

THE COMPANIES ACT, 1948.

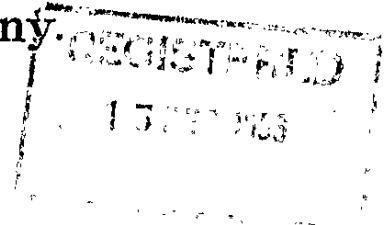


A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)



NAME OF

COMPANY. THE COMMUNITY OF THE EPIPHANY TRUST ASSOCIATION

LIMITED.

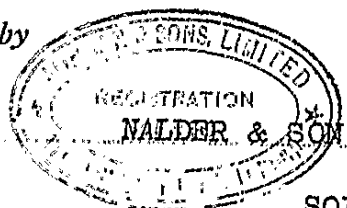
CAT. No. C.F.41.

C511 JS164(J) L

JORDAN & SONS,
LIMITED.

Company Registration Agents, Printers and Publishers
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by



SOLICITORS,

TRURO.

I, ARTHUR JEFFERY LYNE

of 7 Pydar Street Truro in the County of Cornwall

Solicitor

AL
DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] [~~a person named in the Articles of Association as a Director/Secretary~~]

of The Community of the Epiphany Trust Association

LIMITED,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at TRURO
IN THE COUNTY OF CORNWALL

the 3rd day of December

One thousand nine hundred and fifty six
before me,

[Signature]
A Commissioner for Oaths (b)

HEROLD LLEWELLYN

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) Delete word: not required.

Public or Justice of the Peace.

This margin to be reserved for binding.



COMPANY FORMED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL



Memorandum of Association

OF

The Community of the Epiphany Trust Association Limited

REGISTERED

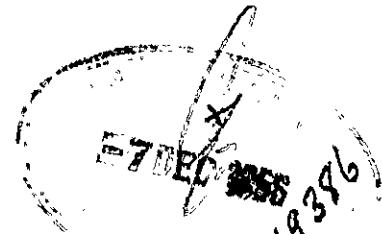
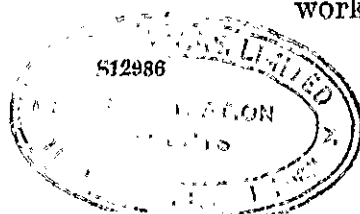
13 DEC 1956

1. The name of the Company (hereinafter called "the Association") is "THE COMMUNITY OF THE EPIPHANY TRUST ASSOCIATION LIMITED."

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are—

- (A) To take over all or any of the investments and other assets of the unincorporated body known as "THE COMMUNITY OF THE EPIPHANY" which may be appointed to the Association, and to hold all such investments and assets upon trust for the said unincorporated body in accordance with the provisions of its constitution from time to time.
- (B) To undertake and discharge all liabilities formerly undertaken and discharged by the said unincorporated body in the furtherance of its work.
- (C) The advancement of the Christian religion which is recognised in the Church of England and the promotion of its practice, the relief of those who are old or poor or sick, the advancement of education, the reforming of those who shall have led or be in danger of leading immoral lives and the undertaking of any other project which is charitable according to the laws of England.
- (D) To co-operate with the Christian denominations and any other body whether incorporated or not in any part of the world in the promotion of the objects of the Association.
- (E) Subject to the provisions of section 14 of the Companies Act 1948, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.



- (F) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects, and to print, publish or sell books, leaflets, works of religious art or other publications to further the objects of the Association and for the benefit of the Association.
- (G) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (H) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (I) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (J) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (K) To accept and hold any real and personal property as trustee whether solely or jointly with any other person or company, and to carry out, perform, execute and administer any trust, whether imposed or constituted by any deed, will, settlement, order of court or other document or orally, and to exercise all powers, rights and discretions of or incidental to the performance, execution and administration of any such trust, and to act as trustees, agents, managers or receivers of real or personal property, executors or administrators of deceased persons, guardians of the property of infants, receivers or committees of the estates of lunatics or persons of unsound mind or incapable of managing their own affairs, and for any of these purposes to sell, let, mortgage, charge, accept surrenders of, and dispose of in any manner authorised by law or any trust, real or personal estate of any tenure or description for the time being vested in the Association as trustee or in any representative capacity, and generally to act as trustee for any person, class or corporation, either without remuneration or for such remuneration and upon such terms in each case as the Association may deem proper.
- (L) To procure, where necessary or expedient, the Association to be duly registered or otherwise constituted or recognised by law in any country in which the Association shall from time to time acquire, or hold, or contemplate acquiring or holding property.
- (M) To do all such other things as are incidental to the attainment of the above objects or any of them.

Provided that 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.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or 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 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

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

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, and after due provision has been made acting on the advice of the Warden and the Mother Superior of the Community of the Epiphany for the maintenance of members of the Community who may be in necessitous circumstances, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be devoted to such religious purpose or purposes in connection with the Church of England as shall be determined by the members of the Association at or before the time of dissolution with the sanction of the Warden and the approval of the Visitor of the Community of the Epiphany, and if and so far as effect cannot be given to such provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Association and of the property, credits

and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Mary Cecil Smith
Convent of the Epiphany
Truro
Cornwall -

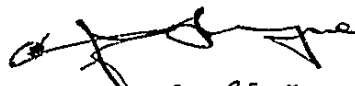
Spinster. Mother Superior of the Community of the Epiphany -

J M Edmund
Convent of the Epiphany
Truro

Spinster. . . Treasures of the Community of the Epiphany
A. E. Montmorency Capeke. } all of Convent of the
Emily Sparrow. } Epiphany, Truro, Spinster
A. B. ~~Stannard~~ R. Hill. } Sisters of the Community
of the Epiphany.

Dated this 3rd day of December, 1956.

Witness to the above Signatures—


Solanta,

Truro.



Companies Act, 1948

10/6/50

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL



Articles of Association

OF

The Community of the Epiphany Trust Association Limited

GENERAL.

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

WORDS	MEANINGS
The Act ...	The Companies Act 1948.
These presents ...	These Articles of Association, and the regulations of the Association from time to time in force.
The Association ...	The above-named Association.
The Board ...	The Governing Body for the time being of the Association.
The Office ...	The registered office of the Association.
The Seal ...	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month ...	Calendar month.
In writing ...	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
The Community ...	The unincorporated body known as "THE COMMUNITY OF THE EPIPHANY."

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

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

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof for the time being in force shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is 100, but the Board may from time to time register an increase of members.

Epiphany -
The Epiphany
Trust Association
Limited
Community
Epiphany.

3. The provisions of section 110 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 or 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 those who are for the time being the professed sisters of over two years standing of the Community shall be Members of the Association.

6. No person shall be admitted as a member unless she shall sign an application in writing in such form as shall from time to time be approved by the Board.

7. Every member shall be bound to further to the best of her ability the objects and interests of the Association.

8. Membership shall be personal to the member and shall not be transferable by act of any member or by operation of law.

9. A member shall cease to hold that position—

- (i) if she send to the Association notice in writing of her retirement;
- (ii) if she shall leave or be dismissed from the Community;
- (iii) if she be expelled from membership of the Association by a Resolution passed by a majority of at least three-fourths of the members present and voting at an Extraordinary General Meeting of the Association.

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 Board, and shall specify the meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding 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 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 132 of the Act.

13. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to

such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

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 any resolution passed, or proceeding had, at any 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 Board and of the Auditors, and the appointment of, and the 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 seven members personally present shall be a quorum.

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 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 Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

18. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present 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 a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

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 three members present in

person or by proxy, or by a member or 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 that 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 or casting vote.

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

VOTES OF MEMBERS.

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

26. Save as herein expressly provided, no person other than a member duly registered shall be entitled to be present or to vote on any question either personally or by proxy, or as a proxy for a member, at any General Meeting.

27. 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.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or her attorney duly authorised in writing.

29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. 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.

31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

THE COMMUNITY OF THE EPIPHANY TRUST
ASSOCIATION LIMITED

"I, _____,
"of _____,
"a member of THE COMMUNITY OF THE EPIPHANY
"TRUST ASSOCIATION LIMITED hereby appoint
"
"of _____,
"and failing her, _____,
"of _____,
"to vote for me and on my behalf at the [Annual or
"Extraordinary, or Adjourned, as the case may be]
"General Meeting of the Association to be held on the
"_____ day of _____,
"and at every adjournment thereof.
"As witness my hand this _____ day of _____ 19 ____."

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

GOVERNING BODY OF THE ASSOCIATION.

32. Until otherwise determined by a General Meeting, the Governing Body of the Association shall consist of four persons.

33. Until otherwise determined by a General Meeting and subject to Article 39, the Governors shall be the Mother Superior, the Assistant Superior, the Novice Mistress, and the Treasurer for the time being of the Community.

34. The provisions of Section 185 of the Act shall not apply to this Association.

POWERS OF THE BOARD.

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

36. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than two it shall be lawful for the Board to act as the Board for the purpose of admitting persons to membership of the Association, or of summoning a General Meeting, but not for any other purpose.

SECRETARY.

37. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Board 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.

38. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board and of the Secretary, and the said members 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 GOVERNORS.

39. The office of a Governor shall be vacated—

- (A) If a receiving order is made against her or she makes any arrangement or composition with her creditors.
- (B) If she becomes of unsound mind.
- (C) If she ceases to be a member of the Association.
- (D) If by notice in writing to the Association she resigns her office.
- (E) If she ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If she is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (G) If she ceases to hold office in the Community constituting her a Governor under Article 33.

PROCEEDINGS OF THE BOARD.

40. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

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

42. The Mother Superior for the time being of the Community shall be the Chairman of the Board and in her absence the Assistant Superior for the time being of the Community shall take the Chair

at meetings of the Board. If at any meeting of the Board both the Mother Superior and the Assistant Superior are absent the Governors present shall choose one of their number to take the Chair.

43. A meeting of the Board 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 Board generally.

44. The Board may delegate any of their powers to committees consisting of such member or members of the Board 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 Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

45. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, 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 Board.

46. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, 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.

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

ACCOUNTS.

48. The Board shall cause proper books of account to be kept with respect to—

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Association; and
- (C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

49. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

50. The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Board, of the accounts and books of the Association, or any of them, and subject to such restrictions the accounts and books of the Association shall be open to the inspection of such members at all reasonable times during business hours.

51. At the Annual General Meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than 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 Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

AUDIT.

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

53. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

NOTICES.

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

55. 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.

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

DISSOLUTION.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Mary Gail Smith
 Convent of the Epiphany
 Turo
 Cornwall

Spinster - Mother Superior of the Community of the Epiphany -

J M Edmund
 Convent of the Epiphany
 Turo

Spinster. Treasurers of the Community of the Epiphany.		} all of Convent of the Epiphany - Turo, Spinster Sisters of the Community of the Epiphany.
R. E. Montmore.	Capice.	
Emily Sparrow	R. Hill.	
A. M. Marnon.		

Dated this 3rd day of December, 1956.

Witness to the above Signatures—

[Signature]
 Solicitor,
 Turo.

DUPLICATE FOR THE FILE

No. 575567



Certificate of Incorporation

I Hereby Certify That

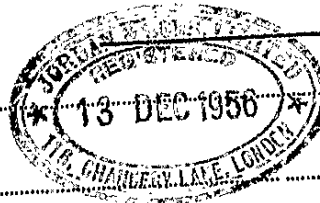
THE COMMUNITY OF THE EPIPHANY TRUST ASSOCIATION LIMITED.

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this Thirteenth day of
December One Thousand Nine Hundred and Fifty six.

L. R. Langford
Registrar of Companies

Certificate
received by }



Date

The Companies Act, 1948.

COMPANY LIMITED BY GUARANTEE

(COPY)



Special Resolution

(Pursuant to The Companies Act, 1948, Sections 10 and 141)

OF

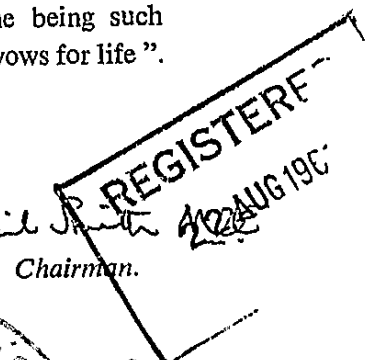
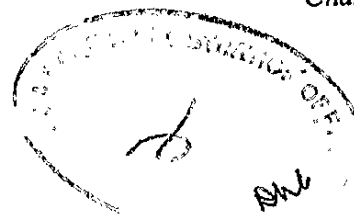
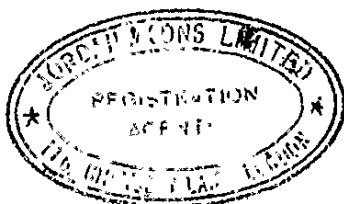
The Community of the Epiphany Trust Association Limited

Passed on the 28th day of April 1961.

At an EXTRAORDINARY GENERAL MEETING of the above-named Association duly convened, and held at the Association's Registered Office, the Convent of the Epiphany Truro, on the 28th day of April 1961 the following SPECIAL RESOLUTION was duly passed:—

That the Articles of Association of the Association be altered by adding to Article 5 the following proviso:—

“Provided that as from the date when the constitution of the Community is amended so as to allow for professed sisters of the Community to take temporary vows the Members of the Association shall be those who are for the time being such professed sisters of the Community as have taken vows for life”.



Chairman.

189

Warden

575567

The Community of the Epiphany
Trust Association Limited

AN EXTRAORDINARY GENERAL MEETING of the Company will be held on MONDAY the thirteenth day of November 1989 at Copeland Court Kenwyn Truro commencing at 1500 hours to consider and if thought fit pass the following SPECIAL RESOLUTION:-

'THAT the Articles of Association of the Company be amended as follows:-

Article 5 - Omit the whole Article and insert:-

"The members of the Association shall be:-

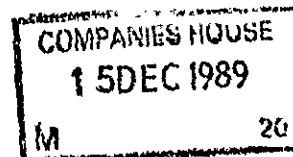
- (a) The Professed Sisters of the Community who have taken vows for life and are of two years standing
- (b) The Warden of the Community for the time being
- (c) The Sub-Warden of the Community for the time being
- (d) The Bishop of Truro for the time being
- (e) The Venerable Arnold Wood of 'Cobblers' Quethiock Liskeard Cornwall
- (f) The Reverend Malcolm Senior Byrom of The Vicarage Kenwyn Close Truro Cornwall
- (g) Such other persons (being Communicant Members of the Church of England) as the Governing Body shall admit into membership

When the Governing Body admits a person into membership in accordance with sub-paragraph (g) hereof it shall stipulate the period during which such membership shall subsist

Article 9 - Insert an additional sub-clause:-

"(iv) At the end of such period as may be stipulated by the Governing Body in accordance with Article 5 hereof"

Article 32 - Omit "four" and insert "no less than seven"



Article 33 - Omit the whole Article and insert:-

"(1) Unless otherwise determined by a General Meeting and subject to Article 39 the Governors shall be:-

(a) The persons (if any) holding the following offices:-

(i) The Mother of the Community

(ii) The Warden of the Community

(iii) The Sub-Warden of the Community

(b) A Professed Sister of the Community who has taken vows for life and is over two years standing to be appointed or chosen in such manner as the Mother may direct

(c) The Bishop of Truro for the time being

(d) Two other persons elected by the Annual General Meeting

(2) If there are no persons holding the offices specified in sub-clause 1(a) hereof or if there are no persons qualified to be appointed or chosen in accordance with sub-clause 1(b) hereof or if there are no such persons who wish to serve as Governors hereof the Annual General Meeting shall elect such additional number of persons as is necessary to bring the number of members of the Governing Body up to seven persons

(3) The Governing Body may co-opt not more than two additional members

(4) The members of the Governing Body elected by the Annual General Meeting shall assume office at the close of the meeting at which they were elected and shall hold office until the close of the third Annual General Meeting after that at which they were elected. Elected Members shall be eligible for re-election

(5) Co-opted members of the Governing Body shall hold office until the end of the Annual General Meeting at which the elected members of the Governing Body retire

Article 40 - In line 4 omit "three" and insert "four"

Article 42 - Omit the whole Article and insert:-

"At its first meeting after the triennial election of members the Board shall elect a chairman from amongst its members. If at any meeting of the Board the chairman is absent the Governors present shall choose one of their number to take the chair"

DATED this twentyfirst day of October 1989

Constance M. Cross MBE

Chairman.

J392

Pursuant to section 392 of the Companies Act 1985
as inserted by section 122 of the Companies Act 1989

Company Number

575567

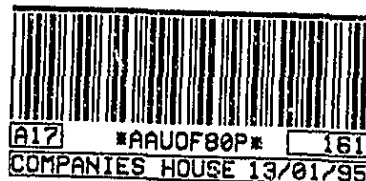
Name of Company THE COMMUNITY OF THE EPIPHANY TRUST
ASSOCIATION LIMITED

Registered Office COPELAND COURT, KENWYN TRURO,
CORNWALL TR1 3DR

I/We* KPM G PEAT MARWICK

of PEAT HOUSE, NEWHAM ROAD
TRURO
CORNWALL TR1 2DP

hereby give notice that in accordance with section 390 of the Companies Act 1985 I/we resign as
auditor(s) of the above company as from 31 DECEMBER 1994



Signed ICAME 126 M...

NOTE

Statement by person ceasing
to hold office as auditor

J394

Pursuant to section 394 of the Companies Act 1985
as inserted by section 123 of the Companies Act 1989

Company Number

575567

Name of Company THE COMMUNITY OF THE EPIPHANY
TRUST ASSOCIATION LIMITED

Registered Office COPELAND COURT, KENWYN
TRURO, CORNWALL TR1 3DR

* delete as
appropriate

We KPMG PEAT MARWICK

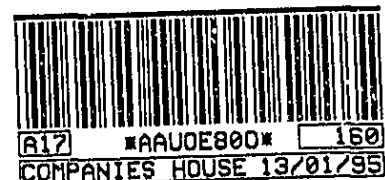
of PEAT HOUSE, NEWHAM ROAD
TRURO
CORNWALL TR1 2DP

hereby give notice in accordance with section 394 of the Companies Act 1985 that

- (a) ~~I~~We confirm that in connection with ~~my~~our ceasing to hold office there are no circumstances which ~~I~~we consider should be brought to the notice of members or creditors of the company.
- (b) ~~I~~We consider the following circumstances connected with ~~my~~our ceasing to hold office should be brought to the notice of the members or creditors of the company:-

Signed

KPMG Peat Marwick



NOTE

1. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its receipt at the Registered Office of the company.
2. A copy of any circumstances stated at (b) above, to every person who under the Companies Act 1985 is entitled to be sent copies of the accounts.