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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

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3235097

Name of company

* YOUNG CONCERN TRUST

* insert full
name of Company

I, JOHN WAKEFIELD BOGLE

of Second Floor, Rothwell House,

West Square, The High, Harlow, Essex

† 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(2)]† and that all the requirements of the above Act 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
provisions of the Statutory Declarations Act 1835Declared at Gate House SouthThe High Harlow Essex.

Declarant to sign below

the 24th day of FebruaryOne thousand nine hundred and Eighty Eightbefore me alprenA Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

EUGENE C ANLERN LLB

SOLICITOR

Presentor's name address and
reference (if any):

For official Use

New Companies Section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Chancery Street, London SE1 5TS

4-86 BHAM

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Companies G12

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COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent**30(5)(a)**Please do not
write in
this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering**Note**This declaration
should accompany
the application for
the registration of
the company* Insert full name
of company

For official use

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Company number

--

Name of company

* YOUNG CONCERN TRUST

I, JOHN WAKEFIELD BOGLE

of Second Floor, Rothwell House, The High, Harlow, Essex

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

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

Declared at Highway House, The High
Harlow, Essex

Declarant to sign below

the 24th day of February
One thousand nine hundred and eighty-eight
before me L. J. J. J.John Bogle

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name address and
reference (if any):

For official Use

New Companies Section

Post room

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COMPANIES FORM No. 10

Statement of first directors and secretary and intended situation of registered office

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

*Insert full name
of company

Name of company

* YOUNG CONCERN TRUST		
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The intended situation of the registered office of the company on incorporation is as stated below

Little Hallingbury Place,	
Nr. Bishop's Stortford,	
Herts.	Postcode CM22 7RE

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

Agent's name and address	
Postcode	

Number of continuation sheets attached (see note 1)

--

Presenter's name, address and
reference (if any):

For official use

General Section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director(s) of the company (note 2) are as follows:

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) TORRELLSEN		Business occupation Leisure & Recreation Management Consultant	
Previous name(s) (note 3) GEORGE		Nationality British	
Address (note 4) Recreation Management Consultancy, Sportcentre, Hammarskjold Road, Harlow,		Date of birth (where applicable) (note 6) 22.12.34.	
Postcode	CM20 2JF		
Other directorships† None.			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 22.1.88.	

Name (note 3) MILLS		Business occupation Director of Harlow Council of Voluntary Service	
Previous name(s) (note 3) PETER		Nationality British	
Address (note 4) Harlow Council of Voluntary Service, Bentham House, Hamstel Road, Harlow,		Date of birth (where applicable) (note 6) 29.10.45.	
Postcode	CM20 1EP		
Other directorships† NONE			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 22.2.88	

Name (note 3) KEMP-WELCH		Business occupation (Housewife)	
Previous name(s) (note 3) DIANA		Nationality British	
Address (note 4) LITTLE HALLINGBURY PLACE, Nr. Bishop's Stortford, Herts.		Date of birth (where applicable) (note 6) 7.3.40.	
Postcode	CM22 7RE		
Other directorships† None.			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 22.2.88.	

The names and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries of the company are as follows

Please complete
legibly, preferably
in black type, or
bold black lettering

Name (notes 3 & 7)		KEMP-WELCH	
Previous name(s) (note 3)		DIANA	
Address (notes 4 & 7)		Little Hal'ingbury Place, Bishop's Stortford, Herts.	
I consent to act as secretary of the company named on page 1		Postcode	CM22 7RE
Signature <i>D. Kemp-Welch</i>		Date 22.2.88.	

Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
I consent to act as secretary of the company named on page 1		Postcode	
Signature		Date	

Delete if the form is
signed by the
subscribers.

Signature of agent on behalf of subscribers <i>NR</i>	Date 22.2.88
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Delete if the form is
signed by an agent
on behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date



223509Y

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF YOUNG CONCERN TRUST

1. The name of the Association (hereinafter called "the Company") is Young Concern Trust.
2. The registered office of the Company will be situated in England.
3. The Company is established to promote education and training in the field of "intermediate treatment" of young people who are delinquent or exposed to moral danger. 'Intermediate Treatment' means the education of young persons within the community with a view to reducing the need for their removal to residential institutions. In furtherance of the said objects, but not further or otherwise, the Company shall have power:
 - (a) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes;
 - (b) to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
 - (c) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research;
 - (d) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
 - (e) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
 - (f) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
 - (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;



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- (h) to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED THAT the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;
- (i) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- (k) to invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (m) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- (n) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- (o) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- (p) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (q) subject to the provisions of clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants;
- (r) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;
- (s) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;

...in where necessary local branches (whether
action moves or not);

to do all such other lawful things as shall further the
above objects or any of them.

provided that:-

(i) in case the Company shall take or hold any property
which may be subject to any trusts, the Company shall
only deal with or invest the same in such manner as
allowed by law, having regard to such trusts.

(ii) the objects of the Company shall not extend to the
regulation of relations between workers and employers
or organisations of workers and organisations of
employers.

(iii) in case the Company shall take or hold any property
subject to the jurisdiction of the Charity
Commissioners for England and Wales, the Company shall
not sell, mortgage, charge or lease the same without
such authority, approval or consent as may be required
by law, and as regards any such property the Management
Committee of the Company shall be chargeable for any
such property that may come into their hands and shall
be answerable and accountable for their own acts,
receipts, neglects and defaults, and for the due
administration of such property in the same manner and
to the same extent as they would as such Management
Committee have been if no incorporation had been
effected, and the incorporation of the Company shall
not diminish or impair any control or authority
exercisable by the Chancery Division of the High Court
or the Charity Commissioners over such Management
Committee 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 shall be applied
solely towards the promotion of its objects as set forth in
the Memorandum of Association and no portion thereof shall be
paid or transferred, directly or indirectly, by way of
dividend, bonus or otherwise howsoever by way of profit, to
members of the Company and no member of its Management
Committee shall be appointed to any office of the Company
paid by salary or fees or receive any remuneration or other
benefit in money or money's worth from the Company.

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

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

- (b) of interest on money lent by any member of the Company or of its Management Committee at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Management Committee or 3 per cent whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Management Committee;
 - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Management Committee may be member holding not more than 1/100 part of the capital of that company; and
 - (e) to any member of its Management Committee of reasonable and proper out-of-pocket expenses.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while 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, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property 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 in so far as effect cannot be given to such provision, then to some other charitable object.

Names, signatures, addresses and descriptions of Subscribers

GEORGE TORKILDSEN

Recreation Management Consultancy,
Sportcentre,
Hammarskjold Road,
Harlow. CM20 2JF

Leisure and Recreation Management Consultant,
Magistrate.

PETER MILLS

Director of Harlow Council of Voluntary Service,
Bentham House,
Hamstel Road,
Harlow, CM20 1EP

Director of Harlow Council of Voluntary Service.

DIANA KEMP-WELCH

Little Hallingbury Place,
Nr. Bishop's Stortford,
Herts. CM22 7RE

Magistrate.

STEWART WALLACE

Community Services Department,
Harlow Council,
Town Hall,
Harlow, CM20 1HJ

Head of Community Services, Harlow Council.

TIMOTHY LAVERY

Harlow Probation Office,
13 Market House,
Stone Cross,
Harlow, CM20 1BL

Senior Probation Officer, Harlow.

JOHN DAY

Social Services
Level 10,
Terminus House,
The High,
Harlow, CM20 2YE

Principal Officer, Harlow Social Services.

MICHAEL WALKER

Police Station,
Harlow, CM20 1HG

Station Inspector, Harlow Police.

DEREK MACNAB

Leisure Services Department,
Harlow Council,
1 Adams House,
The High,
Harlow, CM20 1BL

Recreation Officer, Harlow Council.

JOHN WILLIAMS

Harlow Sportcentre,
Hammarskjold Road,
Harlow, CM20 2JF

Officer at Harlow Sportcentre.

M.R. Walker

D. Macnab

J. Williams

Witnesses to the above Signatures:-

GEORGE TORKILDSEN	<u>P.A. Kendall</u> ✓	Dated <u>22/2/88</u>
PETER MILLS	<u>G.T. Gifford</u> ✓	Dated <u>22/2/88</u>
DIANA KEMP-WELCH	<u>P.A. Kendall</u> ✓	Dated <u>22/2/88</u>
STEWART WALLACE	<u>P.A. Kendall</u> ✓	Dated <u>22/2/88</u>
TIMOTHY LAVERY	<u>P.A. Kendall</u> ✓	Dated <u>22/2/88</u>
JOHN DAY	_____	Dated _____
MICHAEL WALKER	<u>J. Allen</u> ✓	Dated <u>22/2/88</u>
DEREK MAQAB	<u>[Signature]</u> ✓	Dated <u>22.2.88</u>
JOHN WILLIAMS	<u>P.A. Kendall</u> ✓	Dated <u>22/2/88</u>

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF YOUNG CONCERN TRUST
INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 1985.

"the Committee" means the Management Committee of the Company.

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

"secretary" means any person appointed to perform the duties of the secretary of the Company.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing and reproducing words in a visible form.

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

OBJECTS

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

MEMBERS

3. The number of members with which the Company proposes to be registered is 40, but the Committee may from time to time register an increase of members.

4. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Company. The Company membership shall include representatives from the following: Harlow Council, Essex County Council, Harlow Council of Voluntary Service, Harlow Recreation Trust, Harlow and District Sports Trust, Eastern Region and Harlow Sports Councils, Essex Probation Service, Essex County Council Social Services Department, Essex Police, the Harlow Magistrates' Court, the legal profession, industry and commerce and also representatives of grant-making and donating bodies.

5. An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have a right to be heard before a final decision is made.

6. Unless the members of the Committee or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 21 the Committee members may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than six.

GENERAL MEETINGS

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

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

NOTICE OF GENERAL MEETINGS

9. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. Other meetings shall be called by a least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting 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 by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

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

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

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

PROCEEDINGS AT GENERAL MEETINGS

11. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Ten members present or 1/10th of the membership whichever is the greater in person shall be a quorum. If within half an hour after 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 be 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 Committee may determine.

13. The Chairman, if any, of the Committee shall chair every General Meeting of the Company or if there is no such 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 members of the Committee present shall elect one of their number to chair the meeting.

14. 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. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

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

Unless a poll is 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 the effect in 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.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

VOTES OF MEMBERS

20. Every member shall have one vote.

21. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

22. Any Organisation which is a member of the Company may by resolution of its Committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

COMMITTEE OF MANAGEMENT

23. When complete the Management Committee shall initially consist of not less than 6 members and not more than 12 members.

24. The Committee members may be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

25. The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or of any third party.

POWERS AND DUTIES OF THE COMMITTEE

26. The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

27. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed draw accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine.

28. The Committee shall cause minutes to be made

- (a) of all appointments of officers made by the Committee
- (b) of the names of the Committee members present at each Committee Meeting.

- (c) of all resolutions and proceedings at all meetings of the Company, and of the Committee.

DISQUALIFICATION OF COMMITTEE MEMBERS

29. The office of Committee member shall be vacated if the member:--

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Committee member by reason of any order made under Section 295 of the Act; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (d) resigns his office by written notice to the Company; or
- (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act.

30. A Committee member shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ELECTION OF COMMITTEE MEMBERS

31. At the first and every subsequent Annual General Meeting of the Company one-third of the Committee members shall retire in rota from office.

32. A retiring Committee member shall be eligible for re-election.

33. The Company at the meeting at which a Committee member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Committee member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

34. No person other than a Committee member retiring at the meeting shall unless recommended by the Committee be eligible for election to the Committee at any General Meeting unless, not less than three nor more than twenty-one days before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

35. The Company may from time to time by ordinary resolution increase or reduce the number of Committee members.

36. The Committee shall have power at any time to appoint any person to be a Committee member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Committee members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

37. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act remove any Committee member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Committee member removed under this Article.

PROCEEDINGS OF THE COMMITTEE

39. The Committee 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. A Committee member may, and the secretary on the request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee Meeting to any member for the time being absent from the United Kingdom.

40. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be one-third of the membership of the Committee, subject to a minimum of three.

41. The Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.

42. The Committee may elect a chairman of their meeting and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting.

43. The Committee may delegate any of their powers to sub-committees consisting of such member or members of their body as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.

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

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

46. All acts done by any meeting of the Committee or of a Sub-Committee, or by any person acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee member.

47. A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Committee members.

SECRETARY

48. Subject to Section 283 of the Act the secretary shall be appointed by the Committee for such term at such remuneration and upon such conditions as the Committee may think fit; and any secretary so appointed may be removed by it; provided always that no Committee member may occupy the salaried position of secretary.

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

THE SEAL

50. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a sub-committee authorised by the Committee in that behalf and every instrument to which the seal shall be affixed shall be signed by a Committee member and shall be countersigned by the secretary or by a second Committee member or by some other person appointed by the Committee for the purpose.

ACCOUNTS

51. The Committee shall cause accounting records to be kept in accordance with sections 221-222 of the Act.

52. The accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the officers of the Company.

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

54. The Committee shall from time to time, in accordance with Sections 238-242 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

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

AUDIT

56. Auditors shall be appointed and their duties regulated in accordance with Sections 384-392 of the Act.

NOTICES

57. 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. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

58. Notice of every general meeting shall be given in any manner hereinbefore authorized to:-

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditor for the time being of the Company; and
- (d) each Committee member.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

59. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

60. (a) The Committee may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may be such Rules or Bye Laws regulate:

- (i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.

(ii) The conduct of members of the Company in relation to one another, and to the Company's employees.

(iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.

(iv) And, generally, all such matters as are commonly the subject matter of Company rules.

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

61. The headings in these articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.

Names, signatures, addresses and descriptions of Subscribers

GEORGE TORKILDSEN

G. Torkildsen

Recreation Management Consultancy,
Sportcentre,
Hammarskjold Road,
Harlow, CM20 2JF

Leisure and Recreation Management Consultant,
Magistrate.

PETER MILLS

P. Mills

Director of Harlow Council of Voluntary Service,
Bentham House,
Hamstel Road,
Harlow, CM20 1BF

Director of Harlow Council of Voluntary Service.

DIANA KEMP-WELCH

D. Kemp-Welch

Little Hallingbury Place,
Mr. Bishop's Stortford,
Herts. CM22 7RE

Magistrate.

STEWART WALLACE

Stewart Wallace

Community Services Department,
Harlow Council,
Town Hall,
Harlow, CM20 1HJ

Head of Community Services, Harlow Council.

TIMOTHY LAVERY

T. Lavery

Harlow Probation Office,
13 Market House,
Stone Cross,
Harlow, CM20 1BL

Senior Probation Officer, Harlow.

T. Lavery

~~VERBODEN~~

~~Box 104, 10400-000,
Level 10,
Terminus House,
The High,
Harlow, CM20 2YR~~

Principal Officer, Harlow Social Services.

MICHAEL WALKER

M R Walker

Police Station,
Harlow, CM20 1HG

Station Inspector, Harlow Police.

DEREK MACNAE

D Macnae

Leisure Services Department,
Harlow Council,
1 Adams House,
The High,
Harlow, CM20 1BL

Recreation Officer, Harlow Council.

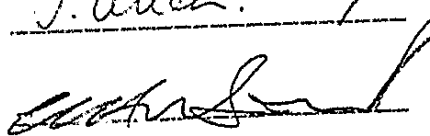
JOHN WILLIAMS

J Williams

Harlow Sportcentre,
Hammarskjold Road,
Harlow, CM20 2JF

Officer at Harlow Sportcentre.

With CP to the above signatures:-

GEORGE TORKILDSEN	P. A. V. Kendall /	Dated 22/2/88
PETER MILLS	S. T. G. 12/2/88 /	Dated 22/2/88.
DIANA KEMP-WELCH	P. A. V. Kendall /	Dated 22/2/88
STEWART WALLACE	P. A. V. Kendall /	Dated 22/2/88.
TIMOTHY LAVERY	P. A. V. Kendall /	Dated 22/2/88.
JOHN DAY		Dated _____
MICHAEL WALKER	J. Allen. /	Dated 22/2/88.
DEREK MACNAB	 /	Dated 22.2.88
JOHN WILLIAMS	P. A. V. Kendall /	Dated 22/2/88

FILE COPY



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

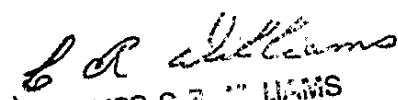
No. 2235097

I hereby certify that

YOUNG CONCERN TRUST

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

Given under my hand at the Companies Registration Office,
Cardiff the 24 MARCH 1988


MRS C. R. WILLIAMS

an authorised officer



NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company contain some documents which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.