

FILE COPY



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

Company No. 3848010

The Registrar of Companies for England and Wales hereby certifies that  
RED ROSE CHAIN

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 24th September 1999



\*N03848010B\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

HC007B



Companies' House.  
— for the record —

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Please complete in typescript,  
or in bold black capitals.

CHFP000

## Declaration on application for registration

Company Name in full

RED ROSE CHAIN

I, DAVID NEWBORN

of RED ROSE CHAIN / SCHOOL COTTAGES, EYKE

† Please delete as appropriate.

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

David P Newborn

David P Newborn

Declared at

15 FAULDER ROAD, MELTON PARK, WOODBRIDGE  
151 RUSHMORE ROAD, RUSHMORE ST. ANDREW, SUPPAC

On

30 08 1999 18/09/99

① Please print name.

before me ①

(SAC MAGUIRE)

Signed

David P Newborn

Date

30/8/99

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

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

DAVID NEWBORN  
1A CANNONWELL AVENUE, IPSWICH IP4 4EB  
Tel 01473 723804

DX number

DX exchange



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COMPANIES HOUSE 21/09/99  
A17 \*AXHYLJF5\* 215  
COMPANIES HOUSE 03/09/99

Form revised June 1998

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh



Companies House  
— for the record —

Please complete in typescript,  
or in bold black capitals.

CHFP000

# 30(5)(a)

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

Company Name in full

RED ROSE CHAIN

I, DAVID NEWBORN

of RED ROSE CHAIN / SCHULLETTAGES, EYKE

† Please delete as appropriate.

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

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

David P Newborn

David P Newborn

Declared at

15 CALDER ROAD WOODBRIDGE

15 CALDER ROAD WOODBRIDGE ST ANDREW - SCOTLAND

Day Month Year

on 30 08 19 99 18/9/99

• Please print name.

before me •

SALU MAMUGEE

18/9/99

Signed

[Signature]

Date

30/8/99

~~I am a Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

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

DAVID NEWBORN

1A CAULDWELL AVENUE, IPSWICH  
IP4 4EB Tel 01473 723804

DX number

DX exchange



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COMPANIES HOUSE

0051  
21/09/99

Form revised June 1998

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or

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

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

Please complete in typescript,  
or in bold black capitals.

CHFP000

Notes on completion appear on final page

10

First directors and secretary and intended situation of  
registered office

Company Name in full

RED ROSE CHAIN

Proposed Registered Office

(PO Box numbers only, are not acceptable)

1A CAULDWELL AVENUE

Post town

IPSWICH

County / Region

SUFFOLK

Postcode

IP4 4EB

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

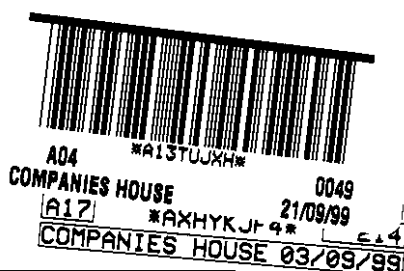
Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

DAVID NEWBORN

1A CAULDWELL AVENUE, IPSWICH  
IP4 4EB Tel 01473 723804

DX number

DX exchange



Form revised July 1998

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

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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

**RED ROSE CHAIN**

NAME \*Style / Title

**MR**

\*Honours etc

\* Voluntary details

Forename(s)

**DAVID PAUL**

Surname

**NEWBORN**

Previous forename(s)

Previous surname(s)

Address

**1 SCHOOL COTTAGES****Usual residential address**

For a corporation, give the registered or principal office address.

**THE STREET, EYKE**

Post town

**WOODBRIIDGE**

County / Region

**SUFFOLK**

Postcode

**IP12 2QP**

Country

**UK**

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

Consent signature

**David P Newborn**

Date

**30/8/99****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

**MS**

\*Honours etc

Forename(s)

**JOANNA**

Surname

**CARRICK**

Previous forename(s)

Previous surname(s)

Address

**1 SCHOOL COTTAGES****Usual residential address**

For a corporation, give the registered or principal office address.

**THE STREET, EYKE**

Post town

**WOODBRIIDGE**

County / Region

**SUFFOLK**

Postcode

**IP12 2QP**

Country

**UK**

Day Month Year

Date of birth

**03 01 1968**

Nationality

**BRITISH**

Business occupation

**FILM DIRECTOR**

Other directorships

**NONE**

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

Consent signature

**Joanna Carrick**

Date

**30/8/99**

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

<b>NAME</b>	<b>*Style / Title</b>	<b>MR</b>		<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	<b>DAVID PAUL</b>			
	<b>Surname</b>	<b>NEWBORN</b>			
	<b>Previous forename(s)</b>				
	<b>Previous surname(s)</b>				
<b>Address</b>	<b>1 SCHOOL COTTAGES</b>				
<b>Usual residential address</b>	<b>THE STREET, EYKE</b>				
For a corporation, give the registered or principal office address.	<b>Post town</b>	<b>WOODBIDGE</b>			
	<b>County / Region</b>	<b>SUFFOLK</b>	<b>Postcode</b>	<b>IP12 2QP</b>	
	<b>Country</b>	<b>UK</b>			
	<b>Date of birth</b>	<b>Day</b>	<b>Month</b>	<b>Year</b>	<b>Nationality</b>
		<b>15</b>	<b>09</b>	<b>1971</b>	<b>BRITISH</b>
	<b>Business occupation</b>	<b>FILM PRODUCER</b>			
	<b>Other directorships</b>	<b>NONE</b>			
	I consent to act as director of the company named on page 1				
	<b>Consent signature</b>	<b>David P Newborn</b>		<b>Date</b>	<b>30 / 8 / 99</b>

<b>This section must be signed by</b>					
<b>Either</b>					
<b>an agent on behalf of all subscribers</b>	<b>Signed</b>		<b>Date</b>		
<b>Or the subscribers</b>	<b>Signed</b>	<b>Joanna Canich</b>	<b>Date</b>	<b>30 / 8 / 99</b>	
<b>( i.e those who signed as members on the memorandum of association).</b>	<b>Signed</b>	<b>David P Newborn</b>	<b>Date</b>	<b>30 / 8 / 99</b>	
	<b>Signed</b>		<b>Date</b>		
	<b>Signed</b>		<b>Date</b>		
	<b>Signed</b>		<b>Date</b>		
	<b>Signed</b>		<b>Date</b>		

## Notes

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

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

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

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

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

Address:

Give the usual residential address.

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

Subscribers:

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

2. Directors known by another description:

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

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

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

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

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

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inc 2748010

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THE COMPANIES ACT 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE  
MEMORANDUM OF ASSOCIATION  
of  
RED ROSE CHAIN



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1. The name of the Company (hereinafter called "the Company") is Red Rose Chain.
2. The Registered Office of the Company will be situate in England
3. The Company is established to promote, maintain, improve, and advance education by the encouragement of the arts, including the arts of drama, mime, dance, singing and music, and to formulate, prepare and establish schemes therefor provided that all objects of the Company shall be of a charitable nature. The Company 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 such plays, dramas, comedies, operas, operettas, burlesques, films, broadcasts, concerts, musical pieces, puppet shows, ballets, entertainments and exhibitions, whether on any premises of the Company or elsewhere, as are conducive to the promotion, maintenance, improvement and advancement of education or to the encouragement of the arts.
  - (B) To purchase, acquire and obtain interests in the copyright of or the right to perform or show any opera, play, mime, comedy, drama, film, film scenario, stage piece or musical composition which can be used or adapted for the objects of the Company.
  - (C) In furtherance of the objects of the company to enter into agreements with authors, actors, dancers, composers, musicians, producers and script writers.
  - (D) To purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Company.
  - (E) To retain or employ professional or technical advisers or workers in connection with the objects of the Company and to pay reasonable and proper fees for their services.
  - (F) To establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage or lend money or other assistance to any charitable association, society or other body, corporate or unincorporate, and having objects wholly or partly similar to those of the company and for the purpose of promoting the objects of the company and to co-operate with manufacturers, dealers, or other traders, and with "the Press" and other sources of publicity





- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and to hold, sell, lease or otherwise dispose of any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the company and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the company.
- (H) To take any gift of property, whether subject to any trust or not, for any one or more of the objects of the company.
- (I) 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 Company as may be expedient in the promotion of its objects.
- (J) To undertake and execute any charitable trusts having primary objects wholly or partly similar to those of the Company and which may lawfully be undertaken by the Company.
- (K) Subject to such consents as may be required by law to borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit, whether by the creation and issue of debentures or debenture stock or otherwise.
- (L) To invest the moneys of the Company 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 required by law) but subject as hereinafter provided.
- (M) To establish, promote or assist any company or companies with exclusively charitable objects all or any of which are similar to the objects of the Company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for the purpose of carrying on any activity which the Company is authorised to carry on or for any other charitable purpose calculated to benefit this Company in the furtherance of its objects.
- (N) To make any charitable donation either in cash or assets in furtherance of the primary objects of the Company.
- (O) To make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widows or other dependants.
- (P) To purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the charitable associations, societies or bodies with which this Company is authorised to co-operate or federate.
- (Q) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.

- (R) To do all such other lawful things as shall further all or any of the objects of the Company.

Provided that:

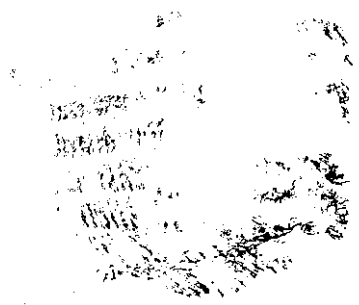
- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, regards any such property the Board of Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as such Board of Directors would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Board of Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 Company.

Provided that nothing herein contained shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or employee of the Company in return for any services actually rendered to the Company;
- (b) of Interest at a rate not exceeding 2 per cent per annum below the base rate of the London clearing banks on money lent by any member of the Association or by any Director of the Company;
- (c) of reasonable and proper rent for premises demised or let to the Company by any member of the Association or by any Director of the Company;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a Director may be holding not more than 1/100th part of the capital of that company;
- (e) of the usual professional and other charges for business transacted and acts done by any Director (being a lawyer, accountant or other person engaged in a profession) or by any partner of his, when instructed by the Board of Directors so to act in that capacity on behalf of the Company;

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(f) to any Director of reasonable out-of-pocket expenses;

and in any of the cases mentioned in this proviso, the recipient (being either a member, officer or employee of the Company or a Director or some other person) shall not be bound to account to the Company for the payment in question or for any share of profits he may receive in respect of any such payment.

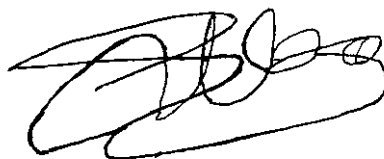
5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding £1.

7. If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Company, but shall be given or transferred to some other charitable society, institution or organisation having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 of this Memorandum, such Society, Institution or Organisation to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some other charitable object.

SUBSCRIBERS: DAVID NEWBORN JOANNA CARRICK  
David P Newb 30/8/99 Joanna Carrick 30/8/99

WITNESS:



30/8/99

SALIL MAMUJEE

SUBSCRIBERS: DAVID NEWBORN  
1 SCHOOL COTTAGES  
THE STREET  
EYKE  
WOODBRIDGE  
IP12 2QP

JOANNA CARRICK  
1 SCHOOL COTTAGES  
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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

RED ROSE CHAIN

INTERPRETATION

1. In these Articles:  
    "the Act" means the Companies Act 1985 including any statutory modifications or re-enactments thereof for the time being in force.  
    "the Seal" means the common seal of the Company.  
    "Secretary" means any person appointed to perform the duties of the Secretary of the Company.  
    "the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a permanent visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The Company is established for the purposes expressed in the Memorandum of Association.
3. The number of Members with which the Company proposes to be registered is two but the Directors may from time to time by resolution register an increase of Members.
4. (a) The subscribers to the Memorandum of Association and such other persons as the Directors shall from time to time admit to membership shall be Members of the Company.  
    (b) The rights and privileges of a Member shall not be transferable.

5. A Member shall cease to be a Member of the Company:
- (a) upon his giving notice in writing to the Company that he resigns his membership;
  - (b) upon the Directors by a resolution passed by a majority consisting of not less than two-thirds of the Directors present at a special meeting of the Directors (and at which the member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence) giving him notice requiring him to resign his membership;
  - (c) (if an individual) upon his dying, becoming of unsound mind, having a receiving order made against him or making an arrangement or compounding with his creditors generally.
  - (d) (if a corporation) upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed of any of its assets.

## REGISTERS

6. The Directors shall cause the following registers to be kept at the Registered Office of the Company:

- (a) a Register of Members;
- (b) a Register of the interests of the Directors in debentures of the Company or its associated Companies.

7. The Directors shall cause such Registers as are kept under the provisions of Article 6 hereof to be completed and made available for inspection in accordance with the provisions of the Act and in particular, but without prejudice to the foregoing, to Sections 325 and 352 of the Act.

## GENERAL MEETINGS

8. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

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

10. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to

form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

### NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notice from the Company:

Provided that a meeting of the Company notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

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

### PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors, and the election of Directors in the place of those retiring.

14. No business shall be transacted at any General meeting unless a quorum of Members is present at the time when the meeting proceeds to business; two Members present in person or by proxy or one tenth of the membership whichever shall be the greater shall be a quorum.

15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.

16. The Chair, if any, of the Board of Directors shall preside as Chair at every General Meeting of the Company, or if there is no such Chair, or if the Chair shall not be present

within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be Chair of the meeting--.

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

18. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded (a) by the Chair or (b) by at least two Members present in person or by proxy or (c) by any Member of Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

20. Except as provided in Article 22 if a poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

22. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

23. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and any such resolution in writing may consist of several documents in the like form each signed by one or more of such Members.

24. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chair of the Meeting, be of sufficient magnitude to vitiate the result of the voting.



## VOTES OF MEMBERS

25. Every Member shall have one vote.
26. No Member shall be entitled to vote at any General Meeting if either:
- (a) all moneys presently payable by him to the Company have not been paid; or
  - (b) if such vote is upon a resolution whereby he is likely to receive a benefit under Clause 4 of the Memorandum of Association of the Company.
27. On a poll votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:
- "I/We  
of \_\_\_\_\_, being  
a Member/Members of the above-named Company,  
hereby appoint \_\_\_\_\_ of  
or failing him \_\_\_\_\_  
of \_\_\_\_\_ as my/our  
proxy to vote for me/us on my/our behalf at the  
(Annual or Extraordinary as the case may be)  
General Meeting of the Company to be held on the  
day of \_\_\_\_\_, and at any adjournment thereof.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_."
31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

32. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

## **DIRECTORS**

33. The number of Directors shall be not less than two nor unless otherwise determined by a General Meeting more than fifteen. The subscribers to the Memorandum of Association shall be the first Directors of the Company.

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

35. No person who is not a Member of the Company shall be entitled to hold office as a Director.

36. No Director shall vacate his office or be ineligible for re-appointment as Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

## **BORROWING POWERS**

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

## **POWERS AND DUTIES OF DIRECTORS**

38. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if

that regulation had not been made. In particular the Directors shall have power to make rules and bye-laws for regulating the use by members and others of any property of the Company.

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

40. The Directors shall cause minutes to be made of all appointments of officers made by them, of the names of the Directors present at each meeting of the Directors and of any committee of the Directors, and of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors and any such minutes if signed by the Chair of such meeting or by the Chair of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

41. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number prescribed by these Articles as the necessary quorum of Directors, the continuing Directors or Director may only act as Directors to admit persons to membership of the Company, to appoint additional Directors or to summon a General Meeting.

#### DISQUALIFICATION OF DIRECTORS

42. The Office of Director shall be vacated if the Director:

- (a) has a receiving order made against him or makes an arrangement or composition with his creditors generally; or
- (b) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (d) resigns his office by notice in writing to the company; or
- (e) is removed from office by a resolution duly passed pursuant to Sections 303 and 304 of the Act; or
- (f) ceases to be a member of the company; or
- (g) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by Section 317 of the Act and the Board resolve that he shall vacate his office.

## ROTATION OF DIRECTORS

43. (a) At the first Annual General Meeting of the company all the Directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one third shall retire from office.

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

(c) A retiring Director shall be eligible for re-election, unless s/he has been a Director for a consecutive period of over eight years. Such a Director shall not be eligible for election until the following Annual General Meeting.

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

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

(f) Subject to the provisions of Article 33 hereof the Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

44. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.

45. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article. Without prejudice to the powers of the Directors under Article 34 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

## PROCEEDINGS OF DIRECTORS

46. (a) The Directors 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 Chair shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Directors shall be two or one third of their number whichever is the greater.

(b) The Directors shall elect a Chair of their meetings who shall hold office for a term not exceeding three years; at the end of this period the Chair shall be eligible for re-election. After six years in office the Chair will not be eligible for re-election. Any Chair who ceases to be eligible for re-election after six years in office, will become eligible to be considered for election after one term in office of another Chair. If no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chair of the meeting.

47. The Directors may delegate any of their powers to committees consisting of such two or more Directors as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors, act in accordance with a budget approved by the Directors and be subject to a full and prompt report to the Directors thereon.

48. A committee may elect a Chair of its meetings; if no such Chair is elected; or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members of the committee present may choose one of their number to be Chair of the meeting.

49. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present, and in the case of an equality votes the Chair shall have a second or casting vote.

50. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

51. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and any such resolution in writing may consist of several documents in the like form each signed by one or more of such Directors.

## THE SECRETARY

52. Subject to Sections 10 and 13(5) of the Act, the Secretary shall be appointed by the Directors 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.

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

## THE SEAL

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

## ACCOUNTS AND DIRECTORS REPORT

55. The Directors shall cause accounting records to be kept in accordance with sections 221 and 223 of the Act.

56. The books of account or accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the officers of the Company.

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

58. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act, and copies of such accounts, 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 (21) clear days before the date of the meeting, subject nevertheless to the provisions of Section 240(4) 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.

### NOTICES

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

60. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them.

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

61. Clause 7 of the Memorandum of Association shall have effect as if repeated herein.

SUBSCRIBERS: DAVID NEWBORN

David Newborn 30/8/99

JOANNA CARRICK

Joanna Carrick 30/8/99

WITNESS:



30/8/99

SALIL MAMUJEE

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