

**MEMORANDUM AND ARTICLES OF ASSOCIATION
of a company limited by guarantee and having charitable status**

**MEMORANDUM OF ASSOCIATION
COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVE A SHARE
CAPITAL
MEMORANDUM OF ASSOCIATION OF SHELTERED WORK
OPPORTUNITIES PROJECT**

1 NAME

The name of the Association ('the Company') is Sheltered Work Opportunities Project

2 REGISTERED OFFICE

The registered office of the Company will be situated in England

3 OBJECTS AND POWERS

The object for which the Company is established is to educate, relieve and rehabilitate, develop, provide and maintain a range of occupational and vocational opportunities for the mentally ill by the instruction of such persons in the use of land through horticulture, agriculture, farming and gardening in all their forms and by providing Works and such other training facilities as will enable them to obtain work experience and acquire and develop vocational skills

In furtherance of such objects, but not further or otherwise, the Company shall have power:

- 3.1.1. to undertake encourage and assist formal and informal research and education regarding the use of land as a therapy for persons in need and the therapeutic value of horticulture, agriculture and other methods of land use and to provide for dissemination of the useful results of such research;
- 3.1.2. to co-ordinate and exchange information among and co-operate with and provide guidance and other services to governmental and non-governmental organisations companies and societies associations and persons regarding their activities and programmes;
- 3.1.3. to organise and promote conferences, public meetings, seminars, discussion groups and similar activities.
- 3.2. to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books leaflets or other documents or films or recorded tapes;
- 3.3. to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- 3.4. to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research;

- 3.5 to co-operate and enter into arrangements with any authorities, national local or otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;
- 3.6 to accept subscriptions, donations, devises and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or dispose of or mortgage any such real or personal estate;
- 3.7 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;
- 3.8 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 3.9 to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit provided that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;
- 3.10 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- 3.11 to invest the money of the Company not immediately required for its objects in or on 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 provided below;
- 3.12 to make any charitable donation either in case or assets for the furtherance of the objects of the Company;
- 3.13 to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- 3.14 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- 3.15 to insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;

- 3.16 subject to the provisions of clause 4 to pay reasonable annual sums or premiums for or towards the provision of persons for officers or servants for the time being of the Company or their dependants;
- 3.17 to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this memorandum of association;
- 3.18 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;
- 3.19 to establish where necessary local branches (whether autonomous or not);
- 3.20 to do all such other lawful things as shall further the above objects or any of them;

PROVIDED THAT

- 3.21 in case the company shall take or hold any property which may be subject to any trusts, the Company shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts;
- 3.22 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;
- 3.23 in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the management committee of the Company shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as it as such management committee would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair and control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such management committee but it shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4 APPLICATION OF INCOME AND PROPERTY

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 of such income and property 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 management committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing shall prevent any payment in good faith by the Company:

- 4.1 of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its management committee for any services rendered to the Company;
- 4.2 of interest on money lent by any member of the Company or of its management committee at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by that management committee or 3% whichever is the greater;
- 4.3 of reasonable and proper rent for premises demised or let by any member of the Company or of its management committee;
- 4.4 of fees, remuneration or other benefits in money or money's worth to a company of which a member of the management committee may be a member holding not more than one one-hundredth part of the capital of that company; and to any member of its management committee of out-of-pocket expenses.

5 LIMITED LIABILITY

The liability of the members is limited

6 CONTRIBUTION TO ASSETS OF THE COMPANY

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 member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of 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.

7 SURPLUS ASSETS

If on the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable 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, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provisions, then to some other charitable object.

We, the subscribers to the memorandum of association, with to be formed into a company pursuant to the memorandum

(Signed)
NORMAN CYRIL ROSLYN AISH
Canon and Clerk in Holy Orders
51 Pearce Avenue
Parkstone
Poole
Dorset

(Signed)
PETER WINDER ALLSEBROOK
Company Director
West Milton
Bridport
Dorset
DT6 3SN

(Signed)
RICHARD DAVID FRANCIS BAGLEY
Solicitor of the Supreme Court
'Beechcroft'
3 Boscombe Cliff Road
Boscombe
Bournemouth
BH5 1JL

(Signed)
BRENDA BUTCHER
Health Service Assistant Unit General Manager
Hahnemann House
Hahnemann Road
Bournemouth
BH2 5JW

(Signed)
DAVID MARTIN STEWART
Company Director
'Stewarts'
Lyndhurst Road
Somerton
Christchurch
Dorset
BH23 4SA

(Signed)
CYRIL ALFRED SPELLER
Justice of the Peace
5 Earls Court
9 Gervis Road
Bournemouth
Dorset
BH1 3DE

(Signed)
CHRISTOPHER JOHN LEGG
Health Service Technical Instructor
Hahnemann House
Hahnemann Road
Bournemouth
Dorset
BH2 5JW

Dated the 26th day of September 1989

(Signed)
J M Wood
Witness to all the above signatures:

Name: J M Wood
Address: 11 Dean Park Road, Bournemouth
Description: Head OT

ARTICLES OF ASSOCIATION
COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
SHELTERED WORK OPPORTUNITIES PROJECT

1 DEFINITIONS AND INTERPRETION

In these articles:

- 1.1 'the act' means the Companies Act 1985;
- 1.2 'Committee' means the management committee of the Company;
- 1.3 'the seal' means the common seal of the Company;
- 1.4 'Secretary' means any person appointed to perform the duties of the secretary of the Company;
- 1.5 'the United Kingdom' means Great Britain and Northern Ireland;

- 1.6 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 work in a visible form;
- 1.7 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 of the Act in force at the date at which these articles become binding on the Company.

2 OBJECTS

The Company is established for the objects expressed in the memorandum of association

3 MEMBERS

- 3.1 The number of members with which the Company proposes to be registered is 8 but the Committee may from time to time register an increase of members
- 3.2 The subscribers to the memorandum of association and such other persons as the Committee shall admit to membership shall be members of the Company;
- 3.3 An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made;
- 3.4 Unless the members of the Committee or the Company in general meeting shall make other provisions pursuant to the powers contained in article 21, the Committee members may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than 3.

4 GENERAL MEETINGS

- 4.1 The Company shall 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 15 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 18 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 Committee shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings;
- 4.2 The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisitions, or, in default, may be convened by

such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum, any member of the Committee or any 2 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 Committee.

5 NOTICE OF GENERAL MEETINGS

5.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing. Other meetings shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting 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 mentioned below 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:

5.1.1 in the case of the Annual General Meeting, by all the members entitled to attend and vote; and

5.1.2 in the case of any other meetings, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting or all the members

5.2 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.

6 PROCEEDINGS AT GENERAL MEETINGS

6.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors;

6.2 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; 3 members or one-tenth of the members whichever is the greater present in person 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 on the requisition of members, shall be dissolved; in any other case it shall be 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 Committee may determine;

- 6.3 The Chairman, if any, of the Committee shall chair every general meeting of the Company, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to chair the meeting;
- 6.4 If at any meeting no Committee member is willing to act as chairman or if no Committee member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting;
- 6.5 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 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting;
- 6.6 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:
- 6.6.1 by the chairman; or
- 6.6.2. by at least 2 members present;
- 6.6.2 by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;
- 6.7 Unless a poll is 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 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;
- 6.8 The demand for a poll may be withdrawn;
- 6.9 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote;
- 6.10 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the

taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded;

6.11 Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of 2 or more documents in like form each signed by one or more members

7 VOTES OF MEMBERS

7.1 Every member shall have one vote;

7.2 No member shall be entitled to vote at any general meeting unless all money presently payable by him to the Company has been paid

8 ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

Any organisation which is a member of the Company may by resolution of its committee 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 organisation which he represents as that organisation could exercise if it were an individual member of the Company.

9 COMMITTEE OF MANAGEMENT

9.1 The maximum and minimum number of Committee members 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 Committee members shall be 3;

9.2 The Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or general meetings of the Company or in connection with the business of the Company.

10 BORROWING POWERS

The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, 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.

11 POWERS AND DUTIES OF THE COMMITTEE

- 11.1 The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Act or by these articles or by any regulation made by the Company in general meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made;
- 11.2 All cheques and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine;
- 11.3 The Committee shall cause minutes to be made:
- 11.3.1 of all appointments of officers made by the Committee;
 - 11.3.2 of the names of the Committee members present at each Committee meeting;
 - 11.3.3 of all resolutions and proceedings at all meetings of the Company, and of the Committee

12 DISQUALIFICATION OF COMMITTEE MEMBERS

- 12.1 The office of Committee member shall be vacated if the member:
- 12.1.1. becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 12.1.2. becomes prohibited from being a Committee member by reason of any order made under Section 295 of the Act; or
 - 12.1.3. becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - 12.1.4. resigns his office by written notice to the Company; or
 - 12.1.5 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act
- 12.2 A committee member shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted

13 ELECTION OF COMMITTEE MEMBERS

- 13.1 At the first and every subsequent Annual General Meeting of the Company all the Committee members shall retire from office;
- 13.2 A retiring Committee member shall be eligible for re-election;
- 13.3 The Company at the meeting at which a Committee member retires in the above manner may fill the vacated office by electing a person to it, and in default the retiring Committee member shall, if 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 member shall have been put to the meeting and lost;
- 13.4 No person other than a Committee member retiring at the meeting shall, unless recommended by the Committee, be eligible for election to the Committee at any general meeting unless, not less than 3 nor more than 21 days before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member 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 which willingness to be elected;
- 13.5 The Company may from time to time by ordinary resolution increase or reduce the number of Committee members;
- 13.6 The Committee shall have power at any time to appoint any person to be a Committee member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Committee members shall not at any time exceed any maximum number fixed in accordance with these articles. Any Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election;
- 13.7 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Committee member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Committee member removed under this article.

14 PROCEEDINGS OF THE COMMITTEE

- 14.1 The Committee may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks 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 Committee member may, and the Secretary on the request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a

Committee meeting to any member for the time being absent from the United Kingdom;

- 14.2 The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and, unless so fixed, shall be one-third of the membership of the Committee, subject to a minimum of 3;
- 14.3 The Committee may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members so that number, or of summoning a general meeting of the Company, but for no other purpose;
- 14.4 The Committee may elect a chairman of its meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting;
- 14.5 The Committee may delegate any of its powers to sub-committees consisting of such member or members of the Committee and such other persons as they may select provided always that the number of such other persons does not exceed a minority of the quorum for meetings of such sub-committees; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable;
- 14.6 A sub-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 5 minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;
- 14.7 A sub-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;
- 14.8 All acts done by any meeting of the Committee or of a sub-committee, or by any person acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member, 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 Committee member;
- 14.9 A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Committee members.

15 SECRETARY

- 15.1 Subject to Section 293 of the Act, the Secretary shall be appointed by the Committee for such term at such remuneration and on such condition as the Committee may think fit; and any Secretary so appointed may be removed by it provided that no Committee member may occupy the salaried position of Secretary;
- 15.2 A provision of the Act or these articles requiring or authorising a thing to be done by or to a Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Committee member and as, or in place of, the Secretary.

16 THE SEAL

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

17 ACCOUNTS

- 17.1 The Committee shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act;
- 17.2 The accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the officers of the Company;
- 17.3 The Committee 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 Committee members, and no member (not being a Committee member) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in general meeting;
- 17.4 The committee shall from time to time in accordance with Sections 238 to 242 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 Sections;
- 17.5 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, and the Committee's report, shall not less than 21 days before the date of the meeting be sent to every member of, and every holder of debentures

of, the Company provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

18 AUDIT

Auditors shall be appointed and their duties regulated in accordance with Section 384 to 392 of the Act.

19 NOTICES

19.1 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 supplied by him to the Company for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

19.2 Notice of every general meeting shall be given in any manner authorised by these articles to:

19.2.1 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;

19.2.2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

19.2.3 the auditor for the time being of the Company; and

19.2.4 each Committee member

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

20 DISSOLUTION

Clause 7 of the memorandum of association relating to the winding-up and dissolution of the Company shall have effect as if its provisions were repeated in these articles.

21 RULES OR BYE-LAWS

21.1 The Committee may from time to time make such rules or bye-laws as it may deem necessary 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 above, it may by such rules or bye-laws regulate;

21.1.1 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 fee, subscriptions and other fees or payments to be made by members;

21.1.2 the conduct of members of the Company in relation to one another, and to the Company's employees;

21.1.3 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;

21.1.4 the procedure at general meetings and meetings of the Committee and sub-committees in so far as such procedure is not regulated by these articles; and

21.1.5 generally all such matters as are commonly the subject matter of Company rules

21.2 The Company in general meeting shall have power to alter or repeal the rules or bye-laws and to make additions to them, and the Committee shall adopt such means as it deems 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 or association of the Company.

22 HEADINGS

The headings in these articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.

(Signed)
NORMAN CYRIL ROSLYN AISH
Canon and Clerk in Holy Orders
51 Pearce Avenue
Parkstone
Poole
Dorset

(Signed)
PETER WINDER ALLSEBROOK
Company Director
West Milton
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(Signed)
RICHARD DAVID FRANCIS BAGLEY
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(Signed)
BRENDA BUTCHER
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(Signed)
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Dated the 26th day of September 1989

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J M Wood

Witness to all the above signatures:

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Description: Head OT