time of the Chanty known as Sisters of Chanty of St Vincent DePaul and registered with the Chanty Commissioners under number 236803
The United Kingdom	Great Britain and Northern Ireland
In Writing	Written printed or lithographed or produced partly by one a and partly by another method, and any other modes of representing words in a visible form
	(a) Words importing the singular number only shall include the plural number and vice versa
	(b) Words importing the masculine gender only shall include the feminine gender

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles

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

MEMBERS AND MEMBERSHIP

- 3 **(a) The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Company The right of a member shall not be transferable or transmissible**
- (b) No firm or other unincorporated association may as such become a member of the Company, but if any such firm or other unincorporated association should desire to obtain the advantage of membership, it shall nominate one or more of its members to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf Every person so nominated who is admitted to membership shall have the same rights and be subject to the same incidents and liabilities as any other individual member except that if his nomination is revoked by the body nominating him and written notification of the revocation is given by that body to the Company he shall fore with cease to be a member of the Company**
- 4 **Every member of the Company shall either sign a written application of consent to become a member or sign the Register of Members on becoming a member**
- 5 **It shall be lawful for any person being a member of the Company to guarantee any larger sum than £1 by executing a bond or subscription contract with the Council to that effect**

- 6 The Secretary shall keep an accurate register of Members of the Company
- 7 A member shall cease to be a member of the Company if
 - (a) He gives notice in writing to the Secretary of the Company of his resignation or
 - (b) He fails to attend, or respond to invitations to attend, two successive Annual General Meetings of the Company, and the Council so resolve,

Provided that the number of members shall not fall below six, and the persons ceasing to be members shall remain liable for any monies due, or which may become due, by them to the Company under the Memorandum of Association

- 8 The sole right of admission to membership shall be vested in the Council who may without showing cause refuse to admit any person as a member of the Company. In the event, however, that a prospective member, who has complied with all the requirements both of these Articles and of any rules made by the Company from time to time in respect of its membership, is aggrieved at a refusal by the Council to admit him or her to membership, the matter may be considered in general meeting and a Special Resolution passed at such meeting to the effect that the Council shall be obliged to reconsider its refusal, whereupon the Council shall review its decision
- 9 It shall be lawful for the Council to provide for the admission of such persons as they may think fit to be Friends of the Company for the rights, duties and liabilities (if any) of such Friends but so that such persons shall not by virtue only of having been admitted to be such Friends as aforesaid be Members of the Company and that such rights shall not include a right to speak or vote at General Meetings of the Company

GENERAL MEETINGS

- 10 The Company shall in each year hold a General Meeting as its Annual 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 Council shall appoint
- 11 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
- 12 The Council 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 requisitions, as provide by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Council Members capable of acting to form a quorum, any Council member or 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 Company

NOTICE OF GENERAL MEETINGS

- 13 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one days' notice in writing at the least, and a meeting 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 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

Provided that a meeting of the Company shall, notwithstanding that it is called at shorter notice than that specified in this Article to 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
- 14 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 of the meeting

PROCEEDINGS AT GENERAL MEETINGS

- 15 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 Report of the Council and Auditors, the Election of Council Members, in the place of those retiring and the appointment of, and the fixing of the remuneration of Auditors
- 16 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 herein otherwise provided four members present in person shall be a quorum
- 17 If within half an hour of the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved; in any other case it 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 Council may determine and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the members present shall be a quorum
- 18 The Chairman of the Council or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting of the Company or if there is no such Chairman or Vice-Chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Council Members shall elect one of their number to be Chairman of the meeting
- 19 If at any meeting no Council member is willing to act as Chairman or if no Council

member is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to be Chairman of the meeting

- 20 The Chairman 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 21 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
- (a) by the Chairman, or
 - (b) by at least three members present in person or by proxy or
 - (c) by a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting

Unless a poll be so demanded, a declaration by the Chairman 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.

- 22 Except as provided in Article 24, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 23 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman 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 a casting vote.
- 24 A poll demanded on the election of a Chairman, or on the question of an adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 25 Subject to the provision 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 at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more of such members.

VOTES OF SUCH MEMBERS

- 26 Subject to Article 17, every member shall have one vote

- 27 A member of unsound mind or in respect of whom an order has been made by any court having such jurisdiction may vote whether on a show of hands or on a poll by his committee, receiver or curator bonis and any such committee, receiver, or curator bonis may on a poll vote by proxy
- 28 Votes may be given on a poll either personally or by proxy On a show of hands a member present only by proxy shall have no vote
- 29 The instrument appointing a proxy shall be in writing under the hands of the appointer or of his attorney duly authorised in writing, either under seal or under the hand of an officer or attorney duly authorised A proxy need not be a member of the Company
- 30 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notanally certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall be treated as valid
- 31 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit

‘OUT THERE’ SUPPORTING FAMILIES OF PRISONERS LIMITED

"I/We,
 "of
 "In the County of _____ being a member/members of the above
 "named Company hereby
 "appoint
 "of
 "or failing him,
 "appoint
 "of
 "as/my/our proxy to vote for me/us on my/our behalf at
 "the (Annual or Extraordinary as the case may be) General meeting of the Company to
 "be held on the _____ day of _____ 20-----, and
 "at any adjournment thereof

Signed this _____ day of _____ 20-----, "

- 32 Where it is desired to afford members an opportunity of voting for or against a resolution in the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit

‘OUT THERE’ SUPPORTING FAMILIES OF PRISONERS LIMITED

"I/We
 "of

"In the County of _____ being a member/
"members of the above-named Company hereby
"appoint
"of
"or failing him
"appoint
"of
"as my/our proxy to vote for me/us on my/our behalf at
"the (Annual or Extraordinary, as the case may
"be) General Meeting of the Company to be held on
"the _____ day of _____ 20____ and
"at any adjournment thereof

Signed this _____ day of _____ 20____ "

* in favour of

"This form is to be used _____ the resolution
against

"Unless otherwise instructed the proxy will vote as he
"thinks fit

" * Strike out whichever is not desired

- 33 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
- 34 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding of the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

HONORARY OFFICERS

- 35 It shall be lawful for the Company in General Meetings to provide for the creation of the Office of President and (one or more) Vice-Presidents and Patrons of the Company, for the admission and retirement of persons to such offices or body as for the powers, rights, duties and liabilities (if any) of such persons or body but so that such persons shall not by virtue only of having been admitted to the Honorary Officers be Members of the Company and that such rights shall not include a right to speak or vote at General Meetings or meetings of the Council of the Company

COUNCIL OF MANAGEMENT

- 36 No person shall be a member of the Council of Management unless he or she is a member of the Company and until otherwise determined by a General Meeting the number of members of the Council shall not be less than 6 nor more than 12
- 37 (a) Up to 6 (but not less than 2) members of the Council of Management may (subject to Article 39 below) be elected at Annual General Meetings of the Company in accordance with these Articles. Such Council Members shall be known as Elected Council Members

(b) The Trustees of the Sisters of Chanty of St Vincent DePaul shall all have power to nominate one member of the Council of Management. Such nominations shall be submitted to the Secretary of the Company (as defined in Article 66 hereof) in writing by a resolution signed by the appointing trustees or a majority of them. Such members of the Council of Management shall be known as the Nominated Council Members and shall continue as members of the Council of Management until receipt by the Secretary of a written resolution of the appointing trustees in the required format appointing a new nominated Council Member or until he or she either dies or resigns as a member of the Council of Management

(c) Elected Council Members and Nominated Council Members jointly by majority vote shall have power from time to time to co-opt not more than four other persons (to be designated Specially Co-opted Council Members) who must satisfy in all respects other than those of election the general requirements as to membership of the Council of Management. Each Specially Co-opted Council Member shall retire at the Annual General Meeting next following his or her co-option unless that meeting approves his or her appointment by the passing of a resolution to that effect whereupon such person shall continue as a Specially Co-opted Council Member until the next Annual General meeting, when the same procedure shall apply, and similar approval shall be required at each and every Annual General Meeting for any further period of co-option of such person. In the event that the appointment of a Specially Co-opted Council Member is not approved by an Annual General Meeting and he or she retires such person shall not be eligible to be co-opted again without the approval of the Company in general meeting. The Elected Council Members and the Nominated Council Members jointly by majority vote shall have power to remove at any time any Specially Co-opted Council Member or Members, notwithstanding any approval of the appointment or appointments which may have been made by the Company in general meeting

(d) Unless otherwise stated in these Articles references to a Council Member or Members include either an Ordinary Council Member, the Nominated Council Members or the Specially Co-opted Council Member or all of these

38 The first Ordinary Council Members shall be the subscribers to the Memorandum of Association

39 The Council Members may be paid all reasonable and proper travelling expenses, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any sub-committee of the Council or General Meetings of the Company or in connection with the business of the Company. Any Council Member being a solicitor or other person engaged in any profession shall be entitled to charge and be paid all usual professional or other charges for work done by him or his firm in connection with the business of the Company when instructed by his co-members so to act in that capacity

BORROWING POWERS

40 The Council may exercise all the powers of the Company to borrow money, or to mortgage or charge its undertaking and property whether real or personal (including Deeds of Covenant entered into with the Company) or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party

POWERS AND DUTIES OF COUNCIL MEMBERS

- 41 The business of the Company shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made
- 42 The Council shall not be bound in any case to act personally but shall be at full liberty to employ any agent or servant to transact all or any business whatever nature required to be done in furthering the purposes of the Company and shall be entitled to be allowed and paid all charge and expenses incurred by them in the administration thereof provided that all undertakings of such agents and servants are reported back to the Council as soon as possible
- 43 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the Council shall from time to time by resolution determine
- 44 The Council shall cause minutes to be made in books provided for the purpose
- (a) of all appointments of officers, Friends and Honorary Officers made by the Council
 - (b) of the names of the Council Members present at each meeting of the council and of any sub-committee of the Council
 - (c) Of all resolutions and proceedings at all meetings of the Company and of the Council and of Sub-Committees of the Council.

DISQUALIFICATION OF MEMBERS

- 45 The Office of Council Member shall be vacated if a Council Member:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (b) he ceases to be or is prohibited from being a member of the Council by virtue of any provision of the Act relating to the disqualification of Directors, or
 - (c) become of unsound mind, or
 - (d) resigns his office by notice in writing to the Company;
 - (e) is convicted of any criminal proceedings (other than under the Road Traffic Act)
 - (f) shall for more than six months have been absent without permission of the Council from meetings of the Council held during that period
 - (g) if he undertakes an activity or so conducts himself in such a way as in the unanimous opinion of all the other members of the Council the interests of the Company would be prejudiced,
 - (h) if he ceases for any reason to be a member of the Company
- 46 A Council Member shall not vote in respect of any contract in which he is interested or any matter arising thereout

ROTATION OF ORDINARY COUNCIL MEMBERS

- 47 At the first Annual General Meeting of the company all Ordinary Council Members shall retire from office and at the Annual General Meeting in every subsequent year one-half of the Council Members for the time being, or, if their number is not a multiple of two, then the number nearest but not exceeding one-half shall retire from office
- 48 (a) The Ordinary Council Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Council Members on the same day those to retire shall (unless otherwise agreed among themselves) be determined by lot
- (b) A retiring Ordinary Council Member shall be eligible for re-election
- 49 The Company at the meeting at which such an Ordinary Council Member retires in manner aforesaid may fill the vacated office by electing any person thereto, and in default such retiring Ordinary Council Member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting is it expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Ordinary Council Member shall have been put to the meeting and lost
- 50 No person other than an Ordinary Council Member retiring at the Meeting shall, unless recommended by the Council, be eligible for election to the office of Ordinary Council Member at any General meeting, unless, not less than three or more than twenty one days before the date appointed for the meeting, there shall have been left at the office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is give, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected
- 51 The Council shall have power, at any time and from time to time, to appoint any person to be an Ordinary Council Member either to fill a casual vacancy or as an addition to the existing Ordinary Council Members, but so that the total number of Ordinary Members shall not at any time exceed the number fixed in accordance with these Articles
- 52 Any Ordinary Council Member appointed to fill a casual vacancy or as an addition to the existing Ordinary Council Members shall hold office only until the conclusion of the next following Annual General Meeting, and shall be eligible for re-election at such Meeting but shall not be taken into account in determining the Ordinary Council Members who are to retire by rotation at such meeting
- 53 The Company may by Ordinary Resolution, of which special notice has been given in Accordance with Section 142 of the Act, remove any Ordinary Council Member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Ordinary Council Member
- 54 The Company may by Ordinary Resolution appoint another person in place of an Ordinary Council Member removed from office under the immediately preceding article The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become an Ordinary Council Member on the day on which the Ordinary Council Member in whose place he is appointed was last elected an Ordinary Council Member

PROCEEDINGS OF COUNCIL MANAGEMENT

- 55 The Council Members may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 56 A Council member may, and the Secretary on the requisition of a Council Member shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any Council member for the time being absent from the United Kingdom.
- 57 The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be four.
- 58 The continuing Council Members 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 Council, the continuing Council Members or Member may act for the purpose of increasing the number of Council Members to that number or of summoning a General Meeting of the Company, but for no other purpose.
- 59 (a) The Council shall elect a Chairman and a Vice-Chairman of their meeting and determine the period for which they are to hold office, but, if at any time there is no Chairman or Vice-Chairman present within five minutes after the time appointed for holding any meeting the Council Members present may choose one of their number to be the Chairman of the meeting. The Council shall elect a Treasurer of the Company.
- (b) The Chairman and Vice-Chairman elected by the Council under the provisions of Article 60 (a), shall be ex-officio members of all executive committees, sub-committees, and branch management committees.
- 60 The Council from time to time may appoint one or more of its members and if necessary such other persons as it shall think fit to be an Executive Committee or Committees for discharging in such manner and subject to such rules as the Council prescribes such of the functions of the Council as relate to the day to day administration and management of the Company provided that all acts and proceedings of any such Executive Committee shall be reported in due course to the Council.
- 61 The Council may from time to time appoint such of its members and if necessary such other persons as it thinks fit to be a sub-committee or sub-committees and may delegate to any such sub-committee subject to such rules as the Council prescribes the exercise of all or any of the duties, powers and discretions of the Council provided that all acts and proceedings of any such sub-committee shall be reported as soon as possible to the Council and provided further that the meeting of any such sub-committee shall be quorate unless a majority of the persons present are members of that Council.
- 62 All acts done by any meeting of the Council or of any Executive Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Council Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every other person had been duly

appointed and was qualified to be a Council Member or Member of an Executive Committee

- 63 A resolution in writing, signed by all the Council Members for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the council duly convened and held, and may consist of several documents in the like form each signed by one or more of such Council Member

BRANCHES

- 64 (a) The Council may authorise the formation of branches of the Company at any place approved by it in the United Kingdom
- (b) Branches shall consist of at least three persons authorised in writing by the Council to constitute themselves as a Branch to undertake all or any of the objects of the Company in the branch area in conformity with the model Rules for Branches prescribed by the Council with such variations as the Council may prescribe or approve from time to time provided that no variation of Branch Rules either generally or in any particular case shall permit or purport to permit any Branch to do anything that would not be competent for the Company or the Council to do lawfully within the Company's objects provided that every branch shall itself be in chartable form and that the Council shall not prescribe or approve any variation in the Rules which would cause any branch to cease to be a charity at law
- (c) The Company may charge and branches shall pay to the Treasurer of the Company on their formation and thereafter annually such administration fees as shall be determined by the Council from time to time
- (d) The Council may in relation to any Branch from time to time,
- (i) limit the area or scope within which its work is to be done
 - (ii) by written direction at any time dismiss all or any of the members for the time being of a Branch Management Committee and appoint persons (being Members of the Company) in the place of all or any of the member or members so dismissed

The Council may by resolution duly proposed and passed by a majority of not less than two-thirds of its members present and voting at a Council meeting dissolve a branch and assume and carry on such of the activities of any such branch as it shall in its discretion determine

SECRETARY

- 65 The Secretary shall be appointed by the council for such term, at such remuneration and upon such conditions as the Council may think fit and any Secretary or Director so appointed by the Council may be removed by the Council
- 66 A provision of the Acts or these Articles requiring or authorising a thing to be done by or

to a Council Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Council Member and as, or in the place of, the Secretary. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person appointed may act in the place of the Secretary if there be no Secretary or no Secretary capable of acting

THE SEAL

- 67 The council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council, and every instrument to which the Seal shall be affixed shall be signed by a Council Member and shall be countersigned by the Secretary or by a second Council Member or some other person appointed by the Council for the purpose. In favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed

ACCOUNTS

- 68 The council shall cause proper books of account to be kept with respect to
- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place
 - (b) All sales and purchases of goods by the Company
 - (c) The assets and liabilities of the Company

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions

- 69 The books of account shall be kept at the registered office, or subject to Section 222 of the Act, at such other place or places as the Council think fit, and shall always be open to the inspection of the Members of the Council
- 70 The Council 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 Council Members and no member (not being a Council Member) shall have any right of inspecting any account or books or document of the Company except as conferred by statute or authorised by the Council in General Meeting
- 71 The Council shall from time to time in accordance with Sections 221 and 223 inclusive of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and reports as are referred to in those sections
- 72 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, shall not be 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 those documents to be sent to any person of whose address the Company is not aware or to more than one person of the joint holders of debentures

AUDIT

73 Auditors shall be appointed and their duties regulated according to the Act

NOTICES

74 A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address if any within the United Kingdom supplied by him to the Company for the giving of notice to 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 at the expiration of 24 hours after the letter containing the same is posted

75 Notice of every General Meeting shall be given in any manner herein before authonsed to 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 and to the Auditors for the time being of the Company

76 If a member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notice to him, he shall not be entitled to receive any notice from the Company

INDEMNITY

77 Every Council Member or other officer (including Auditor) of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to Section 310 of the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Council member or other officer (including Auditor) shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect in so far as its provisions are not avoided by the said section

WINDING UP

78 The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these articles

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Name	JOAN FRANCES MORIARTY	Signature	<i>Joan Moriarty</i>
Address	4 BIRCHVALE CLOSE KULME MANCHESTER	Status	NUN
Date	M15 5BJ 7/2/2007		

WITNESS TO THE ABOVE SIGNATURE:

14

JOHN HOGAN
39 CHARLECOTE ROAD
POYNTON,
CHESHIRE.
SK12 1DJ

J Hogan
7/2/2007
ACCUNTANT

NAMES

ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Name MARY THERESA BAIN
Address 4 BIRCHVALE CLOSE
Date MANCHESTER M15 5BJ
7/2/2007

Signature *Mary T. Bain*
Status NUN

WITNESS TO THE ABOVE SIGNATURE:

Name JOHN HOGAN
Address 39 CHARLECOTE ROAD,
POYNTON,
CHESHIRE SK12 1DJ
Date 7/2/2007

Signature *J. Hogan*
Status 7/2/2007

~~Name~~

~~Signature~~

~~Address~~

~~Status~~

~~Date~~

~~Name~~

~~Signature~~

~~Address~~

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