

THE COMPANIES ACT 2985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF WEST SILVERTOWN VILLAGE COMMUNITY FOUNDTION

1. The name of the Company (hereinafter called “the Company”) is West Silvertown Village Community Foundation”.

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are to promote the following charitable purposes within that part of the London Borough of Newham comprised in West Silvertown and its environs (the “area of benefit”) by:-

- (1) to relieve persons who are in condition of needs, hardship or distress;
- (2) the protection and preservation of health;
- (3) the advancement of education and learning including the provision of vocational training among inhabitants of the area of benefit;
- (4) to advance public education in the Arts;
- (5) to provide or assist in the provision of facilities for recreation or other leisure-time occupation for the inhabitants of the area of benefit in the interests of their social welfare and with the object of improving their condition of life;
- (6) to promote high standards of planning, architecture and social provision in or affecting the area of benefit;
- (7) to secure the preservation, protection, development and improvement of the physical and social environment in order to improve the condition of life of the inhabitants and the neighbourhood in which they live.

PROVIDED that in furtherance of all or any of the above objects the Company shall have power to promote provide or assist activities outside the area of benefit where it is of the opinion that to do so will benefit the inhabitants of the area of benefit.

4. In furtherance of such objects but not otherwise the Company shall have the

following powers:-

- (i) to promote civic pride in the area of benefit and a sense of social responsibility in the community;
- (ii) the provision of advice and information to the inhabitants of the said area;
- (iii) to act as a co-ordinating body and to work with the Local Authorities, Planning Committees and all other Statutory Authorities/Undertakers, Voluntary Organisations, Charities commercial and other bodies and persons providing services to the community in the area of benefit;
- (iv) to provide or assist in the provision of health care and treatment and through education and otherwise to promote high standards of health;
- (v) to promote other charitable purposes for the benefit of the community or of an appreciably large sector of the community consisting of the inhabitants of the said area;
- (vi) subject to the previous sub-clauses to make contributions to the Charities Aid Foundation or any other charitable trusts, associations, bodies or corporations from time to time in existence having as, or among, their objects all or any of the objects set out above;
- (vii) to promote community businesses which are non-profit making or which employ the whole of their profits for the public benefit and whose objectives and activities are directed towards the provision of paid employment to poor residents of the area of benefit or towards relief of the needs of poor residents of the area of benefit or towards other purposes of general public utility and the acquisition and holding of the shares, stocks, debentures and other interests in Companies whose objectives and activities are so directed and the provision of managerial, supervisory and consultancy services to or in respect of such Companies;
- (viii) to purchase, take on lease, or exchange, hire, licence or otherwise acquire for any estate or interest any property whether real or personal and of any description which may be deemed necessary or convenient for any of the purposes of the Company;
- (ix) to acquire any estate or interest in land and to construct maintain and/or alter or execute works in respect of any offices, houses, buildings or land;
- (x) subject to such consents as may be required by law to hold , sell, manage, lease, licence, mortgage, dispose of or otherwise deal with all or any part of the property or assets of the Company;

- (xi) subject to such consents as may be required by law to borrow and raise money for any of the purposes of the Company in such manner as the Company may think fit, mortgaging or charging all or any such property as may legally be mortgaged or charged with capital sums if so required;
- (xii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments;
- (xiii) to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of or other assistance for the Company, in the shape of donations, annual subscriptions or otherwise howsoever Provided that the Company shall not undertake any permanent trading activities in furtherance of its charitable objects;
- (xiv) to print, publish and distribute any newspaper, periodicals, pamphlets, reports, journals, films, microfilms, photographic slides and other audio, visual or other audio visual material, instructional matter, books or leaflets and to organise lectures, broadcasts and other courses of instruction necessary for the promotion of its objects;
- (xv) to invest the moneys of the Company not immediately required for its purposes 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;
- (xvi) to retain or employ such professional, administrative or technical advisers, consultants or employees not including any member of the Trust Board of the Company as may be required for the purposes of the Company and to pay reasonable fees or remuneration for their services and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of such persons, their widows and other dependants;
- (xvii) to undertake and execute any charitable trusts or other such thing necessary for the promotion of any of the objects of the Company;
- (xviii) to subscribe to any local or other charities and to grant donations for any charitable purpose connected with the objects of the Company and to make loans to any of the same;
- (xix) to accept subscriptions and donations (whether of money real or personal estate) and devises and bequests and whether subject to any special trust

or not and to enter into agreements with donors concerning the purposes (being in all respects within the charitable objects of the Company) for which such subscriptions or donations and/or the income therefrom may be used (including use for the establishment of an endowment fund or funds whether the same be in support of the Company's charitable activities generally or for stipulated charitable purposes);

- (xx) subject to such consents as may be required by law to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) received by but not capable of being occupied for the purposes of the Company and generally to manage, invest and expend all moneys belonging to the Company;
- (xxi) to promote any other charitable company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite or subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;
- (xxii) 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;
- (xxiii) to purchase, accept or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any company, institution, society or association with which the Company is authorised to amalgamate;
- (xiv) to co-operate or associate with any person, company, society, institution, association or public or local authority for the purposes only of implementing the objects of the Company and in connection therewith to enter into agreements with any such bodies for the joint administration of grants programmes including the invitation of applications for assistance, the drawing up and publication of criteria for use in their determination and procedures for consultation with such bodies;
- (xv) to do all such other lawful things as are necessary to the attainment of the above objects or any of them.

PROVIDED that

- (a) 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;

- (b) the objects of the Company shall not extend to the regulation of relations between workers and employers or between organisations of workers and organisations of employers;
- (c) 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 Trust board 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 such Trust Board would 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 Trust Board, 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.

5. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Trust Board shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company PROVIDED that nothing herein shall prevent any payment in good faith by the Company:-

- (A) of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company (not being a member of its Trust Board in return for any services actually rendered to the Company);
- (B) of interest at reasonable and proper rates on money lent or reasonable and proper rent for premises demised or let by any member of the Company or of its Trust Board;
- (C) to any member of its Trust Board of reasonable and proper out-of-pocket expenses;
- (D) to any Company of which a member of the Trust Board may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

6. The liability of the members is limited.

7. 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 the payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding-up and/or the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding TEN POUNDS (£10.00).

8. If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 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 be given to such provision then to some other charitable object.