

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

41a

Please do not write in this binding margin



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

*Insert full name of Company

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] [] [] [] [] [] [] []

[1616939] [1]

Name of Company

ALLIED-LYONS CHARITABLE TRUST

I, Frederick Henry Fearn

of 106 Woodland Drive, Watford, Herts

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am†

in full
—Secretary

of Allied-Lyons Charitable Trust

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto 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 1835

Declared at Allied House, 156 St. John Street
London EC1

Signature of Declarant

the 31st day of December

One thousand nine hundred and eighty-one

before me. R.D. Howarth (R.D. Howarth)

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):

Mr F H Fearn
Allied-Lyons PLC
Allied House
156 St John Street
LONDON EC1P 1AR

For official use

New companies section

Post room



28/1
14.12.81.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE
(AND NOT HAVING A SHARE CAPITAL)

1616939/2

MEMORANDUM OF ASSOCIATION

- of -

ALLIED-LYONS CHARITABLE TRUST

1. The name of the Company ^{is} "Allied-Lyons Charitable Trust".

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

3. The objects for which the Company is established are:-

(1) To promote any charitable purpose or purposes and to support any charitable institution or institutions and in particular but without any prejudice to the generality of the foregoing:-

(a) To promote the relief of sickness of persons whether suffering from mental or physical illness, or those suffering from infirmity as a result of old age, and the treatment of, and research into, debilitating illnesses and diseases of any kinds whether mental or physical and to publish the useful results of all such research.

(b) To promote the relief of sickness of persons suffering from alcoholism or drug dependence and research into the prevention and cure of alcoholism or drug dependence and to publish the useful results of all such research.

(c) To advance education in all subjects including science in schools and universities or other institutions of higher education and to advance scientific research of benefit to the Community and to publish the useful results of all such research.

And the Company shall have the following powers exercisable in furtherance of its said objects or any of them but not otherwise namely:-



- (2) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any purposes of the Company.
- (3) To construct, maintain, improve, rebuild and alter any houses, buildings, or works necessary for the purposes of the Company
- (4) To take gifts of any property including any interest therein, whether subject to any special trust or not, for any one or more of the objects of the Company.
- (5) 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 the Company, in the shape of donations, annual subscriptions, or otherwise.
- (6) To print and publish any newspapers, periodicals, books or leaflets necessary for the promotion of its objects.
- (7) To sell, manage, lease, mortgage, charge, insure, dispose of, or otherwise deal with or turn to account all or any part of the property of the Company.
- (8) To borrow and raise money for the purposes of the Company in such manner as the Company may think fit and so that without prejudice to the generality hereof the Company may mortgage, charge or otherwise deal with property or any interest in the same held by the Company.
- (9)
 - (a) To invest income received by the Company not immediately required for its purposes in or upon such investments, securities or property of whatever nature and wherever situated or place the same on deposit at interest with any bank insurance company or local authority as may be thought fit provided always that income received by the Company (or sums equivalent to the same) and whether from its investments or otherwise shall be applied in the furtherance of the Company's objects not later than twelve months after receiving the same.
 - (b) To invest the capital of the Company not immediately required for its purposes in or upon such investments, securities, land (including any estate or interest in the same) and property of whatever nature and wherever situated and whether income producing or not including such personal credit with or without security as may be thought fit.

PROVIDED ALWAYS that the powers in sub-clauses 9(a) and 9(b) shall be exercised subject to such conditions and consents as may from time to time be imposed or required by law and subject also to the provisions hereinafter contained.

- (10) To undertake any trusts which will further any of the objects of the Company.
- (11) To make contributions to the Charities Aid Foundation, to subscribe to any local or other charities, and to grant donations for any charitable purpose which will further the objects.
- (12) To grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows children or other dependants of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees or former employees of the Company their widows children and other dependants
- (13) To establish and support, and to aid in the establishment and support of, any other legally charitable associations bodies or corporations formed for all or any of the objects of the Company.
- (14) To amalgamate with any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of the Company.
- (15) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (16) To transfer all or any part of the property, assets, liabilities and engagements of this Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (17) To do all such other lawful things as are necessary to the attainment of 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 Board of Directors 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 Board of Directors have been if no incorporation had been effected, and the incorporation of the members shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Board of Directors but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated;
- (iv) except with the consent of the Secretary of State for Trade and Industry the Company shall not acquire hold or retain either itself or through nominees shares or other rights in any other company which in the aggregate carry the right to exercise more than 40% of the total voting rights exercisable at a general meeting of such company by all its members.

4. The income and property of the Company 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 Board of Directors 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.

Providing 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 not being a member of the Board of Directors for any services rendered to the Company;

- (b) of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2% less than the National Westminster Bank Limited Base Lending Rate or 3% whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a Director may be a member holding not more than 1/100 part of the capital of that Company;
- (e) to any member of its Board of Directors of 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 ten pounds.

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 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 charitable object.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Keith Showering

Keith Stanley Showering (Sir)
Company Director

Derrick Holden-Brown

Derrick Holden-Brown (Sir)
Company Director

Alex Sandor Alexander

Alex Sandor Alexander (Sir)
Company Director

John William Willis Clemes

John William Willis Clemes
Company Director

Frederick Henry Fearn

Frederick Henry Fearn
Company Secretary

all of:

156 St John Street
LONDON EC1P 1AR

DATED this 31st day of December 1981.

WITNESS to the above signatures

R. P. Hottel

156 St John Street
London EC1P 1AR.
Personal Assistant.



DEPARTMENT OF TRADE

LICENCE granted by the Secretary of State
pursuant to Section 19(1) of the Companies Act, 1948

WHEREAS it has been proved to the satisfaction of the Secretary of State for Trade
that ALLIED-LYONS CHARITABLE TRUST

an Association about to be formed as a limited company under the Companies Act,
1948, is to be formed for promoting objects of the nature contemplated by Section 19
of that Act, and that it is the intention of the said Association that the income and
property of the said Association whencesoever derived shall be applied solely
towards the promotion of the objects of the said Association as set forth in its
Memorandum of Association and that no portion thereof shall be paid or transferred,
directly or indirectly, by way of dividend or bonus to the members of the said
Association

NOW, THEREFORE, in consideration of the provisions and conditions contained in
the Memorandum and Articles of Association of the said Association as subscribed
by FIVE members thereof on the THIRTY-FIRST
day of DECEMBER 1981, and on the conditions annexed hereto, the Secretary
of State in exercise of his powers under subsection (1) of the said Section 19, does
by this licence direct that ALLIED-LYONS CHARITABLE TRUST

be registered as a company with limited liability, without the addition of the word
"Limited" to its name.

SIGNED this TWELFTH

day of FEBRUARY

1982


Authorised by the Secretary of State

1. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles for the time being in force, unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales.

2. No addition, alteration, or amendment shall be made to or in Clause four or Clause seven of the Memorandum of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Secretary of State for Trade.

1616939

COMPANY LIMITED BY GUARANTEE
(AND NOT HAVING A SHARE CAPITAL)

ARTICLES OF ASSOCIATION

- of -

ALLIED-LYONS CHARITABLE TRUST

I GENERAL

1. In these Articles:-

"the Act" means the Companies Act 1948.

"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.

"The Board" shall mean the Board of Directors for the time being.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or 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.

II MEMBERS

2. The number of Members with which the Company proposes to register is five, but the Directors may from time to time register an increase of Members.

3. (a) The Subscribers to the Memorandum of Association and such other persons as the Directors shall admit to Membership shall be Members of the Company.

(b) The provisions of Section 110 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the Register of members on becoming a member.

(c) Any member may withdraw from the Company upon giving one month's notice in writing to the Company of his intention to do so, and upon the expiration of such notice he shall cease to be a member.

(d) The Board may at any time, by notice in writing served as hereinafter provided, require a member to withdraw from the Company, and the person so required to withdraw shall at the expiration of one month from such notice being given cease to be a member.

(e) The Company is established for the purposes expressed in the Memorandum of Association.

III GENERAL MEETINGS

4. The Company shall in each year hold a General Meeting as its 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 Directors shall appoint.

5. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The Directors 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 requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director 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 Directors.

IV NOTICE OF GENERAL MEETINGS

7. 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 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 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.

8. 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.

V PROCEEDINGS AT GENERAL MEETINGS

9. 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 reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

10. 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 otherwise provided in these Articles two Members present in person or by proxy shall be a quorum.

11. If within half an hour from 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 Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

12. Subject to the provisions 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 (or being corporations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Such Resolution may consist of several documents in like form each signed by one or more of the Members.

13. The chairman, if any, of the board of Directors shall preside as chairman at 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 Directors present shall elect one of their number to be chairman of the meeting.

14. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman of the meeting.

15. 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.

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 in person or by proxy; or
- (c) by any Member or Members present in person or by proxy 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 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.

17. Except as provided in Article 19, 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.

18. 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 casting vote.

19. A poll demanded on the election of a chairman, or on a question of 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.

VI VOTES OF MEMBERS

20. Every Member shall have one vote.

21. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver or curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

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

23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially 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 48 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

Allied-Lyons Charitable Trust.

I/We

of
in

the county of

being a Member/Members of the above named
Company, hereby appoint

of
or
of
as

failing him

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 day of
19 , and at any adjournment thereof.

Signed this day of 19 ,"

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

Allied-Lyons Charitable Trust,
I/We _____ of
the county of _____ in
being a Member/Members of the above named _____,
Company hereby appoint _____ of
_____ or
failing him _____ 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
Association to be held on _____ day of
19 ____, and at any adjournment thereof.

Signed this day of 19 .

This form is to be used *in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired."

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding 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.

VII CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS

30. Any corporation which is a Member of the Company may by resolution of its Directors 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 corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

VIII BOARD OF DIRECTORS

31. The number of Directors shall not be less than two.

IX BORROWING POWERS

32. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital 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.

X POWERS AND DUTIES OF DIRECTORS

33. The business of the Company shall be managed by the Directors, 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 the 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 Directors which would have been valid if that regulation had not been made.

34. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

36. The Directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of the Directors;

and every Director present at any meeting of the Directors or committee of the Directors shall sign his name in a book to be kept for that purpose.

XI DISQUALIFICATION OF DIRECTORS

37. The office of Director shall be vacated if the Director:-

- (a) holds without the consent of the Company in General Meeting any other office of profit under the Company or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act (as amended by Section 93 of the Companies Act 1981) or under Section 28 of the Companies Act 1976; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) is directly or indirectly interested in any contract with the Company (not being a contract or arrangement with another body established for charitable purposes only in which he is interested only as an unpaid director trustee or other officer of that other body) and fails to declare the nature of his interest in manner required by Section 199 of the Act.

XII APPOINTMENT AND REMOVAL OF DIRECTORS

38. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age, nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

39. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

40. The Company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have

for damages for breach of any contract of service between him and the Company.

41. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article. Without prejudice to the powers of the Directors under Article 51 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the same day on which the Director in whose place he is appointed was last elected a Director.

XIII PROCEEDINGS OF DIRECTORS

42. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined the quorum shall be two Directors. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from the United Kingdom. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Members of the Directors.

43. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

44. The continuing Directors 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 Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

45. The Directors may elect a chairman of their meetings 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 Directors present may choose one of their number to be chairman of the meeting.

46. The Directors may delegate any of their powers to committees consisting of such Members or Members of the body as they think fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. All acts and proceedings of any such committee shall be reported back to the Directors as soon as possible.

47. A 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 be chairman of the meeting.

48. A 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.

49. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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 Director.

50. A Resolution in writing signed by all the Directors for the time being in the United Kingdom if constituting a majority of the Directors shall be as effective as a Resolution passed at a meeting of the Directors duly convened and held. Such Resolution may consist of several documents in the like form each signed by one or more of the Directors.

XIV SECRETARY

51. Subject to Section 21(5) of the Companies Act 1976 the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as are consistent with the provisions of Clause 4 of the Memorandum of Association as they may think fit; and any Secretary so appointed may be removed by them.

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

XV THE SEAL

53. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

XVI ACCOUNTS

54. The Directors shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

55. The accounting records shall be kept at the registered office of the Company, or subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.

56. The Directors 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 Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

57. The Directors shall from time to time in accordance with Section 150 and 157 of the Act and Sections 1, 6 and 7 of the Companies Act 1976 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.

58. 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 Directors' report shall not less than twenty-one days before the date of the meeting be sent to every Member of the Company, and every holder of debentures of, the Company. Provided that this article shall not require a copy of these 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.

XVII AUDIT

59. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976.

XVIII NOTICES

60. 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 in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

61. Notice of every General Meeting shall be given in any manner hereinbefore authorised 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; and
- (c) the Auditor for the time being of the Company.

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

XIX INDEMNITY

62. Subject to Section 205 of the Act every Director, auditor, officer or servant of the Company shall be indemnified out of its assets against all costs, charges expenses losses and liabilities sustained or incurred by him in defending any proceedings whether civil or criminal in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the Court.

XX WINDING UP

63. The provisions of Clause 6 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect as if the same were repeated in these Articles.

XXI THE CHARITY COMMISSION

64. No notice incorporating a resolution for the addition, alteration or amendment to or of the provisions of the Memorandum or Articles of Association for the time being in force shall be sent to the Members of the Company unless the same shall have been previously submitted to and approved by the Charity Commission.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Keith Showering

Keith Stanley Showering (Sir)
Company Director

Derrick Holden-Brown

Derrick Holden-Brown (Sir)
Company Director

Alex Sandor Alexander

Alex Sandor Alexander (Sir)
Company Director

John William Willis Clemes

John William Willis Clemes
Company Director

Frederick Henry Fearn

Frederick Henry Fearn
Company Secretary

all of:

156 St John Street
LONDON EC1P 1AR

DATED this *31st* day of *December* 19 *81*.

WITNESS to the above signatures

R. Showering
156 St John Street
London EC1P 1AR
General Assistant.

THE COMPANIES ACTS 1948 TO 1976

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

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering* delete if
inappropriate

Company number

1616939

Name of Company

ALLIED-LYONS CHARITABLE TRUST

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

156 St John Street

LONDON EC1P 1AR

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

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

One

Presenter's name, address and
reference (if any):Mr F H Fearn
Allied-Lyons PLC
Allied House
156 St John Street
LONDON EC1P 1ARFor 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 or directors of the company are as follows:

Name (note 2)	Sir Keith Stanley Showring	Business occupation
		Company Director
Former name(s) (note 3)	None	Nationality
Address (note 4)	48 Hyde Park Gate	British
	London SW7 5DU	Date of birth (where applicable) (note 6)
		6.8.1930
Particulars of other directorships (note 5)		
See continuation sheet		
I hereby consent to act as director of the company named on page 1		
Signature	Keith Showring	Date 31 December 1981

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1978 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.


Name (note 2)	Sir Derrick Holden-Brown	Business occupation
		Company Director
Former name(s) (note 3)	None	Nationality
Address (note 4)	Copse House	British
	De la Warr Road	Date of birth (where applicable) (note 6)
	Milford on Sea Hampshire	14.2.1923
Particulars of other directorships (note 5)		
See continuation sheet		
I hereby consent to act as director of the company named on page 1		
Signature	Derrick Holden-Brown	Date 31 December 1981

Name (note 2)	Sir Alex Sander Alexander	Business occupation
		Company Director
Former name(s) (note 3)	None	Nationality
Address (note 4)	Westwick Hall	British
	Westwick	Date of birth (where applicable) (note 6)
	Norwich NR10 5BW	21.11.1916
Particulars of other directorships (note 5)		
See continuation sheet		
I hereby consent to act as director of the company named on page 1		
Signature	Alex Sander Alexander	Date 31 December 1981

do not
in this
margin

Important
particulars
given are
referred to
section
(b) of the
Companies Act
and section
(c) of the
Companies Act
Please
the notes
page 4 before
filling this
of the form.


The name(s) 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:

Name (notes 2 & 7)	Frederick Henry Fearn
Former name(s) (note 3)	None
Address (notes 4 & 7)	106 Woodland Drive Watford Herts
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 31 December 1981

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

required by
section 21(3) of
Companies
1976

Signed by or on behalf of the subscribers of the memorandum*

Signature  [Subscriber] [Agent] Date 31 December 1981

Signature  [Subscriber] [Agent] Date 31 December 1981

 (Subscriber) 31 December 1981

 (Subscriber) 31 December 1981

 (Subscriber) 31 December 1981

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

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

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

Continuation sheet No. 1.
to Form No. 1

Company number

Name of Company

ALLIED-LYONS CHARITABLE TRUST

Limited*

Particular of other directors (continued)

Name (note 2)

Business occupation

Former name(s) (note 3)

Nationality

Address (note 4)

Date of birth (where applicable)
(note 6)

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

Signature

Date

Particulars of other directorships

SIR KEITH SHOWERING

Compton Castle Farms Limited

Guardian Assurance Co. Limited

Guardian Royal Exchange Assurance Limited

Holland & Holland (Holdings) Limited

Holland & Holland Limited

W. J. Jeffery & Co. Limited

Midland Bank Limited

Royal Exchange Assurance

Sharcombe Farms Limited

Westley Richards (Agency) Co. Limited

Member of Council of the Brewers Society

continued overleaf †

Particulars of other directorships (continued)

Please do not
write in this
binding margin



SIR DERRICK HOLDEN-BROWN CA CBIM

Allied Breweries Pension Trust Limited
Alliance Assurance Co. Limited
Allied Breweries Second Pension Trust Limited
Allied Breweries Third Pension Trust Limited
Bibby Transport Limited
Broad Street Securities Limited
J. R. Phillips & Co. Limited
The London Assurance
Sun Alliance and London Assurance Co. Limited
Sun Alliance and London Insurance Limited
Sun Insurance Office Limited
Wm. Grant & Sons (Standfast) Limited
Denmark Street Bristol Second Pension Trust Limited
Wyndham Investments Limited
Member of Council of the Brewers Society

SIR ALEX ALEXANDER

C. A. F. Nominees Limited
Glyndebourne Arts Trust (Deputy Chairman)
Glyndebourne Productions Limited
Inchcape Insurance Holdings Limited
Marchwiel Limited
National Westminster Bank Limited - South Eastern Region
Ransomes, Sims & Jefferies Limited
Tate & Lyle Limited
Theatre Royal (Norwich) Catering Limited
Theatre Royal (Norwich) Trust Limited
Unigate Limited
Westwick Fruit Farms Limited (Chairman)
Trustee of Charities Aid Foundation

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1616939

I hereby certify that

ALLIED-LYONS CHARITABLE TRUST

THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE SECRETARY OF STATE FOR
TRADE.

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 24TH FEBRUARY 1982

A handwritten signature in black ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

C.173

2

**Please do not
write in this
binding margin**

For official use

Company number

Name of company

1,616,939

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

ALLIED-LYONS CHARITABLE TRUST

~~limited~~

*delete if inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting reference date to be entered alongside should be completed as in the following examples:

Please mark X in the box below if a public company

Day Month

0	1	0	3
---	---	---	---

31 March

Day Month

3	1	0	3
---	---	---	---

5 April

Day Month

0	5	0	4
---	---	---	---

31 December

Day Month

3	1	1	2
---	---	---	---

Signed [Signature] ~~Director~~ [Secretary]† Date 28 April 1982

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

FH Fearn
156 St John Street
London EC1P 1AR

For official use
General section

Post room



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1616939

The Registrar of Companies for England and Wales hereby certifies that
ALLIED LYONS CHARITABLE TRUST LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ALLIED-LYONS TRUST LIMITED

Given at Companies House, Cardiff, the 21st March 1994

P. Devan
P. DEVAN

For the Registrar of Companies

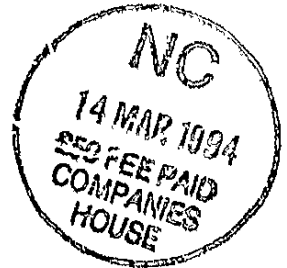


-C O M P A N I E S H O U S E

HC006B

No: 1616939

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ALLIED-LYONS CHARITABLE TRUST LIMITED



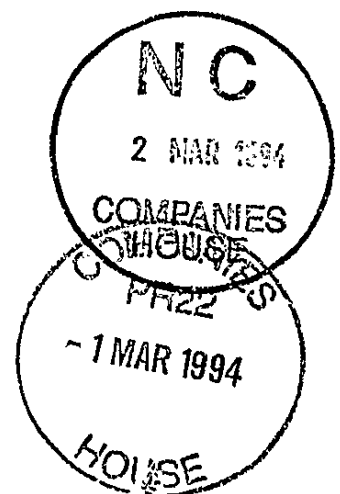
At an Extraordinary General Meeting of Allied-Lyons Charitable Trust duly convened and held on 6th January 1994 the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be amended by the insertion of a new Clause 1 as follows:-

- "1. The name of the Company is "Allied-Lyons Trust" ^{limited}.

Michael J. Thomas
CHAIRMAN



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1616939

The Registrar of Companies for England and Wales hereby certifies that
ALLIED-LYONS TRUST LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ALLIED DOMECC TRUST LIMITED

Given at Companies House, Cardiff, the 19th September 1994



C01616939B

A handwritten signature in dark ink, appearing to read 'S. Morgan'.

S. MORGAN (MRS)
For the Registrar of Companies



C O M P A N I E S H O U S E

HC003B

NO.1616939



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ALLIED-LYONS TRUST LIMITED
("the Company")

At an Extraordinary General Meeting of the Company duly convened and held on 6th September 1994 the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the name of the Company be and it is hereby changed to "Allied Domecq Trust Limited" with effect from the 19th September 1994.


.....
CHAIRMAN

No. 1616939

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

ALLIED DOMEQ TRUST

incorporated 24th February 1982
reprinted 19th September 1994

ASHURST MORRIS CRISP

Broadwalk House
5 Appold Street
London EC2A 2HA

Tel: 071-638-1111
Fax: 071-972-7990



BAM\C28534.1

13.09.94

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY GUARANTEE
(AND NOT HAVING A SHARE CAPITAL)

MEMORANDUM OF ASSOCIATION

- of -

ALLIED DOMECQ TRUST

1. The name of the Company is "Allied Domecq Trust".
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
 - (1) To promote any charitable purpose or purposes and to support any charitable institution or institutions and in particular but without any prejudice to the generality of the foregoing:-
 - (a) To promote the relief of sickness of persons whether suffering from mental or physical illness, or those suffering from infirmity as a result of old age, and the treatment of, and research into, debilitating illnesses and diseases of any kinds whether mental or physical and to publish the useful results of all such research.
 - (b) To promote the relief of sickness of persons suffering from alcoholism or drug dependence and research into the prevention and cure of alcoholism or drug dependence and to publish the useful results of all such research.
 - (c) To advance education in all subjects including science in schools and universities or other institutions of higher education and to advance scientific research of benefit to the Community and to publish the useful results of all such research.

And the Company shall have the following powers exercisable in furtherance of its said objects or any of them but not otherwise namely:-

-
- * The name of the Company was changed from ALLIED-LYONS TRUST on 19th September 1994 and from ALLIED LYONS CHARITABLE TRUST on 21st March 1994.

- (2) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any purposes of the Company.
- (3) To construct, maintain, improve, rebuild and alter any houses, buildings, or works necessary for the purposes of the Company.
- (4) To take gifts of any property including any interest therein, whether subject to any special trust or not, for any one or more of the objects of the Company.
- (5) 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 the Company, in the shape of donations, annual subscriptions, or otherwise.
- (6) To print and publish any newspapers, periodicals, books or leaflets necessary for the promotion of its objects.
- (7) To sell, manage, lease, mortgage, charge, insure, dispose of, or otherwise deal with or turn to account all or any part of the property of the Company.
- (8) To borrow and raise money for the purposes of the Company in such manner as the Company may think fit and so that without prejudice to the generality hereof the Company may mortgage, charge or otherwise encumber property or any interest in the same held by the Company.
- (9)
 - (a) To invest income received by the Company not immediately required for its purposes in or upon such investments, securities or property of whatever nature and wherever situated or place the same on deposit at interest with any bank insurance company or local authority as may be thought fit provided always that income received by the Company (or sums equivalent to the same) and whether from its investments or otherwise shall be applied in the furtherance of the Company's objects not later than twelve months after receiving the same.
 - (b) To invest the capital of the Company not immediately required for its purposes in or upon such investments, securities, land (including any estate or interest in the same) and property of whatever nature and wherever situated and whether income producing or not including such personal credit with or without security as may be thought fit.

PROVIDED ALWAYS that the powers in sub-clauses 9(a) and 9(b) shall be exercised subject to such conditions and consents as may from time to time be imposed or required by law and subject also to the provisions hereinafter contained.

- (10) To undertake any trusts which will further any of the objects of the Company.
- (11) To make contributions to the Charities Aid Foundation, to subscribe to any local or other charities, and to grant donations for any charitable purpose which will further the objects.

- (12) To grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows children or other dependants of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees or former employees of the Company their widows children and other dependants.
- (13) To establish and support, and to aid in the establishment and support of, any other legally charitable associations bodies or corporations formed for all or any of the objects of the Company.
- (14) To amalgamate with any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of the Company.
- (15) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (16) To transfer all or any part of the property, assets, liabilities and engagements of this Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (17) To do all such other lawful things as are necessary to the attainment of 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 Board of Directors 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 Board of Directors have been if no incorporation had been effected, and the incorporation of the members shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Board of Directors but they

shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated;

- (iv) except with the consent of the Secretary of State for Trade and Industry the Company shall not acquire hold or retain either itself or through nominees shares or other rights in any other company which in the aggregate carry the right to exercise more than 40% of the total voting rights exercisable at a general meeting of such company by all its members.

4. The income and property of the Company 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 Board of Directors 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.

Providing 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 not being a member of the Board of Directors for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2% less than the National Westminster Bank Limited Base Lending Rate or 3% whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a Director may be a member holding not more than 1/100 part of the capital of that Company;
- (e) to any member of its Board of Directors of 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 ten pounds.

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 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 charitable object.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1616939

The Registrar of Companies for England and Wales hereby certifies that
ALLIED LYONS CHARITABLE TRUST LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ALLIED-LYONS TRUST LIMITED

Given at Companies House, Cardiff, the 21st March 1994

P. Bevan
P. BEVAN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC005A



CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 1616939

I hereby certify that

ALLIED-LYONS CHARITABLE TRUST

THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE SECRETARY OF STATE
FOR TRADE.

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 24TH FEBRUARY 1982

S. A. WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE
(AND NOT HAVING A SHARE CAPITAL)

ARTICLES OF ASSOCIATION

- of -

ALLIED DOMECQ TRUST

* The name of the Company was changed from Allied Lyons Charitable Trust to Allied-Lyons Trust by Special Resolution dated 6th January 1994 and to Allied Domecq Trust by Special Resolution effective 19th September 1994

I GENERAL

1. In these Articles:-

"the Act" means the Companies Act 1948.

"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.

"The Board" shall mean the Board of Directors for the time being.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or 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.

II MEMBERS

2. The number of Members with which the Company proposes to register is five, but the Directors may from time to time register an increase of Members.

3. (a) The Subscribers to the Memorandum of Association and such other persons as the Directors shall admit to Membership shall be Members of the Company.

(b) The provisions of Section 110 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the Register of members on

(c) Any member may withdraw from the Company upon giving one month's notice in writing to the Company of his intention to do so, and upon the expiration of such notice he shall cease to be a member.

(d) The Board may at any time, by notice in writing served as hereinafter provided, require a member to withdraw from the Company, and the person so required to withdraw shall at the expiration of one month from such notice being given cease to be a member.

(e) The Company is established for the purposes expressed in the Memorandum of Association.

III GENERAL MEETINGS

4. The Company shall in each year hold a General Meeting as its 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 Directors shall appoint.

5. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The Directors 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 requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director 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 Directors.

IV NOTICE OF GENERAL MEETINGS

7. 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 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 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.

8. 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.

V PROCEEDINGS AT GENERAL MEETINGS

9. 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 reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

10. 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 otherwise provided in these Articles two Members present in person or by proxy shall be a quorum.

11. If within half an hour from 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 Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

12. Subject to the provisions 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 (or being corporations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Such Resolution may consist of several documents in like form each signed by one or more of the Members.

13. The chairman, if any, of the board of Directors shall preside as chairman at 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 Directors present shall elect one of their number to be chairman of the meeting.

14. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman of the meeting.

15. 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.

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 in person or by proxy; or
- (c) by any Member or Members present in person or by proxy 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 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.

17. Except as provided in Article 19, 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.

18. 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 casting vote.

19. A poll demanded on the election of a chairman, or on a question of 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.

VI VOTES OF MEMBERS

20. Every Member shall have one vote.

21. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver or curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

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

23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially 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 48 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

The name of the Company was changed from Allied-Lyons Charitable Trust to Allied-Lyons Trust by Special Resolution dated 6th January 1994	* Allied-Lyons Charitable Trust. I/We the county of being a Member/Members of the above named Company, hereby appoint failing him 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	of in ' of or of as
---	--	---------------------------------------

Signed this day of 19 ."

The name of the Company was changed from Allied-Lyons Charitable Trust to Allied-Lyons Trust by Special Resolution dated 6th January 1994.

I/We _____ of _____
the county of _____ in _____,
being a Member/Members of the above named _____,
Company hereby appoint _____ of _____
failing him _____ of _____
as _____

Signed this day of 19 .

* Strike out whichever is not desired."

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding 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.

30. Any corporation which is a Member of the Company may by resolution of its Directors 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 corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

31. The number of Directors shall not be less than two.

IX BORROWING POWERS

32. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital 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.

X POWERS AND DUTIES OF DIRECTORS

33. The business of the Company shall be managed by the Directors, 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 the 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 Directors which would have been valid if that regulation had not been made.

34. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

36. The Directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of the Directors;

and every Director present at any meeting of the Directors or committee of the Directors shall sign his name in a book to be kept for that purpose.

XI DISQUALIFICATION OF DIRECTORS

37. The office of Director shall be vacated if the Director:-

- (a) holds without the consent of the Company in General Meeting any other office of profit under the Company or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act (as amended by Section 93 of the Companies Act 1981) or under Section 28 of the Companies Act 1976; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) is directly or indirectly interested in any contract with the Company (not being a contract or arrangement with another body established for charitable purposes only in which he is interested only as an unpaid director trustee or other officer of that other body) and fails to declare the nature of his interest in manner required by Section 199 of the Act.

XII APPOINTMENT AND REMOVAL OF DIRECTORS

38. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age, nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

39. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

40. The Company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have

27034

for damages for breach of any contract of service between him and the Company.

41. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article. Without prejudice to the powers of the Directors under Article 51 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the same day on which the Director in whose place he is appointed was last elected a Director.

XIII PROCEEDINGS OF DIRECTORS

42. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined the quorum shall be two Directors. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from the United Kingdom. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Members of the Directors.

43. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

44. The continuing Directors 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 Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

45. The Directors may elect a chairman of their meetings 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 Directors present may choose one of their number to be chairman of the meeting.

46. The Directors may delegate any of their powers to committees consisting of such Members or Members of the body as they think fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. All acts and proceedings of any such committee shall be reported back to the Directors as soon as possible.

47. A 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 be chairman of the meeting.

48. 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.

49. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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 Director.

50. A Resolution in writing signed by all the Directors for the time being in the United Kingdom if constituting a majority of the Directors shall be as effective as a Resolution passed at a meeting of the Directors duly convened and held. Such Resolution may consist of several documents in the like form each signed by one or more of the Directors.

XIV SECRETARY

51. Subject to Section 21(5) of the Companies Act 1976 the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as are consistent with the provisions of Clause 4 of the Memorandum of Association as they may think fit; and any Secretary so appointed may be removed by them.

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

XV THE SEAL

53. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

XVI ACCOUNTS

54. The Directors shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

55. The accounting records shall be kept at the registered office of the Company, or subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.

56. The Directors 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 Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

57. The Directors shall from time to time in accordance with Section 150 and 157 of the Act and Sections 1, 6 and 7 of the Companies Act 1976 cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, and accounts (if any) and reports as are referred to in those Sections.

58. 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 Directors' report shall not less than twenty-one days before the date of the meeting be sent to every Member of the Company, and every holder of debentures of, the Company. Provided that this article shall not require a copy of these 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.

XVII AUDIT

59. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976.

XVIII NOTICES

60. 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 in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

61. Notice of every General Meeting shall be given in any manner hereinbefore authorised 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; and
- (c) the Auditor for the time being of the Company.

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

XIX INDEMNITY

62. Subject to Section 205 of the Act every Director, auditor, officer or servant of the Company shall be indemnified out of its assets against all costs, charges expenses losses and liabilities sustained or incurred by him in defending any proceedings whether civil or criminal in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the Court.

XX WINDING UP

63. The provisions of Clause 6 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect as if the same were repeated in these Articles.

XXI THE CHARITY COMMISSION

64. No notice incorporating a resolution for the addition, alteration or amendment to or of the provisions of the Memorandum or Articles of Association for the time being in force shall be sent to the Members of the Company unless the same shall have been previously submitted to and approved by the Charity Commission.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Keith Stanley

Keith Stanley Showering (Sir)
Company Director

Derrick Holden-Brown

Derrick Holden-Brown (Sir)
Company Director

Alex Sandor Alexander

Alex Sandor Alexander (Sir)
Company Director

John William Willis Clenes
Company Director

Frederick Henry Fearn

Frederick Henry Fearn
Company Secretary

all of:

156 St John Street
LONDON EC1P 1AR

DATED this *3rd* day of *December* 19 *57*.

WITNESS to the above signatures

W. S. Fearn
156 St John Street
London EC1P 1AR
Frederick Henry Fearn

G

Notice of new accounting reference
date given during the course of
an accounting reference period

225(1)

Pursuant to section 225(1) of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies

Company Number

Name of Company

1616939

Allied Domecq Trust Limited

gives notice that the company's new accounting
reference date on which the current
accounting reference period and each
subsequent accounting reference period of
the company is to be treated as coming, or
as having come, to an end is

Day Month

3	1	0	8
---	---	---	---

The current accounting reference period of
the company is to be treated as EXTENDED
and will come to an end on

Day Month Year

3	1	0	8	1	9	9	5
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the
company is to be extended, and reliance is being placed on the exception
in paragraph (a) in the second part of section 225(4) of the Companies Act
1985, the following statement should be completed:

The company is a [subsidiary][parent] undertaking of _____,
company number _____,
the accounting reference date of which is _____

If this notice is being given by a company which is subject to an
administration order and this notice states that the current accounting
reference period of the company is to be extended AND it is to be extended
beyond 18 months OR reliance is not being placed on the second part of
section 225(4) of the Companies Act 1985, the following statement
should be completed:

An administration order was made in relation to the company on _____
and it is still in force.

Signed *C. J. Smith*

Designation Secretary

Date 10.2.95

Presentor's name, address
telephone number and
reference (if any):
S J Rogers (Mrs)
24 Portland Place
LONDON
W1N 4BB

For official use
D.E.B.

Post room

