

THE COMPANIES ACTS 1948 TO 1980

Form No. 41a

41a

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

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

Please do not write in this binding margin

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

*Insert full name of company

For official use

Company number

Name of company

COLCHESTER BUSINESS ENTERPRISE AGENCY

Limited*

I, NICHOLAS DAVID DAVIDSON

of Headgate Court, Colchester, CO1 1NP, Essex

† 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

a solicitor of the Supreme Court engaged in the formation of

a person named as director/secretary of the company in the statement delivered under section 21 of the Companies Act 1976

of COLCHESTER BUSINESS ENTERPRISE AGENCY

Limited*

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 46 St. Andrew Street, Colchester, Essex

Signature of Declarant

the 10th day of November

One thousand nine hundred and eighty two

before me (P.G.R. BENCHAM)

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

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

Ellison & Co.,
Headgate Court,
Colchester, CO1 1NP,
Essex.

Our Ref: NDD

For official use

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THE COMPANIES ACTS, 1948 to 1981

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COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

- of -

COLCHESTER BUSINESS ENTERPRISE AGENCY

1. The name of the Company (hereinafter called "the Agency") is "COLCHESTER BUSINESS ENTERPRISE AGENCY".
2. The Registered Office of the Agency will be situate in England.
3. The objects for which the Agency is established are:-

(1) To encourage industry and commerce, and further the economic social and environmental needs of the Town of Colchester, the County of Essex and the Region of East Anglia (hereinafter called "the Area") by stimulating and promoting the creation within the Area new enterprises having as an objective the provision of goods or services or the creation of employment opportunity or the making of an addition to the economic well-being of the Areas;

To provide assistance whether financial or otherwise to help existing small businesses to expand within the Area;

To advise firms within the Area whether existing or in course of creation as to appropriate management structures, the keeping of accounts and the provision of controls whether in respect of finance stock,

(i)



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production, quality or otherwise. To encourage and assist with commercial and industrial training within the Area;

To provide a means whereby the business community of the Area can contribute to the well-being of the Area;

To consider all questions connected with trade commerce and manufactures and especially how those affect either small businesses or the creation of those businesses in the Area;

To promote support or oppose legislative or other measures affecting trade commerce and manufactures particularly any such concerning small businesses in the Area;

To represent, express and give effect to the opinions of businesses' industrial and commercial questions, to apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions.

(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 of the purposes of the Agency.

(3) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Agency.

(4) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Agency.

(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 Agency, in the shape of donations, annual subscriptions, or otherwise.

(6) To print and publish any newspapers, periodicals, books or leaflets that the Agency may think desirable for the promotion of its objects.

(7) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Agency.

(8) To borrow and raise money for the purposes of the Agency in such manner as the Agency may think fit.

(9) To invest the monies of the Agency not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(10) To undertake and execute any trusts which will further any of the objects of the Agency.

(11) To establish and support, and to aid in the establishment and support of, any other Agencies formed for all or any of the objects of this Agency.

(12) To amalgamate with any companies, institutions, societies or agencies having objects altogether or in part similar to those of this Agency and which by their constitution prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Agency by Clause 4 hereof.

(13) 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 agencies with which this Agency is authorised to amalgamate.

(14) To transfer all or any part of the property, assets, liabilities and engagements of this Agency to any one or more of the companies, institutions, societies or agencies with which this Agency is authorised to amalgamate.

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

(ii) Except with the consent of the Secretary of State for Trade the Agency 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 Forty per cent of the total voting rights exercisable at a general meeting of such company by all its members.

AND it is hereby declared that the intention is that the objects specified in any sub-clause of this clause shall not, except where otherwise expressed in such sub-clause, be in anywise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company. None of such sub-clauses, or the objects therein specified, or the powers thereby conferred, shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

4. The income and property of the Agency shall be applied solely towards the promotion of its objects set forth in this Memorandum of Agency 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 Agency.

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

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

(c) of reasonable and proper rent for premises demised or let by any member of the Agency;

5. The liability of the members is limited. ✓
6. Every member of the Agency undertakes to contribute to the assets of the Agency, 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 Agency 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 Fifty pounds.
7. If upon the winding up or dissolution of the Agency 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 Agency, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Agency, 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 Agency under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Agency 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.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

THE RIGHT HONOURABLE LORD CUTHBERT JAMES
McCALL ALPORT, P.C., T.D.

The Cross House,
Laver de la Haye,
Colchester.
Essex.

Member of the House of Lords.

Alport

Date 10th November 1982 Witness *Edwards*

PETER ANTHONY TAYLOR

Tye Farm,
Tye Lane,
Willisham.
Ipswich.
Suffolk.

Actuary.

P. A. Taylor

Date 10th November 1982 Witness *P. B. Bedford-Smith*

JAMES ARTHUR WELLERD

2 Shears Crescent,
West Mersea.
Essex.

Director & General Secretary of Colchester
Chamber of Trade and Commerce

James A. Wellerd

Date 10th November 1982 Witness *P. B. Bedford-Smith*

THE COMPANIES ACTS, 1948 to 1981

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

1683714/3

ARTICLES OF ASSOCIATION

OF

COLCHESTER BUSINESS ENTERPRISE AGENCY

INTERPRETATION

1. In these Articles:-

"the Agency" means Colchester Business Enterprise Agency

"the Act" means the Companies Act 1948.

"the Seal" means the common seal of the Agency.

"Secretary" means any person appointed to perform the duties of the Secretary of the Agency.

"the Council" means the Executive Council for the time being of the Agency.

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

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

MEMBERS

2. The number of members with which the Agency proposes to be registered is 100 but the Members of the Council may from time to time register an increase of members.

3. The provisions of Section 110 of the Act shall be observed by the Agency, and every member of the Agency shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The subscribers to the Memorandum of Agency and such other persons as the Members of the Council shall admit to membership shall be members of the Agency.

5. The Agency is established for the purposes expressed in the Memorandum and Articles.

GENERAL MEETINGS

6. The Agency 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 Agency and that of the next. Provided that so long as the Agency holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.

7. All general meetings other than annual general meetings shall be called extraordinary general meetings.

8. The Members of the Council may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council capable of acting to form a quorum, any Member of the Council or any two members of the Agency may convene an extraordinary general meeting in the same manner as nearly possible as that in which meetings may be convened by the Members of the Council.

NOTICE OF GENERAL MEETINGS

9. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one day's notice in writing at the least, and a meeting of the Agency other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen day's 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 Agency in general meeting, to such persons as are, under the Articles of the Agency, entitled to receive such notices from the Agency.

Provided that a meeting of the Agency 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.

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

PROCEEDINGS AT GENERAL MEETINGS

11. 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, the consideration of the accounts, balance sheets, and the reports of the Members of the Council and auditors, the election of Members of the Council in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors.

12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum. The words "Members present in person" shall include corporate representatives as defined in Article 32.

13. 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 Members of the Council 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.

14. The Chairman, if any, of the Council shall preside as Chairman at every general meeting of the Agency, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Members of the Council present shall elect one of their number to be Chairman of the meeting.

15. If at any meeting no Member of the Council is willing to act as Chairman or if no Member of the Council 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.

16. 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.

17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

(a) by the Chairman; or

- (b) by at least three members present in person or by proxy; or
- (c) by 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 the effect in the book containing the minutes of proceedings of the Agency shall be conclusive evidence of the fact without proof of the number of or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

18. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

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

21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

22. Every member shall have one vote.

23. 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, 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.

24. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Agency have been paid.

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

26. 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 Agency.

27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the registered office of the Agency or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

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

"

I(We)
of
in the County of being a member (members)
of the above named Agency, hereby appoint
..... of
or failing him of
..... as my (our)
proxy to vote for me (us) on my (our) behalf at the
annual (extraordinary) general meeting of the
Agency to be held on the ... day of
and at any adjournment thereof.

Signed this ... day of 19.."

29. 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:

"

I(We)
of
in the County of being a member (members)
of the above named Agency, hereby appoint
..... of
or failing him of
..... as my (our)
proxy to vote for me (us) on my (our) behalf at the
annual (extraordinary) general meeting of the
Agency to be held on the ... day of
and at any adjournment thereof.

Signed this ... day of 19..

This form is to be used *in favour of the resolution.
against

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

(* Strike out whichever is not desired.) "

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

31. 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 Agency at the office before the commence-
ment of the meeting or adjourned meeting at which
the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS

32. Any corporation which is a member of the
Agency 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 Agency 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 Agency.

MEMBERS OF THE EXECUTIVE COUNCIL

33. The number of the first Members of the Council and the names of the first Members of the Council shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them. Subject as aforesaid the number of the Members of the Council may be determined by a General Meeting.

34. The Members of the Council shall also be paid all reasonable travelling, hotel and other out-of-pocket expenses necessarily and properly incurred by them in attending and returning from meetings of the Members of the Council or any committee of the Members of the Council or general meetings of the Agency or in connection with the business of the Agency.

BORROWING POWERS

35. The Members of the Council may exercise all the powers of the Agency to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and subject to Section 14 of the Companies Act 1981, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Agency.

POWERS AND DUTIES OF MEMBERS OF THE EXECUTIVE COUNCIL

36. The business of the Agency shall be managed by the Members of the Council who may pay all expenses incurred in promoting and registering the Agency, and may exercise all such powers of the Agency as are not, by the Companies Acts 1948 to 1981 or by these Articles, required to be exercised by the Agency in general meeting, subject nevertheless to the provisions of the Companies Acts 1948 to 1981 or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Agency in general meeting; but no regulation made by the Agency in general meeting shall invalidate any prior act of the Members of the Council which would have been valid if that regulation had not been made.

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

38. The Members of the Council shall cause minutes to be made in books provided for the purpose:-

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

And every Member of the Council present at any meeting of the Members of the Council or committee of the Members of the Council shall sign his name in a book to be kept for the purpose.

DISQUALIFICATION OF THE MEMBERS OF THE EXECUTIVE COUNCIL

39. The office of a Member of the Council shall be vacated by the Member of the Council:-

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (b) If he becomes of unsound mind;
- (c) If by notice in writing to the Agency he resigns his office;
- (d) If he becomes prohibited from holding office by reason of any order made under the Companies Acts 1948 to 1981;
- (e) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act;
- (f) If he ceases to be a member by virtue of Section 185 of the Act.

ROTATION OF THE MEMBERS OF THE EXECUTIVE COUNCIL

40. At the first annual general meeting of the Agency all the Members of the Council shall retire from office, and at the annual general meeting in

every subsequent year one-third of the Members of the Council for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.

41. The Members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

42. A retiring Member of the Council shall be eligible for re-election.

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

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

45. The Agency may from time to time by ordinary resolution increase or reduce the number of Members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office.

46. The Members of the Council shall have power at any time, and from time to time, to appoint any person to be a Member of the Council, either to fill a casual vacancy or as an addition to the existing Members of the Council, but so that the total number of Members of the Council shall not at any time exceed the number fixed in accordance with these Articles. Any Member of the Council 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 Members of the Council who are to retire by rotation at such meeting.

47. The Agency may by ordinary resolution, of which special notice has been given in accordance with Section 184 of the Act, remove any Member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Agency and such Member of the Council.

48. The Agency may by ordinary resolution appoint another person in place of a Member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Members of the Council under Article 44 the Agency in general meeting may appoint any person to be a Member of the Council whether to fill a casual vacancy or as an additional Member of the Council. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Member of the Council on the day on which the Member of the Council in whose place he is appointed was last elected a Member of the Council.

PROCEEDINGS OF THE MEMBERS OF THE EXECUTIVE COUNCIL

49. The Members of the Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Member of the Council may, and the Secretary on the requisition of a Member of the Council shall, at any time summon a meeting of the Members of the Council. It shall not be necessary to give notice of a meeting of Members of the Council to any Member of the Council for the time being absent from the United Kingdom.

50. The quorum necessary for the transaction of the business of the Members of the Council may be fixed by the Members of the Council and unless so fixed shall be two.

51. The continuing Members of the Council 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 Agency as the necessary quorum of Members of the

Council, the continuing Members of the Council or Member of the Council may act for the purpose of increasing the number of Members of the Council to that number, or of summoning a general meeting of the Agency but for no other purpose.

52. The Members of the Council 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 Members of the Council present may choose one of their number to be Chairman of the meeting.

53. The Members of the Council may delegate any of their powers to committees consisting of such Member or Members of their 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 Members of the Council. All proceedings of such committees shall be reported back to the Council as soon as possible.

54. 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.

55. 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.

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

57. A resolution in writing, signed by all the Members of the Council for the time being entitled to receive notice of a meeting of the Members of the Council shall be as valid and effectual as if it had been passed at a meeting of the Members of the Council duly convened and held.

SECRETARY

58. Subject to Section 21(5) of the Companies Act 1976 the Secretary shall be appointed by the Members of the Council for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary; any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

59. The seal of the Agency shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Agency such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

60. The Members of the Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

61. The books of account shall be kept at the registered office of the Agency or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Members of the Council think fit, and shall always be open to the inspection of the Members of the Council.

62. The Members of the Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Agency or any of them shall be open to the inspection of members not being Members of the Council, and no member (not being a Member of the Council shall have any right of inspecting any account or book or document of the Agency except as conferred by statute or authorised by the Members of the Council or by the Agency in general meeting.

63. At the Annual General Meeting in every year the Council shall lay before the Agency a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Agency) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.

AUDIT

64. Once at least in every year the accounts of the Agency shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

65. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Sections 14 and 23A of the Companies Act 1967, Sections 13 to 18 of the Companies Act 1976, and Sections 7 and 12 of the Companies Act 1981, the Members of the Council being treated as the Directors mentioned in those Sections.

NOTICES

66. A notice may be given by the Agency 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 Agency, 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 meeting at the expiration of twenty-four 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.

67. 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 Agency an address within the United Kingdom for the giving of notices to them;

(b) the auditor for the time being of the Agency.

No other person shall be entitled to receive notice of general meetings.

DISSOLUTION

68. Clause 7 of the Memorandum of Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

THE RIGHT HONOURABLE LORD CUTHBERT JAMES
MCCALL ALPORT, P.C., T.D.

The Cross House,
L'ayer de la Haye,
Colchester.
Essex.

Member of the House of Lords

Alport

Date 10th November 1982 Witness *J. Edwards*

PETER ANTHONY TAYLOR

Tye Farm,
Tye Lane,
Willisham,
Ipswich.
Suffolk.

Actuary

P. A. Taylor

P. L. Bradford Smith

Date 10th November 1982 Witness

JAMES ARTHUR WELLERD

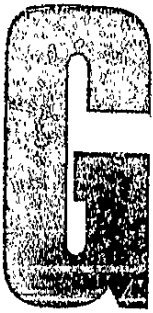
2 Shears Crescent,
West Mersea.
Essex.

Director and General Secretary of Colchester
Chamber of Trade and Commerce

James A. Wellerd

P. L. Bradford Smith

Date 10th November 1982 Witness



Please do not
write in this
binding margin

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

*delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

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

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

1

Company number

1683714/4

Name of Company

COLCHESTER BUSINESS ENTERPRISE AGENCY	Limited*
---------------------------------------	----------

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

5 High Street,
Colchester, CO1 1DA, Essex.

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

☐

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

Ellison & Co.,
Headgate Court,
Colchester, CO1 1NP,
Essex.

Our Ref: NDD

For official use
General Section

Post room



The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)

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:-

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 1976 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)	THE RT. HON. LORD CUTHBERT	Business occupation	Member of the House of Lords
	JAMES McCALL ALPORT, P.C., T.D.	Nationality	British
Former name(s) (note 3)		Date of birth (where applicable)(note 6)	
Address (note 4)	The Cross House, Layer de la Haye, Colchester, Essex.		
Particulars of other directorships (note 5)	Target Trust Managers Limited		
I hereby consent to act as director of the company named on page 1			
Signature		Date	10th November 1982

Name (note 2)	PETER ANTHONY TAYLOR	Business occupation	Actuary
		Nationality	British
Former name(s) (note 3)		Date of birth (where applicable)(note 6)	
Address (note 4)	Tye Farm, Tye Lane, Willisham, Ipswich, Suffolk.		
Particulars of other directorships (note 5)	None		
I hereby consent to act as director of the company named on page 1			
Signature		Date	10th November 1982

Name (note 2)	JAMES ARTHUR WELLERD	Business occupation	Director and General Secretary
		Nationality	British
Former name(s) (note 3)		Date of birth (where applicable)(note 6)	
Address (note 4)	2 Shears Crescent, West Mersea, Essex.		
Particulars of other directorships (note 5)	None		
I hereby consent to act as director of the company named on page 1			
Signature		Date	10th November 1982

Name (note 2)		Business occupation	
		Nationality	
Former name(s) (note 3)		Date of birth (where applicable)(note 6)	
Address (note 4)			
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in this
binding margin



Important

The particulars to be given are those referred to in section 21 (2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part 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 and 7)	PETER ANTHONY TAYLOR
Former name(s) (note 3)	
Address (notes 4 and 7)	Tye Farm, Tye Lane, Willisham, Ipswich, Suffolk.
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>P. A. Taylor</i>
Date 10th November 1982	

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

*as required by
section 21(3) of the
Companies Act
1976

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

Signature *[Signature]* [Subscriber][Agent]† Date 10th November 1982

†delete as
appropriate

Signature *[Signature]* [Subscriber][Agent]† Date 10th November 1982

Signature *P. A. Taylor* [Subscriber] Date 10th November 1982

G

Please do not
write in this
binding margin



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

Note

This declaration
should accompany
the application for
the registration of
the company.

* Insert full name
of company

† 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

THE COMPANIES ACTS 1948 TO 1981

Declaration on application for the registration of a company exempt from the requirement to use the word "limited".

Pursuant to section 25 (4)(a) of the Companies Act 1981

Form No. 61

61

For official use

Company number

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

1683714/5

Name of Company

COLCHESTER BUSINESS ENTERPRISE AGENCY

I, NICHOLAS DAVID DAVIDSON
of Headgate Court, Colchester, CO1 1NP, Essex

being a Solicitor of the Supreme Court engaged in the formation

of COLCHESTER BUSINESS ENTERPRISE AGENCY †

do solemnly and sincerely declare that the company is a company to which section 25 of the
Companies Act 1981 applies.
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 46/52 Head Street
Colchester, Essex

Signature of Declarant

the Ten day of November

One thousand nine hundred and eighty two
before me [Signature] [P.O.R. SINGH]

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

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

Ellison & Co.,
Headgate Court,
Colchester, CO1 1NP,
Essex.

Our Ref: NDD

For official use
New companies section

Post room



FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1683714

I hereby certify that

COLCHESTER BUSINESS ENTERPRISE AGENCY

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 2ND DECEMBER 1982

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

E. A. WILSON

Assistant Registrar of Companies