

FILE COPY



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

Company No. 3270679

The Registrar of Companies for England and Wales hereby certifies that  
PILOT LIGHT

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


Given at Companies House, Cardiff, the 29th October 1996



\*N03270679L\*

*R. C. Edwards*

**R. C. EDWARDS**

 For the Registrar of Companies



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

HC007B

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

**Company Name in full**

PILOT LIGHT



I, MELANIE ELIZABETH JAYNE ALLEN

of HANOVER HOUSE, 14 HANOVER SQUARE, LONDON, W1R 0BE

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company][~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~]<sup>†</sup> and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

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

**Declarant's signature**

*Melanie Allen*

Declared at

2 HAREWOOD PLACE, HANOVER SQUARE, LONDON W1R 9HB

the

21

day of

OCTOBER

One thousand nine hundred and ninety

6

① Please print name.

before me ①

JONATHAN TILKNER

**Signed**

*Jonathan Tilkner*

Date

21/10/96

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

**HARBOTTLE & LEWIS**  
— SOLICITORS —

Tel Hanover House

14 Hanover Square, London W1R 0BE

DX number

DX exchange



When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

DX 235 Edinburgh



Please complete in typescript,  
or in bold black capitals.

# 30(5)(a)

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

Company Name in full

PILOT LIGHT



\*F030A01T\*

I, MELANIE ELIZABETH JAYNE ALLEN

of HANOVER HOUSE, 14 HANOVER SQUARE, LONDON, W1R 0BE

a [Solicitor engaged in the formation of the company][~~person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985~~†] do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

† Please delete as appropriate.

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

Declarant's signature

Melanie Allen

Declared at 2 HAREWOOD PLACE, HANOVER SQUARE, LONDON W1R 9HB

the 21 day of OCTOBER

One thousand nine hundred and ninety

6

① Please print name.

before me ①

JONATHAN TICKNER

Signed

Jonathan Tickner

Date

21/10/96

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

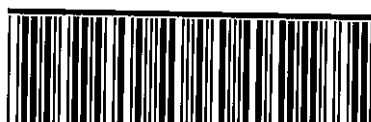
Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

HARBOTTLE & LEWIS  
— SOLICITORS —

Tel Hanover House  
14 Hanover Square, London W1R 0BE

DX number

DX exchange



A24 \*AOYFLQ0M\* 481  
COMPANIES HOUSE 22/10/96

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh



COMPANIES HOUSE

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

10

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

PILOT LIGHT



\*F010001H\*

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

HANOVER HOUSE

14 HANOVER SQUARE

Post town

LONDON

County / Region

Postcode

W1R 0BE

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

**HARBOTTLE & LEWIS**  
**— SOLICITORS —**

<sup>Tel</sup>  
Hanover House  
14 Hanover Square, London W1R 0BE

DX number

DX exchange



A24 \*AOYFNQ00\* 483  
COMPANIES HOUSE 22/10/96

Form revised March 1995

When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales


or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland


DX 235 Edinburgh

# Company Secretary (see notes 1-5)

Company name	PILOT LIGHT		
NAME	*Style / Title	MR	*Honours etc
* Voluntary details	Forename(s)	COLIN MARGETSON	
	Surname	HOWES	
	Previous forename(s)		
	Previous surname(s)		
Address	27 CREDITON HILL		
<b>Usual residential address</b> For a corporation, give the registered or principal office address.	Post town	LONDON	
	County / Region		Postcode NW6 1HS
	Country		
I consent to act as secretary of the company named on page 1			
Consent signature			Date 1/10/96

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc		
	Forename(s)	COLIN MARGETSON			
	Surname	HOWES			
	Previous forename(s)				
	Previous surname(s)				
Address	27 CREDITON HILL				
<b>Usual residential address</b> For a corporation, give the registered or principal office address.	Post town	LONDON			
	County / Region		Postcode NW6 1HS		
	Country				
Date of birth	Day	Month	Year	Nationality	BRITISH
	03	03	1956		
Business occupation	SOLICITOR				
Other directorships	AS PER LIST ATTACHED				
I consent to act as director of the company named on page 1					
Consent signature					Date 1/10/96

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	MR	<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	KEVIN PAUL		
	<b>Surname</b>	JACKSON		
	<b>Previous forename(s)</b>			
	<b>Previous surname(s)</b>			
<b>Address</b>	31 EDNA STREET			
<b>Usual residential address</b>				
For a corporation, give the registered or principal office address.	<b>Post town</b>	LONDON		
	<b>County / Region</b>		<b>Postcode</b>	SW11 3DP
	<b>Country</b>			
	<b>Date of birth</b>	Day 02	Month 10	Year 1947
	<b>Nationality</b>	BRITISH		
	<b>Business occupation</b>	TELEVISION PRODUCER		
	<b>Other directorships</b>	AS PER LIST ATTACHED		
	I consent to act as director of the company named on page 1			
<b>Consent signature</b>	K. Paul Jackson		<b>Date</b>	30/9/96

**This section must be signed by****Either****an agent on behalf  
of all subscribers****Signed****Date****Or the subscribers****( i.e those who signed  
as members on the  
memorandum of  
association).****Signed**

Colin Howes

**Date**

1/10/96

**Signed**

K. Paul Jackson

**Date**

30/9/96

**Signed**

Peter Jones

**Date**

30/9/96

**Signed**

Jane Tewson

**Date**

30/9/96

**Signed**

[Signature]

**Date**

27/9/96

**Signed****Date**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title; may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:

- dormant,

- a parent company which wholly owned the company making the return,


- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

**Directors** (continued) (see notes 1-5)

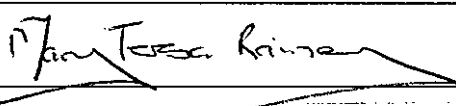
<b>NAME</b>	<b>*Style / Title</b>	MR		<b>*Honours etc</b>		
<b>* Voluntary details</b>	<b>Forename(s)</b>	ANTHONY JOHN				
	<b>Surname</b>	PYE-JEARY				
	<b>Previous forename(s)</b>					
	<b>Previous surname(s)</b>					
	<b>Address</b>	15 LAUREL ROAD				
<b>Usual residential address</b>						
For a corporation, give the registered or principal office address.	<b>Post town</b>	LONDON				
	<b>County / Region</b>			<b>Postcode</b>	SW13 0EE	
	<b>Country</b>					
		<b>Day</b>	<b>Month</b>	<b>Year</b>	<b>Nationality</b>	
	<b>Date of birth</b>	19	05	49	<b>Nationality</b>	BRITISH
	<b>Business occupation</b>	MANAGING DIRECTOR				
	<b>Other directorships</b>					
	I consent to act as director of the company named on page 1					
<b>Consent signature</b>				<b>Date</b>	27/9/96	



**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	MS		<b>*Honours etc</b>		
<b>* Voluntary details</b>	<b>Forename(s)</b>	JANE SUSAN				
	<b>Surname</b>	TEWSON				
	<b>Previous forename(s)</b>					
	<b>Previous surname(s)</b>					
<b>Address</b>	THE MANOR BARN					
<b>Usual residential address</b>	LITTLE ICKFORD					
For a corporation, give the registered or principal office address.	<b>Post town</b>	AYLESBURY				
	<b>County / Region</b>	BUCKINGHAMSHIRE		<b>Postcode</b>	HP18 9HR	
	<b>Country</b>					
	<b>Day</b>	<b>Month</b>	<b>Year</b>	<b>Nationality</b>		
<b>Date of birth</b>	09	01	59	<b>Nationality</b>	BRITISH	
<b>Business occupation</b>	CHARITY DIRECTOR					
<b>Other directorships</b>	OXFAM, MEDIA TRUST					
	I consent to act as director of the company named on page 1					
<b>Consent signature</b>	Jane Tewson			<b>Date</b>	30/9/96	

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	MS		<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	MARY TERESSA			
	<b>Surname</b>	RAINEY			
	<b>Previous forename(s)</b>				
	<b>Previous surname(s)</b>				
<b>Address</b>	FLAT 7, 25 CLEVELAND SQUARE				
<b>Usual residential address</b>					
For a corporation, give the registered or principal office address.	<b>Post town</b>	LONDON			
	<b>County / Region</b>		<b>Postcode</b>	W2 6DD	
	<b>Country</b>				
	<b>Day</b>	<b>Month</b>	<b>Year</b>	<b>Nationality</b>	
<b>Date of birth</b>	24	05	1955	BRITISH	
<b>Business occupation</b>	PARTNER IN ADVERTISING AGENCY				
<b>Other directorships</b>	NONE				
	I consent to act as director of the company named on page 1				
<b>Consent signature</b>				<b>Date</b>	30/9/96

## KEVIN PAUL JACKSON - DIRECTORSHIPS

### Current

Charity Projects  
Charity Projects Trading Limited  
Comic Relief Limited  
Carlton UK Productions Limited  
Carlton Television Trust  
Noel Gay Organisation Limited  
Paul Jackson (UK) Limited  
The Royal Television Society  
RTS Enterprises Limited

### Past

Carlton Television Holdings Limited	31/12/94
Carlton Television Limited	31/12/94
Cadenza Limited	19/06/92
Grant Naylor Productions Limited	05/11/91
Noel Gay Television Limited	05/11/91
Noel Gay Production Services Limited	05/11/96
Denmark Limited	
Paul Jackson Productions Limited	31/05/93

COLIN MARGETSON HOWES - DIRECTORSHIPS

Charity Projects  
Power Scientific International Limited  
Hanover House Trust Company Limited  
Hal Management Limited  
Hal Nominees Limited  
Petalcrown Limited  
Pola Jones Associates Limited

A. PYE-JEARY

Dewynters Plc

Newman Displays Limited

Cosette Promotions Limited

Kim Promotions Limited

Caledonia Promotions Limited

## THE COMPANIES ACT 1985

791757

---

Company Limited by Guarantee  
and not having a Share Capital

---

## MEMORANDUM OF ASSOCIATION

of

## PILOT LIGHT



1. The name of the Company is "PILOT LIGHT".
2. The registered office of the Company will be situate in England.
3. (a) The objects for which the Company is registered are insofar as such objects are charitable:-
  - (i) to relieve poverty;
  - (ii) to encourage the formation and promote the welfare and good management of charitable institutions endeavouring to relieve poverty, hardship, homelessness, distress and deprivation particularly in the United Kingdom and Africa and to apply funds to assist and encourage charitable causes with the same purpose;
  - (iii) to provide manage assist and encourage activities and facilities likely to improve the conditions of life of young persons or contribute to social welfare in the community; and
  - (iv) to promote and encourage any other charitable purpose anywhere in the worldand such objects shall be separate and individual and not limited by reference to each other.
- (b) In furtherance of these objects but not further or otherwise the Company shall have the following powers:-
  - (i) To establish, promote, assist financially or otherwise, lend to, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, manage, transfer property, liabilities or any authorised activity of the Company to and otherwise deal with charitable companies, societies and other associations with charitable objects similar to those of the Company.

- (ii) To co-operate with manufacturers, dealers, traders, the press and other sources of publicity for the purpose of promoting the objects of the Company.
- (iii) To present, promote, organise, provide, manage and produce such plays, ballets, operas, operettas, concerts, films, radio broadcasts, television performances, lectures and other literary, musical, dramatic and artistic entertainments, performances and exhibitions, as are conducive to the attainment of the Company's objects and to formulate, prepare and establish schemes therefor.
- (iv) To purchase, acquire and obtain interests in the copyright of or the right to perform, publish or show any material which can be used or adapted for the objects of the Company.
- (v) To enter into agreements and engagements with authors, actors, dancers, musicians, producers, lecturers, teachers, artists, composers and other persons and retain advisers and to reimburse such persons and advisers by salaries or fees.
- (vi) To procure to be written and print, publish, issue, circulate or otherwise disseminate gratuitously or otherwise, reports and periodicals, books, pamphlets, leaflets and other literature.
- (vii) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that the Company shall not undertake any permanent trading activity in raising funds for its primary objects.
- (viii) To take and accept any gifts of property of any description, whether subject to any special trusts or not, for the purposes of the Company.
- (ix) To undertake and execute any charitable trusts.
- (x) To co-operate with other charitable organisations having similar objects, and to establish, promote or assist such charitable organisations.
- (xi) To purchase, acquire or undertake all or any of the property, liabilities and engagements of such charitable organisations and institutions with which the Company may co-operate or federate.
- (xii) To purchase, lease, hire or otherwise acquire and to sell, let, mortgage, dispose of, turn to account and subject to such consents as may be required by law from time to time otherwise deal with real and personal property, and any rights or privileges which may be thought expedient to promote the objects of the Company, and to maintain, construct, alter, pull down and convert buildings for the purposes of the Company.

- (xiii) Subject to such consents as may be required by law from time to time and subject as hereinafter provided, to borrow or raise money, and to execute and issue security as the Company shall think fit, including mortgages, charges or securities over the whole or any part of its assets, present or future.
- (xiv) To lend money and give credit to, and to take security for such loans or credit.
- (xv) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable or mercantile instruments for the purpose of or in connection with the objects of the Company.
- (xvi) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, but so that the Company shall have no power to grant loans by way of investment otherwise than at a commercial rate of interest and upon security bearing at least the full value of the loan.
- (xvii) As employers of staff, to make all reasonable and necessary provision for the payment of superannuation and pensions to or on behalf of employees and their wives, widows and other dependants.
- (xviii) To pay out of the funds of the Company the costs of forming and registering the Company.
- (xix) To do all such other lawful things as shall further the attainment of the objects of the Company.

(c) PROVIDED THAT:-

- (i) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.
- (ii) The Company's objects shall not extend to the regulation of relations between employees or organisations of employees and employers or 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 Trustees and Members 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 have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Trustees and Members of the Company, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association, and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Company and no member of its council of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company Provided that nothing herein shall prevent any payment in good faith by the Company:-
- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a director of the Company except as provided below) for any services rendered to the Company;
  - (b) if the Company has first obtained the written consent of the Charity Commissioners for England and Wales of reasonable and proper remuneration to any director of the Company or any Company of which a director is a member for any services rendered to the Company on condition that:-
    - (i) he shall not be entitled to vote on a resolution nor attend any meeting concerning his or her appointment to office or any payment made or to be made to him by the Company; and
    - (ii) notwithstanding anything contained in the Articles of Association of the Company no resolution relating to payments to him shall be effective unless it is passed at a meeting at which there is present a quorum which consists only of persons not remunerated for services being rendered to the Company;
  - (c) of interest at a reasonable and proper rate on money lent by any Member of the Company or by a director
  - (d) of reasonable and proper rent for premises demised or let by any Member or director of the Company



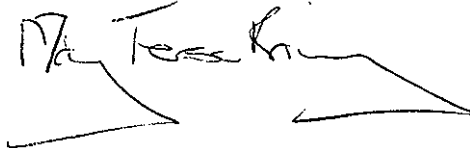


- (e) to any director of the Company in respect of reasonable out-of-pocket expenses;
- (f) of any loans, grants, donations or any other kind of financial assistance to any individual group or individuals partnership body corporate local authority or unincorporated association who or which practices or promotes any art form or the appreciation or furtherance thereof notwithstanding that such individual or group or any employee member or officer of any such organisation is a Member of the Company.
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 its being wound up during the time that he or she is a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he or she ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding in the case of any Member the sum of one pound.
7. If upon the winding up or dissolution of the Company there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other charitable society, institution or organisation having objects similar to those of the Company and which shall be established for charitable purposes only 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 imposed on the Company by Clause 4 hereof such society, institution or organisation 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 the aforesaid provision then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions that may be imposed in accordance with regulations of the Company for the time being in force shall be open to the inspection of the Members. Once at least in every year the correctness of the balance sheet shall be ascertained by a properly qualified accountant or auditor and, unless the Company shall be exempt under the provisions of the Companies Act from the obligation to appoint auditors, the accounts of the Company shall be audited.

WE, the persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this MEMORANDUM OF ASSOCIATION.

---

NAMES AND ADDRESSES OF SUBSCRIBERS


---

<u>Name</u>	<u>Address</u>	<u>Signature</u>
Colin Margetson Howes	27 Crediton Hill LONDON NW6 1HS	
Kevin Paul Jackson	31 Edna Street LONDON SW11 3DF	
Mary Teressa Rainey	Flat 7 25 Cleveland Square LONDON W2 6DD	
Jane Tewson	The Manor Barn Little Ickford Aylesbury BUCKINGHAMSHIRE HP18 9HR	
Anthony John Pye-Jeary	15 Laurel Road LONDON SW13 0EE	

---

DATED the 30<sup>th</sup> day of SEPTEMBER 1996

WITNESS to the above signatures:

<u>Name</u>	<u>Address</u>	<u>Signature</u>
GILLIAN ARDRE	31 QUEEN ANNE ROAD LONDON E9 7AH	

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

of

PILOT LIGHT

---

1. In these Articles:-

"the 1985 Act" means the Companies Act 1985.

"the 1986 Act" means the Company Directors Disqualification Act 1986

"the Seal" means the Common seal of the Company.

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

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing 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 1985 Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

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

#### MEMBERS

3. (a) The Members of the Company in General Meeting may, subject to paragraph (c) below, admit to the membership of the Company such persons as they may consider appropriate.
- (b) The rights and privileges of a Member shall not be transferrable.
- (c) No person shall be admitted to be a Member unless he or she is prepared to assist to the best of his or her ability in the advancement of the main objects of the Company.
4. A Member of the Company shall (unless the Trustees resolve otherwise) shall cease to be a Member of the Company:-
  - (a) upon his or her giving notice in writing to the Company that he or she resigns his or her Membership;
  - (b) upon a two-thirds majority of the Trustees giving him or her notice requiring him or her to resign his or her Membership;
  - (c) (if an individual) upon his or her dying, becoming of unsound mind, or bankrupt, or his or her compounding with his or her creditors;
  - (d) (if a corporation) upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed of any of its assets.

#### REGISTERS

5. The Trustees shall cause the following registers to be kept at the Registered Office of the Company:-
  - (a) a Register of Directors;
  - (b) a Register of Members;
  - (c) a Register of the interests of the Trustees in debentures of the Company or its associated Companies.
6. The Trustees shall cause such Registers as are kept under the provisions of Article 5 hereof to be completed and made available for inspection in accordance with the provisions of the 1985 Act.

#### GENERAL MEETINGS

7. 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 notice 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 Trustees shall appoint.

8. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
9. The Trustees 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 368 of the 1985 Act. If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum, any Trustee 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 Trustees.

#### NOTICE OF GENERAL MEETINGS

10. 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 notice 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.
11. 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

12. 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, the balance sheet, and the reports of the Trustees and Auditors, the election of Trustees in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.

13. 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, the quorum for any General Meeting shall be the greater of (i) two Members present in person or by proxy or (ii) one quarter of the Members entitled to receive notice of and vote at that General Meeting present in person or by proxy.
14. 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 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.
15. The Chair, if any, of the Trustees shall preside as Chair at every General Meeting of the Company, or if there is no such Chair, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Trustees shall elect one of their number to be Chair of the meeting.
16. If at any meeting no Trustee is willing to act as Chair or if no Trustees are present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chair of the meeting.
17. The Chair 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.
18. 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 Chair 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 Chair 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.
19. Except as provided in Article 21 if a poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair 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.
21. A poll demanded on the election of a Chair, 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 Chair 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.
22. 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.
23. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the results of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chair of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

### VOTES OF MEMBERS

24. Every Member shall have one vote.
25. On a poll votes maybe given either personally or by proxy.
26. The instrument appointing a proxy shall be in writing under the hands of the appointor or of his or her attorney duly authorised in writing, or, if the appointor 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.
27. The instrument appointing 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 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 unless otherwise determined by a resolution of the Trustees 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 Company, hereby  
 "appoint \_\_\_\_\_ of \_\_\_\_\_  
 "or failing him or her \_\_\_\_\_ 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 Company to  
"be held on the        day of        , 19    and  
"at any adjournment thereof.

"Signed this        day of        , 19    ."

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

#### 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 or she represents as that corporation could exercise if it were an individual Member of the Company.

#### TRUSTEES

31. (a) Trustees shall subject to these Articles have the same powers and duties as if they were directors and for the purposes of the 1985 Act shall be the directors of the Company.
- (b) The number of Trustees shall not be less than two nor until otherwise determined by a General Meeting more than ten.
32. The Trustees shall have power at any time, and from time to time, to appoint any person to be a Trustee, either to fill a casual vacancy or as an addition to the existing Trustees, but so that the total number of Trustees shall not at any time exceed the number fixed in accordance with these Articles. Any Trustee 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 Trustees who are to retire by rotation at such meeting.
33. No Trustee shall vacate his or her office or be ineligible for re-appointment as Trustee nor shall any person be ineligible for appointment as Trustee by reason only of his or her having attained any particular age.

#### BORROWING POWERS

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

#### POWERS AND DUTIES OF THE TRUSTEES

35. The business of the Company shall be managed by the Trustees who shall be its Committee of Management and Governing Body and may exercise all such powers of the Company as are not, by the 1985

Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the 1985 Act or these Articles and to such regulations, being not inconsistent with the 1985 Act or these Articles 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 Trustees which would have been valid if that regulation had not been made. In particular the Trustees shall have power to make rules and bye-laws for regulating the use by Members and others of any property of the Company.

36. 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 Trustees shall from time to time by resolution determine.
37. The Trustees shall cause minutes to be made of all appointments of officers made by them, of the names of the Trustees present at each meeting of the Trustees and of any committee of the Trustees, and of all resolutions and proceedings at all meetings of the Company, and of the Trustees, and of committees of Trustees and any such minutes if signed by the Chair of such meeting or by the Chair of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.
38. The Trustees may act notwithstanding any vacancy but if the number of Trustees is less than the minimum prescribed herein they may only act as Trustees to admit persons to membership of the Company fill vacancies in the Trustees or summon a General Meeting.

#### DISQUALIFICATION OF TRUSTEES

39. (a) The office of Trustee shall be vacated if the Trustee:-
  - (i) has a receiving order made against him or her or makes an arrangement or composition with his or her creditors generally; or
  - (ii) becomes prohibited from being a Trustee by reason of any Order made under Section 2-6 of the 1986 Act; or
  - (iii) becomes of unsound mind; or
  - (iv) resigns his or her office by notice in writing to the Company; or
  - (v) is removed from office by a resolution duly passed pursuant to Section 303 and 304 of the 1985 Act and Section 14 of the Companies Consolidation (Consequential Provisions) Act 1985; or
  - (vi) ceases to be a Member of the Company; or

(vii) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in the manner required by Section 317 of the 1985 Act

- (b) A Trustee shall not vote in respect of any contract in which he or she is interested or any matter relating to such a contract and, if he or she does so vote, his or her vote shall not be counted.

#### ROTATION OF TRUSTEES

40. (a) At the first Annual General Meeting of the Company all the Trustees shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Trustees for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not exceeding one third shall retire from office.
- (b) The Trustees to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (c) No retiring Trustees shall be eligible for re-election unless, not less than two days before the date appointed for the meeting, there shall have been left at the registered office of the Company written notice of his/her intention to stand for re-election as Trustee, signed by the retiring Trustee.
- (d) The Company at the meeting at which a Trustee retires in the manner aforesaid may fill the vacated office by electing a person to it, and in default the retiring Trustee shall, if offering himself or herself for re-election and having submitted the written notice required by Article 40(c), be deemed to have been re-elected, unless as such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Trustee shall have been put to the meeting and lost.
- (e) No person other than a Trustee retiring at the meeting shall unless recommended by the Trustees be eligible for election to the office of Trustee 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 Company notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his or her intention to propose such person for election, and also notice in writing signed by that person of his or her willingness to be elected.
- (f) Subject to Article 31(b) the Company may from time to time by Ordinary Resolution increase or reduce the number of Trustees, and may also determine in what rotation the increased or reduced number is to go out of office.

41. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the 1985 Act, remove any Trustee before the expiration of his or her period of office notwithstanding anything in these articles or in any agreement between the Company and such Trustee.
42. The Company may by ordinary resolution appoint another person in place of a Trustee removed from office under the immediately preceding article. Without prejudice to the powers of the Trustees under Article 32 the Company in General Meeting may appoint any person to be a Trustee either to fill a casual vacancy or as an additional Trustee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he or she had become a Trustee on the day on which the Trustee in whose place he or she is appointed was last elected a Trustee.

#### PROCEEDINGS OF TRUSTEES

43. (a) The Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions rising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. A Trustee may, and the Secretary on the requisition of a Trustee shall, at any time summon a meeting of the Trustees. It shall not be necessary to give notice of a meeting of Trustees to any Trustees for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Trustees shall be two or one quarter of the total of Trustees whichever shall be the greater.
- (b) The Trustees may elect a Chair of their meetings and determine the period for which he or she is to hold office; but if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Trustees present may choose one of their number to be Chair of the meeting.
- (c) A meeting of the Trustees at which a quorum is present, shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Trustees generally.
44. The Trustees may delegate any of their powers to committees consisting of such Trustees 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 Trustees. All acts and proceedings of such committees shall be reported in due course to the full body of Trustees.
45. A Committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair 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 Chair of the meeting.

46. 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 Chair shall have a second or casting vote.
47. All acts done by any meeting of the Trustees or a committee of Trustees, or by any person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee 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 Trustee.
48. A resolution in writing, signed by all the Trustees for the time being entitled to receive notice of a meeting of the Trustees, shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.

#### THE SECRETARY

49. The Secretary shall be appointed by the Trustees for such term and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

#### THE SEAL

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

#### ACCOUNTS AND TRUSTEES REPORT

51. The Trustees shall cause proper books of account to be kept in accordance with the provisions of Part VII of the 1985 Act with respect to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) the assets and liabilities of the Company; and
- (c) all those matters required by the 1985 Act to be shown in the Accounts of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

52. The books of account shall be kept at the registered office of the Company, or, subject to Section 222 of the 1985 Act at such other place or places as the Trustees think fit, and shall always be open to the inspection of the Trustees.

53. The Trustees 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 Trustees, and no Member (not being a Trustee) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Trustees or by the Company in General Meeting subject nevertheless to the provisions of Clause 8 of the Memorandum of Association of the Company.
54. The Trustees shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and directors' reports as are provided for in the Act.
55. Subject to the provisions of the 1985 Act, 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 (if any), shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

#### AUDIT

56. Unless the Company shall be exempt under the provisions of the 1985 Act from the obligation to do so, the Company shall appoint Auditors and regulate their duties in accordance with the 1985 Act.

#### NOTICES

57. A notice may be given by the Company to any Member either personally or by sending it by post to him or her or to his or her registered address, or (if he or she has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him or her to the Company for the giving of notice to him or her. 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 at the expiration of twenty four hours after the letter containing it is posted.
58. Notice of every General Meeting shall be given 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 notice to them;
  - (b) the auditor for the time being of the Company.

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

## DISSOLUTION

59. Clause 7 of the Memorandum of Association of the Company shall have effect as if the provisions thereof were repeated herein.

---

NAMES AND ADDRESSES OF SUBSCRIBERS

---

Name

Address

Signature

Colin Margetson Howes

27 Crediton Hill  
LONDON  
NW6 1HS

Colin Howes

Kevin Paul Jackson

31 Edna Street  
LONDON  
SW11 3DF

K. Paul Jackson

Mary Teresa Rainey

Flat 7  
25 Cleveland Square  
LONDON  
W2 6DD

Mary Teresa Rainey

Jane Tewson

The Manor Barn  
Little Ickford  
Aylesbury  
BUCKINGHAMSHIRE  
HP18 9HR

Jane Tewson

Anthony John Pye-Jeary

15 Laurel Road  
LONDON  
SW13 0EE

Anthony Pye-Jeary

---

DATED the 30<sup>th</sup>

day of SEPTEMBER

1996

WITNESS to the above signatures:

Name

Address

Signature

GILIAN ARDRE

31 QUEENANUS ROAD  
LONDON E9 7AH

Gillian Ardre