

**FILE COPY**



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

Company No. 3849957

The Registrar of Companies for England and Wales hereby certifies that  
MEDIATION FOR THE FAMILY LIMITED

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 September 1999



\*N03849957W\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**C O M P A N I E S   H O U S E**

HC007B



**OYEZ**

12

**Declaration on application for registration**

**Company Name in full**

MEDIATION FOR THE FAMILY LIMITED



**\*F0120C10\***

I, RUTH AMY EVANS

of 64 PLIMSOLL WAY VICTORIA DOCK HULL HU9 1PR

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] 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**

*R. Evans*

Declared at WILBERFORCE COURT, HIGH STREET, HULL HU1 1YJ

the

*22nd*

day of

*September*

One thousand nine hundred and ninety

*nine*

before me

*DAVID HEXTALL*

**Signed**

*[Signature]*

**Date**

*22/9/99*

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

Rollit Farrell & Bladon

Wilberforce Court, High Street, Hull

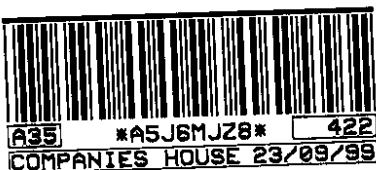
HU1 1YJ

Tel 01482 323239

DX number 715756

DX exchange Hull 15

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.



A35 \*A5J6MJZ8\* 422  
COMPANIES HOUSE 23/09/99

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**

**OYEZ**

The Solicitors' Law Stationery Society Ltd., Oyez House, 7 Spa Road, London SE16 3QQ.  
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1995 Edition 3.95

**OYEZ**

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**

MEDIATION FOR THE FAMILY LIMITED

**\*F0100C10\*****Proposed Registered Office**

(PO Box numbers only, are not acceptable)

WILBERFORCE COURT

HIGH STREET

Post town

HULL

County / Region

EAST YORKSHIRE

Postcode

HU1 1YJ

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.

Rollit Farrell &amp; Bladon

Wilberforce Court, High Street, Hull

HU1 1YJ

Tel 01482 323239

DX number 715756

DX exchange Hull 15

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

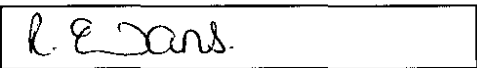
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

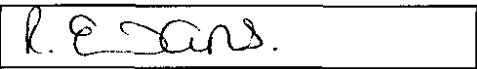


**Company Secretary** (see notes 1-5)


Company name		MEDIATION FOR THE FAMILY LIMITED	
<b>NAME</b>	<b>*Style / Title</b>	MISS	<b>*Honours</b>
<b>Forename(s)</b>		RUTH AMY	
<b>Surname</b>		EVANS	
<b>Previous forename(s)</b>			
<b>Previous surname(s)</b>			
<b>Address</b>		64 PLIMSOLL WAY	
<b>Usual residential address</b> For a corporation, give the registered or principal office address.		VICTORIA DOCK	
<b>Post town</b>		HULL	
<b>County / Region</b>		EAST RIDING OF YORKSHIRE	<b>Postcode</b> HU9 1PR
<b>Country</b>		ENGLAND	
I consent to act as secretary of the company name on page 1			
<b>Consent signature</b>			<b>Date</b> 22/09/99

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

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	MISS	<b>*Honours</b>
<b>Forename(s)</b>		RUTH AMY	
<b>Surname</b>		EVANS	
<b>Previous forename(s)</b>			
<b>Previous surname(s)</b>			
<b>Address</b>		64 PLIMSOLL WAY	
<b>Usual residential address</b> For a corporation, give the registered or principal office address.		VICTORIA DOCK	
<b>Post town</b>		HULL	
<b>County / Region</b>		EAST RIDING OF YORKSHIRE	<b>Postcode</b> HU9 1PR
<b>Country</b>		ENGLAND	
<b>Date of birth</b>			
Day Month Year			
23 11 74			
<b>Date of birth</b>		<b>Nationality</b> BRITISH	
<b>Business occupation</b>		TRAINEE SOLICITOR	
<b>Other directorships</b>			
I consent to act as director of the company named on page 1			
<b>Consent signature</b>			<b>Date</b> 22/09/99


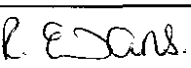
**Directors (continued)** (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	MR		<b>*Honours</b>		
<b>*Voluntary details</b>		<b>Forename(s)</b> THOMAS WILLIAM				
		<b>Surname</b> MORRISON				
		<b>Previous forename(s)</b>				
		<b>Previous surname(s)</b>				
<b>Address</b>		12 LUND AVENUE				
<b>Usual residential address</b> For a corporation, give the registered or principal office address.		COTTINGHAM				
		<b>Post town</b>		HULL		
		<b>County / Region</b>		<b>Postcode</b>		HU16 5LL
		<b>Country</b>		ENGLAND		
		<b>Day</b>		<b>Month</b>		<b>Year</b>
<b>Date of birth</b>		21	06	77	<b>Nationality</b> BRITISH	
<b>Business occupation</b>		TRAINEE SOLICITOR				
<b>Other directorships</b>						
		I consent to act as director of the company named on page 1				
<b>Consent signature</b>					<b>Date</b>	22/9/99

**This section must be signed by****Either****an agent on behalf of all subscribers**

<b>Signed</b>	<div></div>	<b>Date</b>	<div></div>
---------------	-------------	-------------	-------------

**Or the subscribers****(i.e. those who signed as members on the memorandum of association).**

<b>Signed</b>		<b>Date</b>	22/9/99
<b>Signed</b>		<b>Date</b>	22/09/99
<b>Signed</b>	<div></div>	<b>Date</b>	<div></div>
<b>Signed</b>	<div></div>	<b>Date</b>	<div></div>
<b>Signed</b>	<div></div>	<b>Date</b>	<div></div>
<b>Signed</b>	<div></div>	<b>Date</b>	<div></div>

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

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9006799

3849957

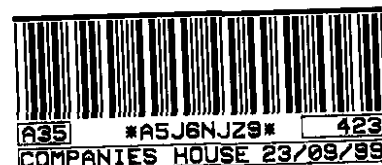
**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION OF  
MEDIATION FOR THE FAMILY LIMITED**



1. The name of the Company is "Mediation For The Family Limited" (hereinafter called "the Association").
2. The registered office of the Association is to be situate in England.
3. The objects for which the Association is established are to promote mediation as a means of resolving disputes within the family. The Association shall have the following powers:
  - (a) to acquire with or without consideration any legal and equitable estate or interest in land, any personal property and any rights, actions or privileges which the Association may think necessary for the promotion of its objects, and to construct, maintain, demolish, adapt and alter any buildings or erections necessary or convenient for the objects of the Association;
  - (b) to sell, improve, mortgage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
  - (c) to let out or take on hire as places of assembly, display centres or otherwise any part or parts of any land or buildings and in such divisions and manner as may seem expedient;
  - (d) to edit, print and publish books, papers, reports, guide books, periodicals, circulars, articles and other matter in furtherance of the objects of the Association;
  - (e) to establish and maintain a technical and historical museum and library open to the public;
  - (f) to hold conferences, seminars, meetings, lectures, courses and discussions;
  - (g) to employ and remunerate all such officers and servants as may be required for the purposes of the Association, and to grant pensions and retirement benefits to or for employees or former employees of the Association and to the widows, children or other dependants of deceased employees who are in necessitous circumstances and to pay or subscribe to funds or schemes for the



provision of pensions and retirement benefits for employees of the Association, their widows, children and other dependants;

(h) to borrow or raise money for the purposes of the Association on such terms and on such security (if any) as may be thought fit, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise;

(i) to establish, promote, form and support or aid in the establishment, promotion and formation and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further the objects of the Association;

(j) to enter into and carry into effect any arrangement for the sale of the whole or any part of the undertaking and assets of the Association to or any arrangement for merger or amalgamation with or any arrangement to acquire the whole or any part of the undertaking or assets of any other charitable institution or institutions which may have charitable purposes in any way similar to, connected with or likely to further the objects of the Association Provided always that all requisite consents to any such arrangement shall have been previously obtained and Provided further that it shall not be as a result of any such arrangement that any charitable institution or institutions which may acquire any part of the assets or undertaking of the Association or which may survive or be created as a result of any such merger or amalgamation or in whose name on behalf of the Association the whole or any part of the assets or undertaking of any charitable institution or institutions may be acquired shall prohibit the distribution of its or their income amongst its or their members to an extent less than is imposed on the Association under or by virtue of Clause 4 hereof;

(k) to raise funds and to invite and to receive subscriptions, endowments, grants (whether government, municipal or from any statutory or charitable body or otherwise) and donations (whether of real or personal property) and devises and bequests for all or any of the purposes aforesaid and to sell, charge, exchange or dispose of, and lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Association and generally to manage, invest and expend all monies belonging to the Association;

(l) to invest the monies of the Association 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) as may for the time being be imposed or required by law and subject also as hereinafter provided;

(m) to sell or to co-operate with others in selling in any building postcards, souvenirs, novelties, promotional articles and gift merchandise for the purpose of promoting the objects of the Association;



(n) to establish, operate and carry on or to co-operate with others in establishing, operating and carrying on in any building in which the Association is interested the supply thereof of food and drink and other refreshments by way of sale Provided always that the amenities mentioned in this paragraph shall be provided only for the purposes of attending a performance, meeting or function sponsored or organised by the Association;

(o) to make representations at public enquiries, appeals or in such other ways as shall appear necessary from time to time in furtherance of the objects of the Association;

(p) subject to Clause 4 hereof to employ and pay architects, surveyors, engineers, construction experts, accountants and solicitors and other professional persons, clerks and other staff for the purpose of fulfilling the objects of the Association;

(q) to make such arrangements as are necessary to enable the public (whether free or at a charge) to view and enjoy the property of the Association and any buildings;

(r) to do all such other things as are necessary to the attainment of the above objects or any of them Provided always:

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

(ii) the objects of the Association shall not extend to the regulations between workers and employers or organisations of workers and organisations of employers;

(iii) in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association 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 council or governing body of the Association shall be chargeable for any such property that may come into their hands, and shall be answerable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such council or governing body have been if no incorporation had been effected, and incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such council or governing body but they shall as regards any such property be subject jointly and

property of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association Provided always that nothing herein shall prevent the payment in good faith by the Association of a reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association or interest on money lent or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the council or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such council or governing body except repayment of out of pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Association Provided further that the provision last aforesaid shall not apply to any payment to any company of which a member of the council or governing body may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liabilities of the members are limited.

6. Every member of the Association undertakes to contribute such amount not exceeding £10 as may be required to the assets of the Association if it should be 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 Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

7. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution or, in default thereof, by a judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and insofar as effect cannot reasonably 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 Association and the matters in respect of which such receipts and expenditure takes place and of the property, credits and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being such accounts shall be open to inspection of the members. Once at least in every year the accounts of the Association shall be examined, and the correctness thereof and of the balance sheet ascertained by one or more auditor or auditors qualified to act as auditor under the Companies Act 1985.

place and of the property, credits and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being such accounts shall be open to inspection of the members. Once at least in every year the accounts of the Association shall be examined, and the correctness thereof and of the balance sheet ascertained by one or more auditor or auditors qualified to act as auditor under the Companies Act 1985.

9. (1) None of the objects set forth in any sub-clause of Clause 3 shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of Clause 3, or by reference to or inference from the name of the Association.
- (2) None of the sub-clauses of Clause 3 and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Association shall have as full a power to exercise each and every one of the objects specified in each sub-clause of Clause 3 as though each such sub-clause contained the objects of a separate Association.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

**NAMES AND ADDRESSES OF SUBSCRIBERS**

Ruth Amy Evans,  
64 Plimsoll Way,  
Victoria Dock,  
Hull,  
HU9 1PR.



Thomas William Morrison,  
12 Lund Avenue,  
Cottingham,  
East Yorkshire,  
HU16 5LL.



Dated 22/9 1999

Witness to the above signatures:

Mark Christopher Dawson,  
47 Plimsoll Way,  
Victoria Dock,  
Hull,  
HU9 1PW.



**THE COMPANIES ACTS 1985 to 1989**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**MEDIATION FOR THE FAMILY LIMITED**

**PRELIMINARY**

1. (a) In the Articles of Association of the Company named above (hereinafter called "the Association") here set forth (hereinafter called "the Articles") the expression "the Act" means the Companies Act 1985.  
  
(b) Words and expressions used in the articles, unless the context otherwise requires, have the same meaning as in the Act. Statutory references in the articles shall include, subject as aforesaid, the statute as amended, extended or applied by or under any other statutory provision or as re-enacted. Any references in the articles to a member of the governors shall be construed as one with the expression "director" in section 741 of the Act, and the expression "governors" hereinafter contained shall be construed accordingly.  
  
(c) The Association is to be a private company and shall not offer any of its debentures, whether for cash or otherwise, to the public or allot or agree to allot any debentures of the Association with a view to all or any of those debentures being offered for sale to the public.

**PURPOSES**

2. The Association is established for the purposes expressed in the memorandum of association.

**MEMBERS**

3. The number of members with which the Association proposes to be registered is unlimited, and there may be such one or more class of members having such rights and subject to such restrictions as the members entitled to receive such notice of and to attend and vote at any general meeting of the Association by special resolution may determine.
4. The subscribers to the Memorandum of Association and such other persons who may be proposed and seconded for membership respectively by any of the governors at a meeting of the governors, sign an application form and pay any fees the governors may from time to time prescribe, and as the governors within their absolute discretion shall admit to membership, shall be members of the Association.

5. A person shall cease to be a member of the Association seven days after either the Association receives from him notice in writing of his intention to resign and he has paid any moneys presently payable to the Association, or a resolution is passed by the members in general meeting without any opposition apart from the person proposed to be removed that he should cease to be a member Provided always that membership of the Association shall not be transferable and shall cease on death.

## **GENERAL MEETING**

6. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next Provided always that so long as the Association 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 governors shall appoint.

7. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

8. The governors may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition by members of the Association, or in default may be convened by such requisition as, at the date of the deposit of the requisition, represent not less than one tenth of the total voting rights of all the members having at the said date a right to vote at general meetings of the Association.

## **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 clear days' notice in writing, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen clear days' notice in writing respectively. 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 the 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 Association in general meeting, to all the members, to the governors and to the auditors Provided always that any meeting of the Association 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 by all the members entitled to attend and vote in the case of an annual general meeting by all the members entitled to attend and vote at it, and in the case of any other meeting a majority in number of the members having the right to attend and vote being a majority together representing not less than ninety-five per centum of the total rights at that meeting of all the members. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by,

any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings, at any meeting.

10. Any notice convening a general meeting must indicate the place, date and time of it, set out and describe as such all proposed special and extraordinary resolutions, say if it is to be an annual general meeting, and describe generally the nature of all intended business, except routine business at an annual general meeting comprising consideration of the accounts, balance sheet, and the reports of the committee and auditors, the election of members of the committee in place of those retiring, and the appointment, and the fixing of the remuneration, of the auditors.

## **PROCEEDINGS AT GENERAL MEETINGS**

11. Business shall not be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a quorum shall be two persons who at the commencement of the meeting are entitled to attend and vote thereat, each being a member or a proxy for a member or a duly authorised representative of a corporation.

12. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, or a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the governors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting or if during the meeting a quorum ceases to be present such adjourned meeting shall be dissolved.

13. The chairman, or in his absence the vice-chairman (if any), shall preside as chairman at every general meeting, but if there shall be no such chairman or vice-chairman, or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose one of the governors, or if no such member be present, or if all the members of the governors present decline to take the chair, they shall choose some member of the Association who shall be present and entitled to vote thereat to preside. The chairman of the meeting shall conduct and make all arrangements and determine all disputes at any meeting as in his absolute discretion but subject to the articles he shall think fit.

14. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, the members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.

15. 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 upon the declaration of the result of the show of hands, demanded by the chairman or any member present in person. The representative of a corporation may demand a poll and vote on a show of hands or on a poll and in so demanding or voting the corporation shall be deemed to be acting personally. Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution save that any error which would change the result of a resolution being passed or not as the case may be at the meeting shall vitiate the resolution in question. The demand for a poll may be withdrawn.

16. Except as provided in article 17, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

19. Subject to the terms of the Act, a resolution in writing which may consist of two or more documents in like form each signed by one or more of 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 Association duly convened and held. Any resolution may be proposed and passed as special, extraordinary, ordinary or otherwise notwithstanding that the Association has given less than twenty-one or fourteen days' notice thereof, or of the meeting or adjourned meeting at which it is proposed to be passed as the case may be, if it is so agreed by the majority of the members entitled to vote on any resolution as mentioned in the Proviso to article 9.

## **VOTES OF MEMBERS**

20. Subject as hereinafter provided, every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

21. A member shall not be entitled to vote at any general meeting unless all moneys presently owing by him and demanded by the Association have been paid.

22. Any instrument of proxy shall be in such form as the governors may require or in any other common or usual form.



## **BOARD OF GOVERNORS**

23. The governors shall consist of such number of members of the Association as shall be determined by the members of the Association and until so fixed there shall be no maximum number and the minimum number shall be two. The governors, so long as there are not less than three members thereof, shall comprise the chairman, a vice-chairman, treasurer and such other officers as the members shall determine and subject to article 13 the members of the Association shall elect the chairman. The Association may increase or reduce the number of the governors from time to time Provided always that the minimum number shall not be less than two.

## **POWERS AND DUTIES OF THE GOVERNORS**

24. The business of the Association shall be managed by the governors, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association in general meeting, subject nevertheless to the provisions of the Act, the Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting, but any regulation made by the Association in general meeting shall not invalidate any prior act of the governors which would have been valid if that regulation had not been made.

25. The governors may make from time to time and at any time such rules or bye-laws not inconsistent with the memorandum and articles of association as they consider to be in the good interests of the Association subject always to any extension, modification or repeal thereof resolved to be made by the members in general meeting, and such rules or bye-laws shall be deemed not to form part of the articles and shall be construed separately from the Articles except as such rules or bye-laws may provide to the contrary but nevertheless shall be binding on the members and the governors subject as aforesaid as therein provided.

26. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any one or more of the governors or the secretary in such manner as the governors shall from time to time determine.

27. The governors may exercise all the powers of the Association to borrow money without limit as to amount and upon such terms and in such manner, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Association, or of any third party, as they think fit.

28. The governors shall cause minutes to be made:

- (a) of all the appointments of officers made by the governors;
- (b) of the names of the governors present at each meeting of the governors and any sub-committee thereof, and
- (c) of all resolutions proceedings and business at all meetings of the Association, and of the governors, and of any sub-committee, and, together with all registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Association, may be recorded as the governors may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification, and the governors present at any meeting of the governors or of a sub-committee shall sign their names in a book to be kept for that purpose, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

29. The governors for the time being may act notwithstanding any vacancy in their body Provided always that in case the governors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents it shall be lawful for them to act as the governors for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

30. The governors may from time to time and at any time appoint a member of the Association to be a governor, either to fill a casual vacancy or by way of addition to the governors. Any member so appointed shall retain his office only until the next annual general meeting, but he shall then be eligible for re-election.

#### **DISQUALIFICATION OF GOVERNORS**

31. The office of a member of the governors shall be vacated if he:

- (a) becomes bankrupt or he makes any arrangement or composition with his creditors generally, or
- (b) becomes a person in respect of whom an order is made by any competent court by reason of mental disorder, or
- (c) ceases to be for whatever reason a member of the Association, or
- (d) resigns his office by notice in writing to the Association, or
- (e) becomes prohibited from holding office by reason of any of the matters in the Company Directors Disqualification Act 1986, or

(f) is convicted of an offence which is likely to bring the Association into disrepute, or

(g) is removed from office under the provisions of the Act or the articles immediately upon the happening of any such event.

## **ROTATION OF THE GOVERNORS**

32. At the first Annual General Meeting and at every subsequent Annual General Meeting, all the governors for the time being shall retire from office.

33. The retiring officers and other members of the governors shall be eligible for re-election.

34. The Association may, at the meeting at which all the governors retire in manner aforesaid, fill the vacated offices by persons elected thereto and in default the retiring members, except in respect of the office of chairman if offering themselves for re-election, shall be deemed to have been re-elected except as aforesaid unless a resolution for the re-election of retiring members shall have been put to the meeting and lost.

35. No person not being a governor retiring at the meeting shall, unless recommended by the governors for election, be eligible for election to the governors at any general meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the secretary notice in writing, by some member duly qualified to be present 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 the person to be proposed, of his willingness to be elected. The prescribed time mentioned above shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting, there shall be not less than four nor more than twenty-eight intervening days.

36. The Association may from time to time in general meeting determine in what rotation any increased or reduced number of governors shall go out of office, and may make the appointments necessary for effecting any such increase.

37. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by extraordinary resolution remove any governor before the expiration of his period of office, and may by an ordinary resolution appoint another member in his stead but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

## **PROCEEDINGS OF THE GOVERNORS**

38. The governors 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 governor may, and the secretary on the requisition of a governor shall, at any time summon a meeting of the governors. It shall not be necessary to give notice of a meeting of the governors to any governor for the time being absent from the United Kingdom unless he has given the Association notice of his address abroad.

39. The quorum necessary for the transaction of the business of the governors may be fixed by the governors, and unless so fixed shall be, and in any case shall never be less than, two.

40. The chairman of the Association shall be entitled to preside at all meetings of the governors at which he shall be present, but in his absence the governors shall elect another person to preside for that meeting.

41. The governors may delegate any of their powers to sub-committees consisting of such member or members of the Association as they think fit, and any sub-committee so formed shall, in the exercise of powers so delegated, conform to the articles and to any regulations imposed on it by the governors. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the governors so far as applicable and so far as the same shall not be superseded by any regulations made by the governors.

42. All acts bona fide done by any meeting of the governors or of any sub-committee, or by any governors, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such governor, or that he or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a governor.

43. A resolution shall be in writing and may consist of two or more documents in like form signed by one or more of all the governors or members of any sub-committee thereof who are entitled to receive notice of a meeting of the governors or of such sub-committee and shall be as valid and effectual as if it had been passed at a meeting of the governors or of such sub-committee duly convened and held.

44. The seal of the Association shall not be affixed unto any instrument except by the authority of a resolution of the governors and in the presence of at least two governors or one of them and the secretary, and the said governors and secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any Buyer or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

45. Subject to section 310 of the Act every governor member or other officer of the Association shall be indemnified out of the assets of the Association against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under sections 144(3) or 727 of the Act in which relief is granted to him by the Court, and no governor

or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of his office or in relation thereto.

#### **COMPANY SECRETARY**

46. Subject to sections 10(3) and 288(2) of the Act the secretary shall be appointed by the governors 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.

47. A provision of the Act or the Articles requiring or authorising a thing to be done by or to a member of the governors and the secretary shall not be satisfied by its being done by or to the same person acting both as a governor and as, or in place of, the secretary, and anything required or authorised to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the Association authorised generally or specially in that behalf by the governors.

#### **ACCOUNTS**

48. The governors shall cause accounting records to be kept in accordance with section 221 of the Act.

49. The accounting records shall be kept at the registered office of the Association, or, subject to section 222 of the Act, at such other place or places as the governors shall think fit, and shall always be open to the inspection of the governors.

50. Subject to any reasonable restriction as to the time and manner of inspecting the same, the accounts and books of the Association or any of them shall be open to the inspection of the members.

51. The governors shall from time to time cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts and balance sheets and reports as are required by sections 227, 228, 235 and 236 of the Act, and otherwise comply with the requirements of Chapter I of Part VII of the Act.

52. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the auditors' report and governors' report shall, not less than twenty-one days before the date of the meeting, be sent to every member and every holder of debentures of the Association subject nevertheless to article 9 Provided always that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

53. The income of the Association shall be applied solely towards the provision of all or any of the objects of the Association in accordance with Clause 4 of the Memorandum of Association of the Association at such time or times and in such manner as the governors shall think fit, with power to the governors to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the governors shall think fit Provided always that the payment of dividends to the members is prohibited.

#### **AUDIT**

54. Auditors shall be appointed and their duties regulated in accordance with sections 235 and 236 and Chapter V of Part XI of the Act.

#### **NOTICES**

55. A notice may be given by the Association to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 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.

56. 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 Association an address within the United Kingdom for the giving of notices to them;
- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) the governors;
- (d) the auditor for the time being of the Association.

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

#### **RECORDS**

57. The governors may cause all or any books, minutes, registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Association to be recorded as the governors may determine in bound books or by some other means so long as the recording is


capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification and any reference in the articles to books or registers or other documentary record shall be deemed to include such other means as aforesaid.

## **DISSOLUTION**

53. The provisions (if any) for the time being in the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in the Articles.

## NAMES AND ADDRESSES OF SUBSCRIBERS

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Dated 22/9 1999

Witness to the above signatures:

Mark Christopher Dawson,  
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Victoria Dock,  
Hull,  
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