4472697

The Companies Acts 1985 and 1989
COMPANY LIMITED BY SHARES

Memorandum of association

OF

ESP PROJECTS LIMITED

WEDNESDAY

A36VG5JI
A46 10/12/2008 122
COMPANIES HOUSE

1. The Company's name is ESP Projects Limited
2. The Company's Registered Office is to be situated in England and Wales
3. The Company's Objects are:

(A) To contribute to the development of the social economy and organisations and organisations and individuals operating within it by:

1. The employment and training of local people – particularly those facing barriers to the labour market – in the field of ICT.
2. Provision of high quality, impartial ICT advice and support to third sector organisations to help them become more effective in delivering their social outcomes.
3. To encourage clients to think strategically about ICT and to foster a greater awareness of both its benefits and costs.
4. To participate in partnerships, collaborative working and learning exercises to help third sector organisations get the most from ICT.
5. To provide bursaries and dividends using the profits of the company to benefit the wider community.

(B) To carry on any other trade or business which can, in the opinion of the board of directors, be advantageously carried on by the company in connection with or as ancillary to any of the above businesses or the general business of the company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest and lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licenses, secret processes, machinery, plant, stock –in-trade, and any real personal property of any kind necessary or convenient fro the purpose of or in connection with the company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purpose of or in connection with the company's business, and for the purposes of or in connection with the borrowing or raising of money by the company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the company's, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurance.

(G) To make advances to customers and others with or without security, and upon such terms as the company's may approve, and to guarantee the liabilities, obligations and contracts of any other person, firm or company whether a customer of the company or otherwise, and the dividends, interest and capital of the shares, stocks or securities of any company of or which this company is a member or is otherwise interested.

(H) To receive money on deposit or loan upon such terms as the company may approve, and generally to act as bankers for customers and others.

(I) To grant pensions, allowances, gratuities and bonuses to officers or ex officers, employees or ex employees or ex employees of the company or of any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any subsidiary

or to the dependant or any member of the family of such persons, and to contribute to any fund and pay premiums for the purchase or provision of any such benefit and to establish and support , or aid in the establishment and support of any, schools and educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit – sharing scheme calculated to advance the interests of the company or of the officers of in persons employed by the company or any such subsidiary.

(J) To draw, make, accept, endorse , negotiate, discount and execute promissory notes, bill of exchange, and other negotiable instruments

(K) To invest and deal with the moneys of the company not immediately required for the purpose of the business of the company in or upon such investments and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the company either in cash or fully or partly paid – up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another, and generally on such terms as the company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company, either in cash, by instalments or otherwise, or in fully or partly paid – up shares or stock of any company or corporation , with or without preferred or differed or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debenture or debenture stock, mortgages or other securities of any company or corporation, or partly in one more and partly in another, and generally on such terms as the company may determine, and to hold , dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To amalgamate with or enter into partnership or arrangement for sharing profits, union of interests, reciprocal concession or co- operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this company or which is capable of being carried on so as directly or indirectly to benefit this company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company , and to grantee the contracts or liabilities of, subsidise or otherwise assist any such company.

(O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on , or the carrying on of which is calculated to benefit this company or to advance its interests, or possessed of property suitable for the purposes of the company

(P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company for such consideration as the company may think fit.

(Q) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with sanction (if any) for the time being required by law

(R) To do all or any of the above things in any part of the world, and either as principles, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub – contractors or otherwise.

(S) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is herby declared that:-

A) the words "company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether incorporated , registered, resident or domiciled in the United Kingdom or elsewhere, and

B) the object of the company specified in each of the forgoing paragpraphs if this clause shall be distinct and separate objects of the company and shall be no way limited by reference to any other paragraphs hereof or to the order in which the same occur, but shall be construed in as wider sense as possible as if each of the said paragraphs defined the objects of a separate and distinct company

4. The liability of the members is limited

5. The Company's Share Capital is £101,000 divided into the following quantities but where such quantities and rules governing the allocation and disbursement of these shares are governed wholly by the Articles of Association of the Company
   a. 46 Category A Ordinary shares of £10 each
   b. 46 Category B Ordinary shares of £10 each
   c. 8 Category C Ordinary shares of £10 each
   d. 40 Social Equity Preference shares of £2,500 each

We, the subscribers of the company hereby approve this amended Memorandum of Association:

Name, Address and Signature of Subscribers	**Number & Type of Shares**
Signed:_____ KARL BARTON FOR WOODTHORPE DEVELOPMENT TRUST, 14 ULLEY ROAD, SHEFFIELD, S13 8BB	10 'B' shares
Signed: K. Stones KENNETH STONES FOR IMBY LTD, Unit 25, Doncaster Business Innovation Centre, Ten Pourd Walk, Doncaster, DN4 5HX	4 'B' shares
Signed: Graham D Dunce GRAHAM DUNCAN FOR ST MARYS COMMUNITY CENTRE, ST MARY'S GATE, BRAMALL LANE, SHEFFIELD, S2 4QZ	2 'B' shares
Signed: Norman Perrin NORMAN PERRIN FOR PACES DEVELOPMENT LTD, PACES CAMPUS, PACKHORSE LANE, SHEFFIELD, S35 3HJ	5 'B' shares
Signed:_____ Hannah Twyford FOR LOCAL, 41 SOUTHEY AVENUE, SHEFFIELD, S5 7NN	5 'B' shares
Signed:_____ IAN DRAYTON FOR SOAR ENTERPRISES C/O 11 SOUTHEY HILL, SHEFFIELD, S5 8BB	10 'B' shares
Signed:_____ DAVE THORNETT FOR SCEDU, 53 MOWBRAY STREET, SHEFFIELD, S3 8EN	10 'B' shares 3 Social Equity

Signed: _____ MORGAN KILLICK, 131 MACHON BANK ROAD, SHEFFIELD, S7 1PH	46 'A' shares 2 'C' shares
Signed: _____ MATTHEW JAMES, 21 Rotherham Road, Handsworth, S13 4LJ	2 'C' shares
Signed: _____ AMAR KHAN, 89 ELLERTON ROAD, SHEFFIELD, S5 6UF	1 'C' share
Signed: _____ IAN BARWICK, 6 GIBSON WORKS, ST MARYS ROAD, SHEFFIELD, S2 4AN	1 'C' share
Signed: _____ JASON FRANCIS, 199 MANOR OAKS ROAD, SHEFFIELD, S2 5EB	2 'C' shares

Dated this 31ST day of OCTOBER 2008.

Name, address and signature of witnesses:

Manal Loftullah

Oldquarry, Sitwell Grove Moorgate, Rotherham, S60 3AY