

FILE COPY



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

Company No. 3132874

The Registrar of Companies for England and Wales hereby certifies that  
NW5 THEATRE SCHOOL

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 1st December 1995



\*N03132874F\*

  
M.LEWIS

For the Registrar of Companies



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

HC007B

# G

COMPANIES FORM No. 12

## Statutory Declaration of compliance with requirements on application for registration of a company

# 12

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf)

For official use

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For official use

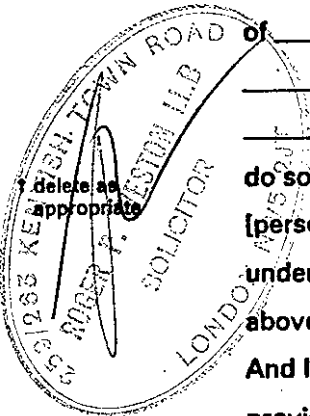
--

Name of company

* NWS THEATRE SCHOOL
----------------------

\* insert full  
name of Company

I, George John O'Scannons  
of 14 MAKEPEACE AVE LONDON N6 6ET



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(2)]† and that all the requirements of the above Act 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  
provisions of the Statutory Declarations Act 1835

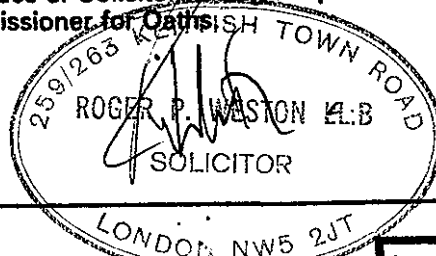
Declared at 28/1/83 KENTISH TOWN N  
LONDON N.W.5

Declarant to sign below

George John O'Scannons

the 9<sup>th</sup> day of November  
One thousand nine hundred and NINETY FIVE  
before me \_\_\_\_\_

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



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

For official Use

New Companies Section

Post room

INTERCHANGE LEGAL ADVISORY SERVICE  
DALBY STREET  
LONDON NW5 3NQ  
TEL 0171-284 0530 FAX 0171 482 5292

INTERCHANGE LEGAL ADVISORY SERVICE

DALBY STREET

LONDON W1P 6LJ

01-234 1700

# G

COMPANIES FORM No. 30(5)(a)

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

# 30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

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

Name of company

* NWS THEATRE SCHOOL
----------------------

### Note

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

\* insert full name of company

I, George John O'Leary  
of 14 Malcepeace Ave London N6 6ET

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

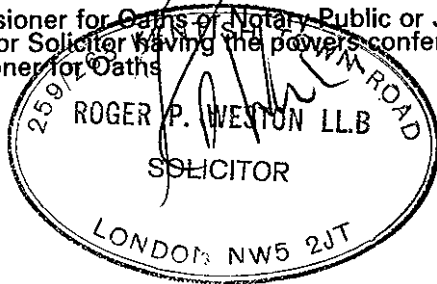
And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at 28/11/85 London N.W.5

Declarant to sign below

the 9th day of November  
One thousand nine hundred and NINETY FIVE  
before me

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



Presentor's name address and reference (if any):

TEL 0171-404 0330 FAX 0171 402 5332

LONDON NWS 3NO  
DALBY STREET

IN SERVICE / SERVICE

For official Use

New Companies Section

Post room



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

10

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

This form should be completed in black.

Company name (in full)

CN

For official use ☐

NW5 THEATRE SCHOOL

Registered office of the company on  
incorporation.

RO

14 MAKEPEACE AVE

Post town LONDON

County/Region Nth Middlesex

Postcode NW5

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.

X

Name

RA

INTERCHANGE LEGAL ADVISORY SERVICE

DALBY STREET

LONDON NW5 3NQ

Post town TEL 0171-284 0530 FAX 0171 482 5292

County/Region

Postcode

Number of continuation sheets attached

1

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

INTERCHANGE LEGAL ADVISORY SERVICE

DALBY STREET

LONDON NW5 3NQ

Postcode  
TEL 0171-284 0530 FAX 0171 482 5292

Telephone

Extension

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

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

CS MR

GEORGE JOHN

O' GORMAN

N/A

N/A

N/A

AD 14 MAKEPEACE Ave

Post town LONDON

County/Region AS Above

Postcode N6 6ET Country BRITAIN

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

Consent signature

Signed T O'Connor Date 9-11-95

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

Please list directors in alphabetical order.

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

CD MR

GEORGE JOHN

O' GORMAN

N/A

N/A

N/A

AD 14 MAKEPEACE Ave

Post town LONDON

County/Region AS Above

Postcode N6 6ET Country BRITAIN

Date of birth

DO 20 5 37 Nationality NA IRISH

Business occupation

OC ACTOR / Teacher / School Principal

Other directorships

OD NONE

\* Voluntary details

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

Consent signature

Signed T O'Connor Date 9-11-95

**Directors (continued)**

(See notes 1 - 5)

**Name****\*Style/Title****CD**

MISS

**Forenames**

CAROLINE

**Surname**

FISHER

**\*Honours etc**

N/A

**Previous forenames**

N/A

**Previous surname**

N/A

**Address****AD**

46 PRINCES AVENUE

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

WOOD GREEN

Post town LONDON

County/Region AS ABOVE

Postcode N6 2 7SA

Country BRITAIN

**Date of birth****DO**

21 2 018 712

**Nationality****NA**

BRITISH

**Business occupation****OC**

ACTRESS

**Other directorships****OD**

NONE

**\* Voluntary details**

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

**Consent signature**

Signed

P. Fisher

Date

9. 11. 95

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

(See notes 1 - 5)

**Address**

Date of birth

### Business occupation

## Other directorships

\* Voluntary details

### Consent signature

CD MR

GERANT

CARDY

N/A

N/A

N/A

AD 106, PRIORY RD,

HORSEY

Post town LONDON

County/Region AS ABOVE

Postcode N8 7HR Country BRITAIN

DO 119 364 Nationality NA BRITISH

OC N/A ACTOR . TEACHER

OD NONE

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

Signed Gerant Date 9-11-95

Delete if the form  
is signed by the  
subscribers.

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

**All the subscribers must sign either personally or by a person or persons authorised to sign for them.**

Signature of agent on behalf of all subscribers      Date

## INTERCHANGE LEGAL ADVISORY SERVICE

## DALBY STREET

LONDON NW5 3NO

Signed TEL 0171-234 0530 FIVE Date

**Signed**

Date           

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

Signed

Date \_\_\_\_\_



# Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames 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 forenames or surname 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.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you 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.

- 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. It also includes a shadow director.

- 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 individual 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,
- 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.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ

COMPANY INFORMATION  
RETURN

3132874



THE COMPANIES ACT 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

NW5 THEATRE SCHOOL

1. The name of the Company (hereinafter called "the Association") is NW5 Theatre School.
2. The registered office of the Association shall be situate in England and Wales.
3. The objects for which the Association is established are:-

To advance education for the public benefit through the carrying-on of a school dedicated to the teaching of the dramatic arts

And the Association shall have the following powers exercisable in furtherance of its said objects but not further or otherwise, namely:

- (a) to present, promote, organise, provide, manage and produce, plays, films, broadcasts, concerts, musical pieces, entertainments, exhibitions, competitions, tutorials, seminars, courses and workshops, whether on any premises of the Association or elsewhere.
- (b) to procure to be written, printed, published and issued gratuitously or otherwise such papers, books, pamphlets or other documents as shall further the above objects.
- (c) to open and maintain a bank account or bank accounts in the name of the Association.
- (d) to employ staff and/or agents, and to make provision for the proper remuneration of any such persons including power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows widowers and other dependants.
- (e) subject to such consents as may be required by law to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Association.
- (f) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought necessary for the promotion of its objects.

707525

(g) to undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be necessary for its objects.

(h) subject to such consents as may be required by law to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit PROVIDED ALWAYS that the Association shall undertake no permanent trading activities in raising funds to achieve its charitable objects.

(i) 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) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(j) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

(k) to establish, operate and maintain or to cooperate with others in establishing, operating and maintaining at such places as may be deemed appropriate by the Association any dining and refreshment rooms, stalls and facilities for the supply thereof of food, drink and refreshments in furtherance of the objects PROVIDED THAT such food, drink or refreshments shall only be available to persons participating in the activities of the Association.

(l) to do all such other lawful things as shall further any or all of the above objects.

PROVIDED THAT:

(1) 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 a manner as allowed by law, having regard to such trusts.

(2) The objects of the Association shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers.

(3) 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 Management Committee or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Management Committee or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Management Committee or Governing Body, but they shall as regards to any such

property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association and no member of the Management Committee or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.

PROVIDED THAT nothing herein shall prevent the payment, in good faith by the Association:

(A) of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association (not being a member of its Management Committee), provided nevertheless that a member of the Management Committee shall be entitled to be reimbursed for any reasonable out-of-pocket expenses incurred in carrying out any business of the Association;

(B) of interest on money lent by any member of the Company or of its Management Committee or Governing Body at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the Management Committee or Governing Body; or 3%, whichever is the greater;

(C) of reasonable and proper rent for premises demised or let by any member of the Association or of its Management

Committee or Governing Body;

(D) of fees remuneration or other benefit in money or money's worth to a company of which a member of its Management Committee or Governing Body may be a member holding not more than one hundredth part of the capital of such company;

(E) of such reasonable and proper remuneration to the School Administrator (but to no other Member of the Management Committee, member, or other officer or employee of the Association except in the circumstances specified by clause 4(A) above) as is commensurate with his/her position in return for services he/she actually renders to the Association: PROVIDED THAT

(i) the Management Committee agree that it is reasonable and necessary in the interests of the Association for him/her to be a Member of the Management Committee

(ii) he/she shall be absent from all meetings at which the terms and conditions of his/her employment with the Association are discussed

(iii) he/she shall not vote on any resolution relating to his/her employment.

5. No additions, alterations, or amendments shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in

force, unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales.

6. The liability of the members is limited.

7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Association contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.


8. 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 charitable objects similar to the objects of the Association, and shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the 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, and if and so far as effect cannot be given to such provision, then to some other charitable object subject to the prior approval of the Charity Commissioners for England and Wales.

WE, the subscribers to these Articles of Association, wish to be formed into a company pursuant to these Articles:

NAME	ADDRESS	SIGNATURE
CAROLINE FISHER.	46 PRINCES AVENUE NR2 45A.	G. Fisher
GEORGE JOHN O'GORMAN	14 MAKEPEACE AVE LONDON. N6 6EJ	G. O'Gorman
CERRAINT CAROY	106, PLEURY ROAD, WORMSEY LONDON N8 7HR.	G. Caro

DATED November 9th 1995

WITNESS TO THE ABOVE SIGNATURES:



M. J. O'GORMAN  
20 GLENDALE ST.  
PUNNEY  
SWIS 1TS

THE COMPANIES ACT 1985 & 1989  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

NW5 THEATRE SCHOOL

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS

MEANINGS

The Act.....The Companies Act 1985

These presents.....These Articles of  
Association and the  
regulations of the  
Association from time  
to time in force.

The Association.....The above-named Company.

The Management Committee.....The Council of Management  
for the time being of the  
Association

The Office.....The registered office of  
the Association

The Seal.....The common seal of  
the Association

The United Kingdom.....Great Britain and  
Northern Ireland

Month.....Calendar Month

In Writing.....Written, printed or  
lithographed or partly  
one and partly another,  
and other modes of

representing or  
reproducing words in a  
visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is 4 but the Management Committee may from time to time register an increase of members.

3. The Management Committee shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED ALWAYS that the member concerned shall have a right to be heard before a final decision is made.

4. The provisions of section 352 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

6. The subscribers to the Memorandum of Association and such other persons as the Association shall admit to membership in accordance with such regulations as the Management Committee shall make from time to time shall be members of the Association.

#### GENERAL MEETINGS

7. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Association and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

8. All Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

9. The Management Committee may whenever they think fit convene a 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 Act.

10. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

11. 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.

#### PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Management Committee and of the Auditors, the election of members of the Management Committee 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 is present when the meeting proceeds to business. Save as herein otherwise provided 1/3 or 3 (whichever is the greater number) of the members shall be a quorum.

14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Management Committee 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 the members present shall be a quorum.

15. The Chairperson (if any) of the Management Committee shall preside as Chairperson at every General Meeting, but if there be no such Chairperson, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Management Committee, or if no such member be present, or if all the members of the Management Committee present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

16. The Chairperson 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 thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairperson or by at least three members having the right to vote at the meeting or a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution has been carried, or carried unanimously or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book 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. The demand for a poll may be withdrawn.

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

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

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

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

#### VOTES OF MEMBERS

22. Subject as hereinafter provided, every member shall have one vote.

23. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his or her membership, shall be entitled to vote on any question at any General Meeting.

#### MANAGEMENT COMMITTEE

24. The number of the members of the Management Committee shall never be less than 3, and until otherwise determined by a General Meeting shall not be more than 8.

25. The first members of the Management Committee shall be the subscribers to

the Memorandum of Association.

26. The Management Committee may from time to time and at any time appoint any member of the Association as a member of the Management Committee, either to fill a casual vacancy or by way of addition to the Management Committee, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible for re-election.

27. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Management Committee.

#### POWERS OF THE MANAGEMENT COMMITTEE

28. The business of the Association shall be managed by the Management Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Management Committee which would have been valid if such regulation had not been made.

29. The members for the time being of the Management Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Management Committee 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 Management Committee 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.

#### SECRETARY

30. The Secretary shall be appointed by the Management Committee for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of section 283 of the Act shall apply and be observed. The Management Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting PROVIDED ALWAYS that no member of the Management Committee shall occupy the salaried position of Secretary.

#### THE SEAL

31. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Management Committee and in the presence of at least one member of the Management Committee and of the Secretary, and the said member and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF MEMBERS OF THE MANAGEMENT COMMITTEE

32. The office of a member of the Management Committee shall be vacated:

(A) If a receiving order is made against him or her or he or she makes any arrangement or composition with his or her creditors.

(B) If he or she becomes of unsound mind.

(C) If he or she ceases to be a member of the Association.

(D) If by notice in writing to the Association he or she resigns his or her office.

(E) If he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986.

(F) If he or she is removed from office by a resolution duly passed pursuant to section 303 of the Act.

(G) If he or she fails without reasonable excuse to attend three consecutive meetings of the Management Committee.

#### ROTATION OF MEMBERS OF THE MANAGEMENT COMMITTEE

33. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Management Committee for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

34. The members of the Management Committee to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his or her last election or appointment. A retiring member of the Management Committee shall be eligible for re-election.

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

36. No person not being a member of the Management Committee retiring at the meeting shall, unless recommended by the Management Committee for election, be eligible for election to membership of the Management Committee 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 or her intention to propose such person to be proposed and of his or her willingness to be elected. The prescribed time above mentioned 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.

37. The Association may from time to time in General Meeting increase the number of members of the Management Committee, and determine in what rotation such increased number shall go out of office, and may make the appointments necessary for effecting any such increase.

38. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Management Committee before the expiration of his or her period of office and may by an Ordinary Resolution appoint another qualified member in his or her stead; but any person so appointed shall retain his or her office so long only as the member in whose place he or she is appointed would have held the same if he or she had not been removed.

#### PROCEEDINGS OF THE MANAGEMENT COMMITTEE

39. The Management Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the Management Committee shall never be less than 1/3 or 3 (whichever is the greater number) of the members of the Management Committee. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.

40. A member of the Management Committee may, and on the request of a member of the Management Committee the Secretary shall, at any time, summon a meeting of the Management Committee by notice served upon the several members of the Management Committee. A member of the Management Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

41. The Management Committee shall from time to time elect a Chairperson who shall be entitled to preside at all meetings of the Management Committee at which he or she shall be present, and may determine for what period he or she is to hold office, but if no such Chairperson be elected, or if at any meeting the Chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Management Committee present shall choose one of their number to be Chairperson of the meeting.

42. A meeting of the Management Committee at which a quorum is present shall be competent to exercise all the regulations of the Association for the time being vested in the Management Committee generally.

43. The Management Committee may delegate any of their powers to committees consisting of such member or members of the Management Committee or others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Management Committee. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Management Committee so far as applicable and so far as the same shall not be superseded by regulations made by the Management Committee. Any such committees shall report to the Management Committee on any decisions taken as soon as possible. No such committee shall incur expenditure on behalf of the Association except in accordance with a budget which has been approved by the Management Committee.

44. All acts bona fide done by any meeting of the Management Committee or by any committee of the Management Committee, or by any person acting as a member of the Management Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Management Committee.

45. The Management Committee shall cause proper minutes to be made of all appointments of officers made by the Management Committee and of the proceedings of all meetings of the Association and of the Management Committee and of committees of the Management Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

46. A resolution in writing signed by all members for the time being of the Management Committee or of any committee of the Management Committee who are entitled to receive notice of a meeting of the Management Committee or of such committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the Management Committee or such committee (as the case may be).

#### ACCOUNTS

47. The Management Committee shall cause proper books of account to be kept with respect to:

(A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Association; and

(C) the assets and liabilities of the Association.

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 affairs of the Association and to explain its transactions.

48. The books of account shall be kept at the registered office or at such other place or places as the Management Committee shall think fit, and shall always be open to the inspection of the members of the Management Committee.

49. The Management Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions and/or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Management Committee, and no member (not being a member of the Management Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Management Committee or by the Association in General Meeting.

50. At the Annual General Meeting in every year the Management Committee shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than ten months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Management Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 240 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

#### AUDIT

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

52. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Management Committee being treated as the Directors mentioned in the relevant sections.

#### NOTICES

53. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of members.

54. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him or her shall be entitled to have notices served upon him or her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

55. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION

56. Clause 8 of 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 these Articles.

#### INDEMNITY

57. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Management Committee may otherwise be entitled, every member of the Management Committee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.



WE, the subscribers to these Articles of Association, wish to be formed into a company pursuant to these Articles:

NAME	ADDRESS	SIGNATURE
CAROLINE FISHER	46 PRINCES AVENUE N22 43A	G. Fisher.
GEORGE JOHN O'GORMAN	14 MAKEPEACE AVE LONDON N6 6ES	G. J. O'Gorman.
CERANT CAROL	106, PRORY ROAD, HORNSEY, LONDON N8 7LR	Get Carol.

DATED 11th Nov 97 1997

WITNESS TO THE ABOVE SIGNATURES:

M. J. Graham

M. J. GRAHAM  
20 GLENDALE ST.  
PUTNEY  
SW15 1TS