

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

YORK LIGHT OPERA COMPANY LIMITED



1. The Company's name is "YORK LIGHT OPERA COMPANY LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

To educate the public in the operatic and dramatic arts and to further the development of public appreciation and taste in the said arts and to develop vocal, dance and acting amateur talent.

In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-

- (a) To provide facilities for and training in opera, drama, music and dance.
- (b) To promote, participate in, encourage and organise theatrical, dramatic, musical and artistic performances and productions, training courses, study days, seminars, classes, lectures, exhibitions, displays, activities and events.
- (c) To produce, print, publish, distribute and make available newsletters, magazines, periodicals, information sheets and the like and to make, participate in, arrange, promote and distribute video, audio and multi-media recordings.
- (d) To provide and make available workshops, rehearsal rooms, tuition facilities, arenas, performance areas, dance halls, concert halls and theatres and to provide access to the same to Members of the Company, students, performers, artists, lecturers, teachers, coaches, dramatists, playwrights, performers and the general public.
- (e) To organise, arrange and hold social, artistic and other events for Members of the Company, their guests, families and friends and the general public.
- (f) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, and to acquire assignments of or licences for the use of, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets, performing rights, recording rights, or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the

same.

- (g) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.
- (h) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that the Company shall not undertake any permanent trading activities in raising funds.
- (i) To lend money to and to take security for such loans from and to guarantee and become or give security for the performance of contracts and obligations by any organisation or body.
- (j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (k) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
- (l) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- (m) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects.
- (n) 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 with a view to the furtherance of its objects.
- (o) Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company.
- (p) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (q) To provide indemnity insurance to cover the liability of the Board of Directors and Management Committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of Directors or Management Committee (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Board of Directors or Management Committee (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.
- (r) To subscribe to, become a member of, or amalgamate or co-operate with any other organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by

virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such organisation, institution, society or body.

- (s) To establish and support or aid the establishment and support of any trusts, associations or institutions and to subscribe or guarantee money for purposes in any way connected with or calculated to further any of the objects of the Company.
- (t) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution, society or body with which this Company is authorised to amalgamate.
- (u) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (v) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:-

- (a) 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.
 - (b) 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.
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company, and no member of its Board of Directors or Management Committee shall receive any remuneration or other benefit in money or money's worth from the Company in connection with the management of the Company.

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

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company not connected with the management of the Company and not exceeding the payment that would be made to a person not connected with the Company for the same services.
- (b) of interest on money lent by any member of the Company or of its Board of Directors or Management Committee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board of Directors or Management Committee;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors or Management Committee;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Directors or Management Committee may also be a member holding not more than 1/100th part of the capital of that company; and
- (e) to any member of its Board of Directors or Management Committee of reasonable out-of-pocket expenses; and
- (f) of any premium in respect of any such indemnity insurance as is permitted by Clause 3(q) of the Memorandum of Association of the Company.

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
7. If upon the 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 among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions 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.

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

Name and address



Hanover Directors Limited
44 Upper Belgrave Road
Clifton
Bristol
BS8 2XN



HCS Secretarial Limited
44 Upper Belgrave Road
Clifton
Bristol
BS8 2XN

Dated 29/08/2003

Witness to the above signatures

Merrill Godwin
44 Upper Belgrave Road
Clifton
Bristol
BS8 2XN

COMPANY NUMBER: 4885034

SPECIAL RESOLUTION OF YORK LIGHT OPERA COMPANY LIMITED

PASSED THE 4TH DAY OF OCTOBER 2005

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"That the Company's Articles of Association be altered as follows :-


Article 4: Unless the members of the Board or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 62, the members of the Board may in their absolute discretion permit any member of the Company to retire, provided (regardless of any other provision pursuant to Article 62) that after such retirement the number of members is not less than three.

Article 21(a): Any member of the Company entitled to attend and vote at a General Meeting shall be entitled to appoint another person, (who must also be a member of the Company) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the Meeting.

Article 22: 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 must be a member of the Company.

Article 57: A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report (if any), and Board's report, shall not less than fourteen days before the date of the meeting be made available on request to every member of the Company and every person entitled to receive notice of General Meetings of the Company. The documents may be provided in whatever form is convenient, including electronic transmission.

New Article 5(b): Where any member has not paid any subscription due to the Company under the Articles or Rules or Bye Laws within six months of being due they will be deemed to have offered their resignation from the Company and the Board may terminate their membership in accordance with Rule 4.

  
.....  
J Dakin – Company Secretary

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

YORK LIGHT OPERA COMPANY LIMITED

## INTERPRETATION

### 1. In these Articles:-

"the Act" means the Companies Act, 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"the Board" means the Board of Directors of the Company.

"the Committee" means the Management Committee of the Company.

"the seal" means the common seal of the Company.

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

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

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

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof for the time

being in force.

## **OBJECTS**

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

## **MEMBERS**

3. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be members of the Company.

Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. Unless the members of the Board or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 62, the members of the Board may in their absolute discretion permit any member of the Company to retire, provided (regardless of any other provision pursuant to Article 62) that after such retirement the number of members is not less than three.
- 5.(a) Any Member of the Company may, in accordance with the Rules or Bye Laws of the Company in force from time to time, by resolution of the Board and for such reasons and in such circumstances as the Rules or Bye Laws may prescribe, be expelled from membership of the Company.
- 5.(b) Where any member has not paid any subscription due to the Company under the Articles or Rules or Bye Laws within six months of being due they will be deemed to have offered their resignation from the Company and the Board may terminate their membership in accordance with Rule 4.

## **GENERAL MEETINGS**

6. 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 notices 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 Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
7. The Board 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 members of the Board capable of acting to form a quorum, any member of the Board 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 Board.

## **NOTICE OF GENERAL MEETINGS**

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

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



- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person or one-tenth of the membership, whichever shall be the greater shall be a quorum. 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 Board may determine.
11. The Chairman, if any, of the Board shall preside as chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Vice-chairman shall chair the meeting or, in his absence the members of the Board present shall elect one of their number to be chairman of the meeting.

Provided that the Board may invite someone else present and connected with the Company to chair a General Meeting.

12. If at any meeting no member of the Board is willing to act as chairman or if no member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
13. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
14. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the chairman; or
  - (b) by at least five members present in person or by proxy; or
  - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to 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.

15. Except as provided in Article 17, if a poll is duly demanded it shall be taken in such manner as the

16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
17. A poll demanded on the election of a Board or Committee member, 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 chairman 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.

**25. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-**

" Limited.

I/We of in the County 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 20 , and at any adjournment thereof.

Signed this day of 20 ."

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

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

\*Strike out whichever is not desired."

26. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

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

#### BOARD OF DIRECTORS

29. The maximum number of the members of the Board shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number and the minimum number of members of the Board shall be three.
30. The members of the Board shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or General Meetings of the Company or in connection with the business of the Company.
31. The Board shall have the power to appoint the elected chairman of the Committee to be a member of the Board in addition to any maximum number fixed in accordance with these Articles and that appointment will last for the duration of his period of office as chairman of the Committee.
32. The Board shall have power at any time, and from time to time, to appoint any other person to be a member of the Board, either to fill a casual vacancy or as an addition to the existing members of the Board, but so that:
- (i) The total number of members of the Board shall not at any time exceed any maximum number fixed in accordance with these Articles; and
  - (ii) Any person so appointed shall hold office for the unexpired period of office of his predecessor (if appointed to a casual vacancy) or not more than three years (if appointed as an additional member of the Board and shall then retire pursuant to Article 33 below.

33. Every Board member shall hold office for not more than three years. At the Annual General Meeting next following the end of the three years he shall vacate office and may stand for re-election PROVIDED ALWAYS that where a Board member is so retiring he may be deemed re-appointed if:-

- (i) No other person is proposed for appointment to the vacancy at the meeting at which he retires, and
- (ii) He is willing to continue in office.

Any person willing to stand may be proposed for appointment by resolution of the Company at any Annual General Meeting to a vacancy on the Board occurring by rotation pursuant to this Article provided he gives written consent to act and is proposed and seconded in writing by at least two members of the Company at least seven days before the date of the meeting.

34. Subject always to the provisions of Article 33 above, the Board shall elect from amongst their number persons to hold the following offices and may, in like manner, fill any vacancy occurring in the offices:-

- (i) Chairman
- (ii) Vice-chairman

The Board may elect from amongst their number persons to hold the following offices and may, in like manner, fill any vacancy occurring in the offices, subject to the offices being filled by members of the Committee:-

- (i) Secretary (who shall be secretary of the Company for the purposes of the Act and company law)
- (ii) Treasurer.

The specific duties of the above offices shall be determined by, and may be varied by, the Board from time to time. Provided always that no member of the Board may occupy the salaried position of secretary and that a provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Board and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Board and as, or in place of, the secretary.

#### **BORROWING POWERS**

35. The Board may in furtherance of the objects of the Company but not otherwise 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 organisation or body subject to such consents as may be required by law.

#### **POWERS AND DUTIES OF THE BOARD**

36. (a) The business of the Company shall be managed by the Board, 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 Board which would have been valid if that regulation had not been made.
- (b) In the exercise of the aforesaid powers and in the management of the business of the Company, the Board may delegate such powers as they wish to the Committee in

accordance with Article 62.

37. 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, by not less than two persons authorised by resolution of the Board from time to time.

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

- (a) of all appointments of officers made by the Board;
- (b) of the names of the members of the Board present at each meeting of the Board and of any committee of the Board;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.

#### DISQUALIFICATION OF MEMBERS OF THE BOARD

39. The office of member of the Board shall be vacated if the member:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a member of the Board by reason of any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of the Board; 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 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; or
- (f) is absent without permission of the Board of Management from all the meetings of the Board held within a continuous six month period and the Board resolves that his office be vacated.

40. A member of the Board shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

#### REMOVAL OF BOARD MEMBERS

- 41. (a) The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Board before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Board.
- (b) The Board may, by a resolution passed by two-thirds of the Board members attending and voting at a Board meeting, remove any Board member from office at any time.

42. The Company may by ordinary resolution appoint another person in place of a member of the Board removed from office under the immediately preceding Article.

#### PROCEEDINGS OF THE BOARD

43. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Board may, and the secretary on the requisition of a member of the Board shall, at

any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the United Kingdom.

44. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be three or one-third of the number of members of the Board for the time being whichever shall be the greater number.
45. The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Board the continuing members or member of the Board may act for the purpose of increasing the number of members of the Board to that number, or of summoning a General Meeting of the Company, but for no other purpose.
46. The Chairman of the Board shall chair meetings of the Board but, if no Chairman is in office, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Vice-chairman shall take the chair or, in his absence, the members of the Board present may choose one of their number to be chairman of the meeting.
47. The Board may delegate any of their powers to committees consisting of such majority of members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board and shall fully and promptly report all acts and proceedings to the Board as soon as is reasonably practicable.
48. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
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 present, and in the case of an equality of votes the chairman shall have a second or casting vote.
50. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
51. A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

#### THE SEAL

52. If the Company has a seal the Board shall provide for its safe custody and it shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

#### ACCOUNTS

53. The Board shall cause accounting records to be kept in accordance with the provisions of the Act.
54. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
55. The Board 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 members of the Board, and no

member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.

56. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
57. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report (if any), and Board's report, shall not less than fourteen days before the date of the meeting be made available on request to every member of the Company and every person entitled to receive notice of General Meetings of the Company. The documents may be provided in whatever form is convenient, including electronic transmission.

#### AUDIT

58. If required by the Act auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

#### 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 24 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:-
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
  - (b) every person being a trustee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting;
  - (c) the auditors for the time being of the Company (if any); and
  - (d) each member of the Board.

No other person shall be entitled to receive notices of General Meetings PROVIDED ALWAYS that the Board may invite other persons connected with the Company.

#### DISSOLUTION

61. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

#### RULES OR BYE LAWS

62. (a) The Board may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-
- (i) The procedures and powers of the Committee.

- (ii) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
  - (iii) The conduct of members of the Company in relation to one another, and to the Company's servants.
  - (iv) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
  - (v) The procedure at General Meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by these presents.
  - (vi) And, generally, all such matters as are commonly the subject matter of company rules.
- (b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

#### INDEMNITY

63. (a) Every member of the Board or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no member of the Board or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) The members of the Board shall have power to purchase and maintain for any member of the Board such insurance as is permitted by Clause 3(q) of the Company's Memorandum of Association.



Name and address



Hanover Directors Limited  
44 Upper Belgrave Road  
Clifton  
Bristol  
BS8 2XN



HCS Secretarial Limited  
44 Upper Belgrave Road  
Clifton  
Bristol  
BS8 2XN

Dated 29/08/2003

Witness to the above signatures

Merrill Godwin  
44 Upper Belgrave Road  
Clifton  
Bristol  
BS8 2XN