

COMPANIES ACT 1985

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

HOLYBOURNE THEATRE

Date of incorporation: *06 August 2001*

Registration Number: *4265713*

The Companies Acts 1985 and 1989
A Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

- OF

HOLYBOURNE THEATRE

- 1 The Company's name is HOLYBOURNE THEATRE (hereinafter called "The Association").
- 2 The Association's registered office is to be situated in England.
- 3 The object for which the Association is established is the advancement of the education of the public in dramatic art and theatrical activities generally.
- 4 The Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
 - (A) (i) To acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as "Holybourne Theatre".
 - (ii) To encourage social intercourse among the members of the Company.
 - (iii) To establish, maintain and conduct an Association for the accommodation of the members of the Company and their friends and generally to afford to them all the usual privileges advantages and accommodation of an Association.
 - (iv) To acquire by lease or freehold premises at London Road, Holybourne, Alton, Hampshire and to lay out and maintain the same for theatrical purposes and in connection therewith to furnish modify and maintain same and to permit it to be used by members and employees of the Company and other either gratuitously or for payment.
 - (v) To buy, prepare, make, supply, sell and deal in all kinds of apparatus and equipment used in connection with theatrical activities undertaken at and from the property at London Road, Holybourne, Alton, Hampshire and in all kinds of liquors provisions and refreshments required or used by members of the Company or other persons frequenting the clubhouse or premises of the Company.
 - (vi) To hire and employ all classes of persons considered necessary for the purposes of the Company and to pay them and other persons in return for services rendered to the Company salaries, wages and charges.

(vii) To promote and hold either alone or jointly with any other association, club or persons, meetings, for the undertaking of theatrical events and performances and to offer, give or contribute towards prizes, medals and awards for such events and to promote, give or support dinners, balls, concerts and other entertainments.

(B) To apply for, purchase or otherwise acquire any patents licences and like rights, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Association, or the acquisition of which may seem calculated directly or indirectly to benefit the Association, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired;

(C) To purchase, take on lease or in exchange, or hire, or otherwise acquire any lands, houses, buildings, rights, properties and chattels which the Association may think to be suitable or convenient for any purposes of its business, and to purchase or otherwise acquire and undertake all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Association is authorised to carry on, or possessed of property suitable for the purpose of the Association;

(D) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property of the Association and to sell the undertaking of the Association, or any part thereof, for such consideration as the Association may think fit;

(E) To obtain grants from any public authority for the purpose of the Association and to carry out the terms of any such grants;

(F) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Association;

(G) To borrow money and to secure the repayment of any loans or other obligations of the Association by mortgage or charge of any assets of the Association;

(H) To make, draw, accept, endorse, and negotiate bills of exchange or other negotiable instruments.

(I) To act as trustee of any charitable trust in connection with the purposes of the Association;

(J) To amalgamate with any other company with objects all or any of which are similar to the objects of the Association in any manner whatsoever (whether

with or without a winding up of the Association);

(K) To give credit to or guarantee, or become security for the performance of any contract by any person, company or association which may seem desirable in the interests of the Association;

(L) To support or subscribe to any charitable object or any institution and to give pensions, gratuities, or assistance to any person who has served the company, whether as a Director, employee, or otherwise, and his family and dependants, to make payments towards insurance, and to form and contribute to provident, superannuation and other similar funds for the benefit of any such persons as aforesaid;

(M) To invest any of the money of the Association not immediately required for its operations in such manner, with or without security, as the Directors may determine;

(N) To construct and maintain any buildings or machinery which may be convenient for the business of the Association;

(O) To carry out all or any of the above objects as principals or agents or in partnership or conjunction with any other person, firm, association, or company or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise and in any part of the world;

(P) To do all such acts and things as are incidental or conducive to the attainment of the above objects.

Provided that:

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

(R) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a trade union.

5. (i) Subject to Clause 5 hereof the income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Association.

(ii) Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Association in return

for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding the market rate for such borrowing at the time of borrowing on money lent or reasonable and proper rent for any premises demised or let by any members of the Association.

6. In the event of the winding up of the Association if there shall be surplus assets of the Association and which shall be more than sufficient to pay the members the whole amount of their respective guaranteed sum the balance shall be given to some other theatre group or institution in Hampshire having objects similar to those contained in the Memorandum of Association or to any local charity or other charitable institution within the said town of Alton, Hampshire such club, institution or charity to be decided upon and such property apportioned among all or any such clubs, institutions or charities by the members of the Association at or before the dissolution as they shall direct or in default of any such decision or apportionment by the members of the Association the same to be decided upon and apportioned by a Judge of the High Court of Justice having jurisdiction in such winding up or dissolution and as he shall determine or such balance may be disposed of in such other manner as the members of the Association with the consent of the Parish Council as then existing shall determine.
7. The liability of the members is limited by guarantee.
8. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member or within one year after if he ceases to be a member for payment of the debts and liabilities of the Association contracted or incurred before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the right of the contributors among themselves the sum of one pound or such higher amount as an individual member agrees to contribute so that the total of all members' contributions aggregated together will not be less than one pound.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES AND ADDRESSES OF THE SUBSCRIBERS

For and on behalf of
STL DIRECTORS LTD.
Edbrooke House
St. Johns Road
Woking
Surrey GU21 1SE

For and on behalf of
STL SECRETARIES LTD.
Edbrooke House
St. Johns Road
Woking
Surrey GU21 1SE

Dated this second day of August 2001

WITNESS to the above signatures:

Judith Thorogood
Edbrooke House
St. Johns Road
Woking
Surrey GU21 1SE

The Companies Acts 1985 and 1989
A Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

- OF

HOLYBOURNE THEATRE

PRELIMINARY

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

WORDS	MEANINGS
The Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Articles of Association, and the Regulations of the Association from time to time in force.
The Association	The above-named Company.
The Council	The Council of Management for the time being of the Association (equivalent to the Board of Directors under the Act).
The Office	The Registered Office of the Association.
The Seal	The Common Seal of the Company.
The United Kingdom Great Britain and Northern Ireland	
Month	Calendar Month.
In writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory instruments shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

MEMBERS

2 The number of members with which the Association proposes to be registered is 30, but the Council may from time to time register an increase of members.

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

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

5 The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association. The Council may decline membership to any applicant and shall not be required to give reason for rejection.

6 Any person over the age of sixteen (16) shall be qualified to be elected a member of the Association. Any person wishing to be elected a member of the Association between the age of sixteen (16) and eighteen (18) shall be required to provide a written guarantee from a parent or legal guardian agreeing to contribute to the assets of the Association in the event of the same being wound up while he is a member or within one year after if they cease to be a member as if the parent or legal guardian were, themselves, a member of the Association.

7 Any member whose annual subscription is unpaid on the 31st day of March in each year shall cease to be a member of the Association and shall forfeit all right in and claim upon the Association and its property unless the Council suspend the operation of this provision as regards any particular member on such terms as the Council at their discretion may determine.

8 In the case of conduct of any member shall in the opinion of the Council be injurious to the character of the Association or objectionable in any respect such member may be required by the Council to resign and if the member so requested does not resign within one week, such member may after he has been given the opportunity to

justify or explain his conduct be expelled by resolution of the Council and cease to be a member of the Association and all sums which shall have been paid by such member shall be forfeited.

9 Any member expelled in accordance with these Articles or otherwise ceasing to be a member of the Association shall forfeit all right to or claim upon the Association or its property or funds or any return of fees paid and shall remain liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

GENERAL MEETINGS

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

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

12 The Council 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.

NOTICE OF GENERAL MEETINGS

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

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

PROCEEDINGS AT GENERAL MEETINGS

15 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and fixing of the remuneration of the Auditors.

16 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided one third of the membership personally present or two members whichever is the greater shall be a quorum and Regulation 40 of Table A shall be amended accordingly.

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

18 The chairman (if any) of the Council shall preside as chairman at every General Meeting, but if there be no such chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members by a show of hands shall choose some member of the Council, or if they decline to take the chair, they shall choose some member of the Association who shall be present to preside.

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

20 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, the demand for a poll may be withdrawn.

21 Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the

resolution of the meeting at which the poll was demanded.

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

23 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 casting vote.

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

25 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 Meeting (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

VOTES OF MEMBERS

26 Every, member shall have one vote, save as provided by Article 23.

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

28 Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act. A proxy need not be a member.

29 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf.

30 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding of 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. No instrument appointing a proxy shall be valid after

the expiration of twelve months from the date of its execution.

31 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 the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

32 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"I
"of
"a member of
"hereby appoint
"or
"and failing him
"of
"to vote for me on my behalf at the (Annual or
"Extraordinary, or Adjourned, as the case may be) General
"Meeting of the Association
"to be held on day of
"and at the adjournment thereof.

"As witness my hand this day of ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

33 Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 3 nor more than 5. Three directors shall be a quorum at a directors' meeting.

34 The first members of the Council shall be as named in the Statement delivered to the Registrar of Companies pursuant to Section 10 of the Act.

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

36 No person who is not a member of the Association shall in any circumstances be

eligible to hold office as a member of the Council.

37 No director shall be aged less than twenty-one (21) years.

POWERS OF THE COUNCIL

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

39. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the membership of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

40. The members of the Council shall have the power from time to time to make alter and repeal all such byelaws as they deem necessary or expedient or convenient for the proper conduct and management of the Association and in particular but not exclusively they may by such byelaws regulate:

- i) The terms and conditions upon which any guests, children of members of the Association and visitors shall be permitted to use the premises and property of the Association.
- ii) The time of opening and closing the Facilities of the Association or any part of them and the permitted hours for the supply of intoxicating liquor.
- iii) The rules to be observed and prizes or stakes to be played for by members of the Association playing any games on the premises of the Association.
- iv) The conduct of members of the Association in relation to one another and the Association's staff and officers.
- v) The setting aside of the whole or any part or parts of the Association's

premises for gentlemen and women members or any other class or classes of members at any particular time or times or for any particular purpose or purposes.

vi) The imposition of fines for the breach of any byelaw or any article of association of the Association.

vii) And generally all such matters as are commonly the subject matter of the Club rules.

SECRETARY

41. Subject to Section 10 of the Act the Secretary shall be appointed by the Council for such time and such remuneration as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

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

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

43. The office of a member of the Council shall be vacated:
- (a) If a receiving order is made against him or he makes any arrangements or composition with his creditors.
 - (b) If he becomes of unsound mind.
 - (c) If he ceases to be a member of the Association.
 - (d) If by notice in writing to the Association he resigns his office.
 - (e) If he ceases to hold office by reason of any order made under Section 295 of the Act.
 - (f) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.
 - (g) If he ceases to be a member by virtue of Section 293 of the Act.
 - (h) If he absents himself from the meetings of the Council for a period of three successive meetings without special leave of absence from the other Council members.

ROTATION OF MEMBERS OF THE COUNCIL

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

45 The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of the agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election as Chairman for a fourth year. Such a member would however be eligible for re-election as a member of the Council.

46 All directors must have been a member of the Club for at least three years prior to appointment or in the case of appointment within three years of incorporation been a member of the unincorporated body known as the Holybourne Theatre.

47 The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring 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.

48 No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served or deemed to be served and the day appointed for the meeting there shall not be less than fourteen nor more than thirty-five intervening days.

49 A list of the candidates names in alphabetical order with the proposers' names shall be posted immediately in a conspicuous place in the clubhouse of the club at least seven days before the annual general meeting.

50 Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order and each member present at the annual general meeting and qualified to vote shall be entitled to vote for any member of such candidates not exceeding the number of vacancies.

51 If any candidate after being elected declines to serve the candidate who has the

next largest number of votes shall be deemed to be elected.

52 The Association may from time to time in General Meeting increase or reduce the number of members of the Council, but so that the total number of members of the Council shall not fall below the minimum number and determine in what rotation such increased or reduced number shall go out of office, and make the appointments necessary for effecting any such increase.

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

PROCEEDINGS OF THE COUNCIL

54 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit, but should meet at least once each quarter. The quorum shall not be less than one-third of the members of the Council. 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.

55 A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting. The Council may exclude from a meeting of the Council or that part of such a meeting at which the Council considers personal matters concerning individual clients of the Association or individual members of the staff of the Association or such members who are clients of the Association.

56 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such chairman be elected or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the meeting or unwilling to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

57 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

58 The Council may delegate any of their powers to committees consisting of such member or members of the Council and member or members of the Association as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. All acts and proceedings of such

committees to whom such powers are delegated shall be reported back to the Council as soon as possible.

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

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

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

ACCOUNTS

62 The Council shall cause accounting records to be kept in accordance with the requirements of the Act.

63 The accounting records shall be kept at the office, or, subject to the provision of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.

64 The Council 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 Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have the right of inspecting any account, book or document of the Association except as conferred by the Act or authorised by the Council or by the Association in General Meeting.

65 At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Act lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and report (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 be less than twenty-one 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.

AUDIT

66 In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditor or Auditors.

67 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated as the Directors mentioned in those provisions.

NOTICES

68 A notice may be served by the Association upon any member, either personally, electronically or by sending it through the first class post in a pre-paid letter, addressed to such member at his registered address as appearing in the register of members.

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

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

DISSOLUTION

71. Clause 5 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provision thereof were repeated in these Articles.

PRESIDENTS AND PATRONS

72. The Directors of the Association may appoint any person to be the president and any person or persons to be the vice president or patrons of the Association for such term or terms specified at the time of appointment as the directors shall

think fit. Such person shall not by virtue only of such appointment be directors or members of the Company.

INDEMNITY

73. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of duty or breach of trust in relation to the affairs of the Association.

HEADINGS

74. The headings in these Articles shall not be taken as part of them nor in any manner affect the interpretation or construction of the same.

NAMES AND ADDRESSES OF SUBSCRIBERS

For and on behalf of
STL DIRECTORS LTD.
Edbrooke House
St. Johns Road
Woking
Surrey GU211SE

For and on behalf of
STL SECRETARIES LTD.
Edbrooke House
St. Johns Road
Woking
Surrey GU21 1SE

Dated this second day of August 2001

WITNESS to the above signatures:

Judith Thorogood
Edbrooke House
St. Johns Road
Woking
Surrey GU21 1SE