

NO. OF COMPANY

617795

[C.F. 41]

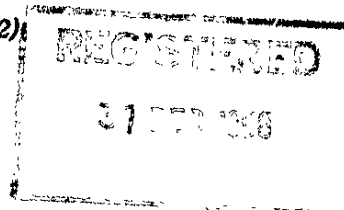
THE COMPANIES ACT, 1948.



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 Plymouth Incorporated Chamber of Trade and

Commerce

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



711

108510

I, David St. Clair Morgan
of 116 Chancery Lane, London W.C.2

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 P. & O. Oriented Overseas Ltd.
and General

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 Cliffords Inn in the
City of London

the 17th day of December
One thousand nine hundred and fifty eight
before me,

[Signature]
A Commissioner for Oaths (b)

D. St. Clair Morgan

This margin to be reserved for binding.

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.



LICENCE BY THE BOARD OF TRADE,

pursuant to Section 19(1) of the Companies Act, 1948

WHEREAS it has been proved to the satisfaction of the Board of Trade that

THE PLYMOUTH INCORPORATED CHAMBER OF TRADE AND COMMERCE

an Association about to be formed as a limited company under the Companies Act, 1948, is to be formed for the purpose of promoting objects of the nature contemplated by Section 19 of that Act, and that it is the intention of the said Association that the income and property of the said Association whencesoever derived shall be applied solely towards the promotion of the objects of the said Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association

NOW, THEREFORE, the Board of Trade in pursuance of the powers in them vested, and in consideration of the provisions and conditions contained in the Memorandum of Association of the said Association as subscribed by thirty seven members thereof on the fifteenth day of December 19 58, do by this their licence direct

THE PLYMOUTH INCORPORATED CHAMBER OF TRADE AND COMMERCE

to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by Order of the Board of Trade, this seventeenth day of December 19 58.

An Assistant Secretary of the Board of Trade

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Companies Act, 1948

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association

OF

THE PLYMOUTH INCORPORATED CHAMBER OF TRADE AND COMMERCE

1. The name of the Company (hereinafter called "the Chamber") is "The Plymouth Incorporated Chamber of Trade and Commerce".

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

3. The objects for which the Chamber is established are:

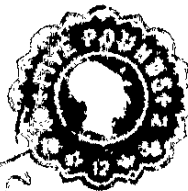
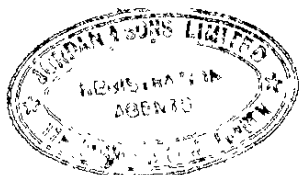
(a) To take over the assets and activities of "PORT OF PLYMOUTH INCORPORATED CHAMBER OF COMMERCE", "THE PLYMOUTH INCORPORATED MERCANTILE ASSOCIATION" and "THE DEVONPORT MERCANTILE ASSOCIATION" upon the winding up of these respective bodies.

(b) (1) To promote and protect the home and overseas trade and commerce, shipping and manufactures of the United Kingdom and, in particular, of the City and Port of Plymouth to originate, promote and carry out, and to co-operate with any individual or corporation in originating, promoting or carrying out any scheme or plan for promoting the prosperity of the said City and Port and the inhabitants thereof and to that end to provide an association of merchants, professional men, tradesmen and others and, in particular, those in industry or carrying on business, in, or concerned with the home or overseas trade or commerce, shipping or manufactures of, the said City and Port.

(2) The Collection and Dissemination of Statistical and other Information relating to Trade, Commerce, Shipping and Manufactures.

(3) The Promoting, Supporting, or Opposing Legislative or other Measures affecting the aforesaid Interests.

(c) Subject to the provision^s 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 Chamber 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 Chamber.



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- (d) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Chamber as may be thought expedient with a view to the promotion of its objects.
- (e) To undertake and execute any trusts which may lawfully be undertaken by the Chamber and may be conducive to its objects
- (f) To borrow or raise money for the purposes of the Chamber on such terms and on such security as may be thought fit.
- (g) To invest the moneys of the Chamber 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.
- (h) 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 Chamber or calculated to further its objects.
- (i) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Chamber 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 Chamber would make it a Trade Union.

Provided also that in case the Chamber shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Chamber 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 Council of Management or Governing Body of the Chamber shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Chamber shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Chamber were not incorporated. In case the Chamber shall take or hold any property which may be subject to any trusts, the Chamber shall only deal with the same in such manner as allowed by law, having regard to such trusts.

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

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Chamber, or to any member of the Chamber in return for any services actually rendered to the Chamber, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on

money lent or reasonable and proper rent for premises demised or let by any member to the Chamber; but so that no member of the Council of Management or Governing Body of the Chamber shall be appointed to any salaried office of the Chamber or any office of the Chamber paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Chamber to any member of such Council or 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 Chamber; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or 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. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Chamber in pursuance of section 19 (1) of the Companies Act, 1948.

7. The liability of the members is limited.

8. Every member of the Chamber undertakes to contribute to the assets of the Chamber, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Chamber contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 0s. 0d.

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

10. True accounts shall be kept of the sums of money received and expended by the Chamber, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Chamber and of the property, credits and liabilities of the Chamber; 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 Chamber 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 Chamber 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 and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Ermon Roseman
 1. Essex St. & Plymouth Property Dealer
 Herbert Edwards Stigwell.
 C. Louis Will Thomas. Plymouth. Retail Jeweller.
 Charles James Woodman
 'Elston' Elston Park Villas Plymouth. Structural Engineer.
 Albert Eagle Steadman
 Manor House, Cherriton Street Plymouth Solicitor
 W. J. Aldrich.
 Messrs. Edge Jels. & Son Company Director
 CAR SALES (PLYMOUTH) LTD.
 Charles Kenneth Harching
 79/85 Watley Plain Plymouth
 House Furnisher.
 Robert Graham Moon Director of
 13/17 New George St Plymouth. Moon & Sons Pianos Ltd.
 Frank Harvey Hosken Home Miller
 Randolph Robinson
 Robert Edwards Henry Chandler
 North Lodge, Cranville Road, Plymouth. North Thimble.
 Nicholas Rosevear Trahair TRAIR
 Food Manufacturer.
 Thos Wembling Plymouth
 Jack Stanbury Geo
 65 Hill Park Crescent Plymouth Solicitor
 A. L. George Lay Weiss WEALS
 Company Director
 18 Lyndhurst Road, Plymouth. Allens (Plymouth) Ltd.
 Valentine Walter Kyper. 1111111111
 32 Alma Villas Plymouth Chief District Inspector
 Inspector

Dated this 15th day of December, 1938.

Witness to the above signatures:

Ronald G. Reed
 138 Beacon Hill Road
 Stoke Plymouth. Solicitor & Clerk

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Wm. H. ...

UPHILL HOUSE
144 BRIDGE-
PODEVIN.
Managing Director
E. DINGLE - CO LTD
ROYAL PARADE. PLYMOUTH

Frank Scott
(FRANK SPENCER SCOTT)
ELBRIDGE, BRISTON, IN PLYMOUTH
Director & Secretary of L. Dingle. 6011.
PLYMOUTH.

Anthony Henry Chesiter Woodford.
66, St. Margarets Rd, Woodford, Plympton. Devon.
asst. General manager
Plymouth Coal Co. John Westcott Ltd.

William ...
Solicitor.
Plymouth.

William Edgar Lord Pemb.
Allsford, Cornwood, in Devonbridge
Wine & Spirit
Merchant.

John ...
77 ...
Hendley ...
70 ...
Anderson
27 ...
Muir ...
Solicitor.

Norman Allen Macdonald Sillars
5 Windsor Villas Plymouth
Solicitor.

Dated this 15th day of December, 1954.

Witness to the above signatures:

134 ...
Solicitor.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

James Ernest Wilkes Cooper
 1 Queen Anne Terrace, Plymouth, Charlotte Adams
 Cecil Atkinson
 1 Queen Anne Terrace Plymouth Charles Cheevers.

Ronald Charles Hunter Russell.
 The Fourth House, Penke Way, Stoke, Plymouth, Solicitor.

Francis Henry Richardson Redman
 10 Hanway Street, Liverpool
 Coal Merchant & Company Director.

Leonard Berney.
 The Flat, Victoria Cottrell, Plymouth.
 Director of Barker Spicraft Ltd.

Frank Meggy Kyatt.
 87 Somerset Place
 Devonport Plymouth Retired Chief Veterinary

Leslie & Francis Paul.
 Leanderigford, Whitford R^d Plymouth.
 Managing Director. Louis & Paul. Ltd

Dated this 15th day of December, 1908.

Witness to the above signatures:

Richard G. Keck
 134 Belmont St.

Stark Plymouth. No Quota is blank.

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NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Jack Cahn Director of John Wheel Ltd
30 Shankill Road (Baby carriage & Toy Specimen)
Plymouth

C. C. Lumsden - Springfield - Dayman Rd - Plymouth
(Geoffrey Gordon Lumsden) - Director - Boston Ltd -
Plymouth Central Road Director of Works (Machinery) Ltd
141, The Green, Plymouth
- Geoffrey Jones Trust, 37 Lombard Road Plymouth Hotel Foster
Kaye John Keith Smith, Cooper
The Cooperage, Sutton Wharf, Plymouth
Joseph Joseph Lumsden 15 Alton Terrace, Plymouth Electrical Accountant.
Humphrey William Woodhouse 2 Green Lane Devon Plymouth Solicitor.

Harold James Bates,
5, Portland Square,
Plymouth. Licensed Quantity Surveyor.

Dated this 15th day of December, 1908.

Witness to the above signatures;

Harold G. Bates
152, Gloucester St.
11th Plymouth. Solicitor's Clerk.

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Companies Act, 1948



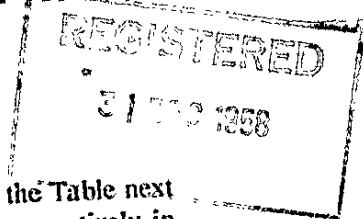
Company Limited by Guarantee and not having a Share Capital

Articles of Association

OF

THE PLYMOUTH INCORPORATED CHAMBER OF TRADE AND COMMERCE

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:

<i>Words</i>	<i>Meanings</i>
The Act ..	The Companies Act, 1948.
These presents ..	These Articles of Association and the regulations of the Chamber from time to time in force.
The Chamber ..	The above-named Chamber.
The Council ..	The Council of Management for the time being of the Chamber.
The Office ..	The registered office of the Chamber.
The Seal ..	The common seal of the Chamber.
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 only 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 modification thereof in force at the date on which these presents become binding on the Chamber shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Chamber proposes to be registered is 500, but the Council may from time to time register an increase of members. ✓

3. The provision of section 110 of the Act shall be observed by the Chamber, and every member of the Chamber shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

5. The following persons shall be Members of the Chamber:

(a) The subscribers to the Memorandum of Association;

(b) any person who was a member of any of the following companies at the date when the resolution to wind it up was passed (viz.) "PORT OF PLYMOUTH INCORPORATED CHAMBER OF COMMERCE", "THE PLYMOUTH INCORPORATED MERCANTILE ASSOCIATION" and "THE DEVONPORT MERCANTILE ASSOCIATION": provided that no such person shall become a member until he shall have signed a form of application for membership of the Chamber;

(c) any person who shall sign a form of application for membership of the Chamber and whom the Council shall resolve to admit to membership, but so that the Council shall have an absolute discretion as to whom it shall admit to membership.

6. (1) There shall be three classes of members (namely):

(i) FOUNDER MEMBERS, who shall be the persons who are members of the Chamber by virtue of paragraph (a) or paragraph (b) of the preceding Article.

(ii) ORDINARY MEMBERS, who shall be the individuals, companies or other incorporated bodies admitted to membership under paragraph (c) of the preceding Article.

(iii) REPRESENTATIVE MEMBERS, who shall be the individuals admitted to membership under paragraph (c) of the preceding Article as the representative of any firm, or unincorporated or other association.

(2) Each application for membership shall, unless and until the Council otherwise resolve, be in the following form or in a form as near thereto as circumstances will admit:

"I/We (Name) of (Address and Description) hereby apply for membership of The Plymouth Incorporated Chamber of Trade and Commerce as a Founder/Ordinary/Representative Member, representing Messrs. (Name) of (Address and Description).

"And I/We agree to be bound by the Memorandum and Articles of Association thereof.

"(Signed or otherwise duly executed.)"

7. (1) Subject as provided in Article 8 (2) and Article 9 a Founder Member and an Ordinary Member shall be entitled to remain a member of the Chamber until death or (in the case of a company or corporation) dissolution.

(2) Subject as provided in Article 8 (2) and Article 9 a Representative Member shall be entitled to remain a member until some person purporting to act on behalf of the firm or unincorporated or other association which he represents notifies the Council that such Representative Member no longer represents it, or the Council is of the opinion that such firm or unincorporated or other association has for the purposes hereof ceased to exist, and (in either event) the Council resolves that such Representative Member cease to be a member.

8. (1) Every member shall pay an annual subscription at such rate and upon such dates as the Chamber shall from time to time in general meeting determine: provided that (until so otherwise determined) the subscriptions payable by members shall not be less than £1 11s. 6d. per annum or more than £21 per annum and shall be payable on the 1st day of January in each year. Subject to any directions to the contrary which may be given by the Chamber in general meeting, the Council shall have power from time to time to make, revoke and amend regulations fixing the subscriptions payable by members within the limits aforesaid or the limits from time to time fixed by the Chamber in general meeting (as the case may be) and such regulations may discriminate between the subscriptions payable by one class of members and the subscriptions payable by another class of members as the Council may think to be fair and reasonable having regard to the Council's estimate of the wealth, importance or standing of the members (or in the case of Representative Members the firms or associations which they represent) constituting such respective classes.

(2) If a member shall fail to pay his subscription within four weeks of the date upon which it is due, the Council shall cause a notice requiring him forthwith to pay his subscription to be sent to such member in accordance with the provisions with regard to notices hereinafter contained and, if within seven days of the dispatch of such notice, such member do not pay his subscription, the Council may resolve that he cease to be a member and such resolution shall be effective, but without prejudice to the Chamber's right to recover all arrears of subscription from such former member.

9. (1) The Council may terminate the membership of any Ordinary or Representative Member if the Council resolves, by a majority of three-quarters of those attending the meeting at which the resolution is passed, that he cease to be a member because in its opinion such Ordinary Member, or the firm or unincorporated or other association represented by such Representative Member (as the case may be) is no longer sufficiently connected with the City and Port of Plymouth to justify the continuance of his membership; or that for some other reason it is desirable that he should cease to be a member and that he accordingly cease to be a member; provided that such member shall be given 21 clear days' notice of the Council's intention to consider such a resolution and the reasons why it is to be proposed and any representations made by such member (whether personally or in writing) shall be taken into consideration by the Council. A member excluded from the Chamber in manner aforesaid may, within seven days after notice of this exclusion (which shall be served on him in manner provided for the service of notices under these Articles) notify his wish to appeal to a special meeting of the Chamber which meeting shall be forthwith summoned by the Council and he shall be entitled to attend and make representations to such special meeting which by a majority of not less than three-fourths of the members voting thereat may annul the exclusion or annul it subject to such conditions as the meeting may think fit to impose.

(2) Any member may withdraw from the Chamber on giving one month's

notice in writing of his intention so to do and upon the expiration of such notice he shall cease to be a member.

(3) The rights of a member shall be personal and shall not be transferable and shall cease when he dies or for any reason ceases to be a member.

GENERAL MEETINGS

10. The Chamber 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 the notices calling it, provided that every Annual General Meeting except the first shall be held not more than sixteen months after the holding of the last preceding Annual General Meeting, and not so long as the Chamber 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 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 Chamber; 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 Council and of the Auditors, the election of members of the Council in the place of those retiring, 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 Council 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 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 present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Chamber 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 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 Chamber 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 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 Chamber 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.

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, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorized representative as provided by section 139 of the Act. A proxy shall be a member.

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

29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or 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:

"I,

"of

"a member of The Plymouth Incorporated Chamber of Trade and Commerce

"hereby appoint

(a member thereof)

"of

"and failing him,

(a member thereof)

"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 Chamber to be held on the day of and at every adjournment thereof.

"As witness my hand this 19 day of ."

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

COUNCIL OF MANAGEMENT

32. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 36 nor more than 50.

33. The first members of the Council shall be the subscribers to the Memorandum of Association.

34. The Council may from time to time and at any time appoint any member of the Chamber 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.

35. No person who is not a member of the Chamber shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

36. The business of the Chamber 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 Chamber as they think fit, and may exercise all such powers of the Chamber, and do on behalf of the Chamber all such acts as may be exercised and done by the Chamber, and as are not by statute or by these presents required to be exercised or done by the Chamber 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 Chamber, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Chamber in General Meeting, but no regulation made by the Chamber in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

37. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members 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 presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Chamber, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

38. The Secretary shall be appointed by the Council 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 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

39. The seal of the Chamber, shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two

members of the Council 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 Chamber such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

40. The office of a member of the Council shall be vacated:

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (b) If he becomes of unsound mind.
- (c) If he ceases to be a member of the Chamber.
- (d) If by notice in writing to the Chamber he resigns his office.
- (e) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (f) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (g) If he ceases to be a member by virtue of section 185 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

41. 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.

42. 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 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.

43. The Chamber 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.

44. 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 be not less than four nor more than twenty-eight intervening days.

45. The Chamber may from time to time in General Meeting increase or reduce the number of members of the Council and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

46. In addition and without prejudice to the provisions of section 184 of the Act, the Chamber may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

47. The Council 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.

48. 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.

49. 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 five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

50. 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 Chamber for the time being vested in the Council generally.

51. The Council may delegate any of their powers to committees consisting of such member or members of the Council 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. 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 Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

52. All acts bona fide done 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.

53. 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 Chamber and of the Council and of committees of the Council and of the Devonport Committee hereinafter mentioned, 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.

54. 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 of such committee duly convened and constituted.

THE DEVONPORT COMMITTEE

55. The Council shall constitute and appoint a permanent Committee to be called "the Devonport Committee". Such committee shall consist of members of the Chamber, not being less than seven nor more than ten in number, who in the opinion of the Council can most suitably represent the interests of the former town of Devonport. Any member so appointed shall retain his office only until the first Council Meeting held after the next following Annual General Meeting but shall be eligible for re-appointment and at every such Council Meeting the Council shall (for the purposes of continuity) re-appoint at least three members of the preceding Devonport Committee to the new Committee for the current period. The Council shall have power to remove any member of the Devonport Committee at any time but, in such case, it shall immediately appoint another member of the Chamber to be a member of the said Committee in his place. The Council shall be under a similar obligation to appoint a new member of the Chamber to the Devonport Committee in the event of the death or retirement of a member therefrom. The Devonport Committee shall have power to consider the interests of the former town of Devonport and to make representations with regard thereto to the Council, and to exercise such powers of the Council as the Council shall from time to time delegate to it and the Committee may act notwithstanding any vacancy in its body. A member of the Devonport Committee shall have the right (unless the Council shall otherwise direct in any particular case) to receive notice of and to attend and speak (but not to vote) at any meeting of the Council at which such representations are considered, notwithstanding that he may not be a member of the Council. The Council shall circulate to the Devonport Committee copies of any of its minutes relating to any decision which may be taken by the Council with regard to any such representations as aforesaid. The meetings and proceedings of the Devonport Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

ACCOUNTS

56. The Council shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Chamber and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Chamber; and
 - (c) the assets and liabilities of the Chamber.

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 Chamber and to explain its transactions.

57. 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 Council shall think fit, and shall

always be open to the inspection of the members of the Council. The Chamber 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 Council, of the accounts and books of the Chamber, or any of them and subject to such restrictions the accounts and books of the Chamber shall be open to the inspection of such members at all reasonable times during business hours.

58. At the Annual General Meeting in every year the Council shall lay before the Chamber 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 Chamber) made up to a date not more than four months before such meeting, together with a paper 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 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

59. Once at least in every year the accounts of the Chamber 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.

60. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

61. A notice may be served by the Chamber 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.

62. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Chamber 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 Chamber.

63. 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

64. Clause 9 of the Memorandum of Association of the Chamber relating to the winding up and dissolution of the Chamber shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Simon Rogers
1. The Glen Place Plymouth. Property Dealer

Robert Edmund Biggins
6. North Hill Terrace, Plymouth. Retired Janitor.
Charles James Woodman
Elston, Hartley Park Villa Plymouth. Structural Engineer.

Albert Eagle Kidman
Manthorpe, Athman Street, Plymouth. Solicitor
Ken. Vetch

Henry Lodge. Yelverton Drive, Plymouth. Director.
CAR SALES (PLYMOUTH) LTD

Charles Kenneth Harding
74/85 Watley Place Plymouth
House Furnishes.

Robert Graham Mason.
13/17 New George Str Plymouth. Director of
Mason & Sons Plastics Ltd

Frank Baker, Koken
Pendennis, Roborough. Stone miler

Robert Edwards Harry Brandon
Hartley Road, Brandon Road, Plymouth. Motor Fitter.

Richard Rosevear Trahair
Thorn Sewbury Plymouth. Food manufacturer.

Jack Stanbury Geo
65 Hill Park Crescent Plymouth Solicitor

Peter George Day Pearce
18 Synabury Road Plymouth. Company Director
Allens (Plymouth) Ltd.

Valentine Walter Keyser
32 Alma Villas Plymouth. Chief Accountant
Devonport Trustee Savings Bank

Dated this 15th day of December 1954.

Witness to the above signatures:

Harold A. Hall.
132 Beaumont St.
Plymouth. Solicitor & Clerk

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Jonathan Pennie & Co.

VICARAGE HOUSE
IVYBRIDGE.
S. DEVON. —
Managing Director
S. DINGLE & CO. LTD.
ROYAL MAINE
PLYMOUTH

Frank J. Scott
(FRANK SPENCER SCOTT)
ELBRIDGE, BRISTON, NEW PLYMOUTH.

Director & Secretary of F. Dingle & Co. Ltd.
PLYMOUTH.

~~Anthony Steady~~
Anthony Steady Cheriton Wexford.
66, St. Margaret's Rd., Wexford. Plympton. Devon.
Asst. General Manager
Plymouth Coal Co. Ltd.
John Westcott
Hd.

Francis Leest
ALEXANDER FRANCIS LEEST,
50, CORNWALL AVENUE,
PLYMOUTH

Solicitor

William Edgar Good Past. Wine & Spirit
Wholesale Merchants.
Allport St, Cornwood, nr Dorchester.

John Marshall
"PROPRIETOR" VICTORIA ROY, PLYMOUTH
Asst. Secy
MUNICIPAL
RECREATION COMMISSIONERS

Steady, Treasurer 20 Mallett Place Plymouth Chamber Accountant.

Alfred Charles Jones

27 Scott Road, Milman. Plymouth District
Surgery.

Thomas Allan Macdonald Sitters
5 Windsor Villas Plymouth Solicitor.

Dated this 15th day of December, 1908.

Witness to the above signatures:

Donald G. Carr
132, Broomfield St.
Hate. Plymouth. Solicitor at Law

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

George Ernst Heller
11, Queen Anne Terrace, Plymouth, Chartered Auctioneer.

John Cecil Hedman

Queen Anne Terrace Plymouth Chartered Surveyor.

Ronald Charles Hunter Russell.

The Fourth House, Pentec Way, Stoke, Plymouth, Solicitor.

James Henry Richardson Redick.

16 Harvey South Lamer Wharf Devonport.

Coal Merchant & Company Director.

Leonard Benney,

The Flat, Berkeley, Cornhill, Plymouth.

Director of Berke Sportcraft. Ltd.

Frank Moggart

87 Lombard Place, Retired Chief Petty Officer
Devonport.
Plymouth

Leslie Francis Paul.

Barlingford, Whitford Rd Plymouth

Managing Director. Lums. & Paul Ltd.

Dated this 15th day of December, 1958.

Witness to the above signatures:

Donald G. A. H. H.

133, B. Cornwall St.

Stoke & Plymouth Solicitors & Att.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Jack Cohen Director of John Wheel Ltd
30 Thornhill Road (Bulky Goods & Toy Specialists)
Plymouth.

C. C. Henderson - Springfield, Bayview Rd. Plymouth -
(Cuffray Gordon Henderson) Director - Eastern Ltd -
Regional Sales Dept., 14, The Grove, Stoke, Plymouth. Director of Western (Domestic) Ltd.

Geoffrey Thomas Farrell 39 Thornhill Road, Plymouth. Motor Factor.

Roger John Leitchbridge, Cooper.
The Coopersage, Sutton Wharf, Plymouth.

Frederick Joseph Smith 10, Altam Terrace Plymouth Chartered Accountant
Hafiz William Woolhouse 2 Queen Anne Terrace Plymouth Solicitor.

Harold James Bates,
5, Portland Square,
Plymouth. Chartered Quantity Surveyor

Dated this 15th day of December, 1958.

Witness to the above signatures:

Harold H. Bates
134, Beaumont St.
Bath, Plymouth. Solicitor & Clerk.

Simon Roseman,
1 Evelyn Place, Plymouth, Property Dealer

Hubert Edward Wiggall,
6 North Hill Terrace, Plymouth, Retail Jeweller.

Charles James Woodroff,
Elston, Hartley Park Villas, Plymouth, Electrical Engineer

Albert Eagle Stedman,
Manor House, Atholway Street Plymouth, Solicitor

Percy Fletcher,
Tearing Lodge, Yalverton, Devon. Director - Car Sales (Plymouth) Ltd

Charles Kenneth Harding,
79/85 Mutley Plain, Plymouth. House Furnisher

Robert Graham Moon,
13/17 New George Street, Plymouth. Director moon & Sons Plaster Ltd

Frank Harvey Hosken,
Glendamar, Rodborough. Glass Miller.

Robert Edwards Harvey Brandon,
Hartley Lodge, Brandite Road, Plymouth Master Printer

Nicholas Roseveare Trahair,
Thorn, Wembury, Plymouth. Food Manufacturer.

Jack Stanbury Yeo
65 Hill Park Crescent, Plymouth. Solicitor

Peter George Ray Weals,
18 Lyndhurst Road, Plymouth. Company Director
Adams (Plymouth) Ltd.

Valentine Walter Keicher,
32 Alma Villas, Plymouth. Chief Actuary
Devonport Branch Savings Bank.

Winston Brian
Aphel House, Ivybridge, S Devon. Managing Director
E. Dingle Ltd
Royal Small Plymouth

Frank S. Scott,
Elbridge, Bristol, M Plymouth. Director Plymouth
E. Dingle Ltd Plymouth

Anthony Henry Pearce. Wexford.
66 St Margaret's Road, Wexford Plymouth Devon. Asst. House Manager
from 10 local Wexford
the West coast to

(2)

Alexander Francis Leest.
50 Compton Avenue, Plymouth.

Solicitor

William Edgar Ford Leest,
Coltsfoot, Cornwood, Nr. Doybridge

Wine & Spirit Merchant

John Marriage.

Ambleside, Vicarage Road, Plympton. *Office Manager*
Admission Collectors L.B.

Stanley Edgcumbe,

70 Mutley Plain, Plymouth, *Chartered Accountant*

Alfred Anderson Jones,

27 Scott Road, Plymouth, *Quantity Surveyor.*

Thomas Allan Macdonald Gittins,
5 Windoor Villas, Plymouth.

Solicitor

George Ernest Mellyer Corber,

1 Queen Anne Terrace, Plymouth. *Chartered Accountant.*

Peter Cecil Stedman,

1 Queen Anne Terrace, Plymouth. *Chartered Surveyor*

Ronald Charles Hunter Russell,

The Fourth House, Penlee Way, Stoke, Plymouth *Solicitor.*

Frances Henry Richardson Pedrick,

W.E. Harvey San L.B.

Queen's Wharf. Devonport.

Coal Merchant & Company Director.

Leonard Berner,

The Flat, Berkeslea, Crosshill, Plymouth.

Director of Berken Sportsclub L.B.

Frank Mogg Ryall.

87 Somerset Place, Devonport, Plymouth.

Retired Chief Actuary.

Leslie Francis Paul,

Carlingford, Whiteford Road, Plymouth.

Managing Director. Limited F. Paul L.B.

(3)

Jack Cohen,
30 Thornhill Road, Plymouth.
Director.

G. G. Leatherby,
Springfield, Seymour Road, Plymouth.
Director - Costers 1/5.

Reginald Arthur Heath,
15 The Grove, Stoke Plymouth.
Director of Vespers (Florists) 1/5.

Geoffrey Thomas Farrell,
39 Thornhill Road, Plymouth.
Motor Director.

Roger John Lettbridge,
The Cooperage, Sutton Wharf, Plymouth.
Cooper

Graham Joseph Jones,
10 Alton Terrace, Plymouth.
Chartered Accountant.

Humphrey William Woolbanks,
2 Queen Anne Terrace, Plymouth Solicitor.

Harold James Bates,
5 Portland Square, Plymouth.
Chartered Quantity Surveyor.

Dated the 15th day of December 1958.

Witness :- Ronald G. Lear,
132 Beaumont Green,
Stoke, Plymouth. Solicitor at Law

DUPLICATE FOR THE FILE

No. 617795



Certificate of Incorporation

I Hereby Certify That

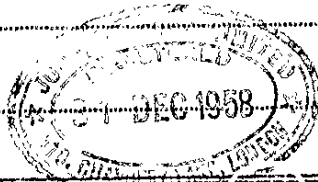
THE PLYMOUTH INCORPORATED CHAMBER OF TRADE AND COMMERCE
(the word "Limited" being omitted by Licence of the
Board of Trade)

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

Given under my hand at London this Thirty-first day of
December One Thousand Nine Hundred and Fifty eight.

L. D. (ang) fides
Registrar of Companies

Certificate
received by }



Date

15

34

£40

I HEREBY CERTIFY that at an Extraordinary General Meeting of the Plymouth Incorporated Chamber of Trade and Commerce held on the 21st day of July 1980 at which meeting I was present and notice of which had been given to all members on the 6th day of June 1980 the following special resolution was passed in accordance with the requirements of s.141 (2) of the Companies Act 1948:-

"That the name of the Company be changed from "The Plymouth Incorporated Chamber of Trade and Commerce" to "Plymouth Chamber of Commerce and Industry" and that the requisite alteration be made to the Memorandum and Articles of Association".



.....
Director and Secretary



NW
£40
868850

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 617795 / 35

I hereby certify that

THE PLYMOUTH INCORPORATED CHAMBER OF TRADE AND COMMERCE

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

PLYMOUTH CHAMBER OF COMMERCE AND INDUSTRY

Given under my hand at Cardiff the

27TH AUGUST 1980

A handwritten signature in cursive script, appearing to read 'E. A. S. J. J.'.

Assistant Registrar of Companies

REGISTERED NUMBER 617795

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
PLYMOUTH CHAMBER OF COMMERCE & INDUSTRY

SPECIAL RESOLUTION

At the Annual General Meeting for 1988 of the above named company held 18th April 1988 the following Resolution was passed as a Special Resolution:

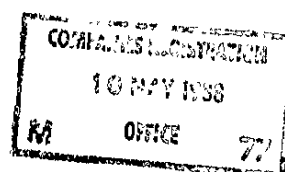
"That Article 51 (of the Articles of Association) be amended to read:

The Council may delegate any of their powers to Committees consisting of such member or members of the Council and such other members as they think fit, or as the Chairman of that Committee shall, if so authorised by the Council, 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. 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 Council so far as applicable and as far as the same shall not be superseded by any regulations made by the Council. "

M Walden

M WALDEN

Director & Secretary



617795

The Companies Act, 1948

Company Limited by Guarantee and not having a Share Capital

Articles of Association

OF

THE PLYMOUTH INCORPORATED CHAMBER OF TRADE
AND COMMERCE *

(amended to incorporate changes up to 18th May 1988)

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, and subsequent amendments.
These presents ..	These Articles of Association and the regulations of the Chamber from time to time in force.
The Chamber ..	The above-named Chamber.
The Council ..	The Council of Management for the time being of the Chamber.
The Office ..	The registered office of the Chamber.
The Seal	The common seal of the Chamber.
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 only 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 modification thereof in force at the date on which these presents become binding on the Chamber shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Chamber proposes to be registered is 500, but the Council may from time to time register an increase of members.

* By Special Resolution passed July 1980 the name was changed to "Plymouth Chamber of Commerce & Industry"

3. The provision of section 110 of the Act shall be observed by the Chamber, and every member of the Chamber shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

5. The following persons shall be Members of the Chamber:

(a) The subscribers to the Memorandum of Association;

(b) any person who was a member of any of the following companies at the date when the resolution to wind it up was passed (viz) "PORT OF PLYMOUTH INCORPORATED CHAMBER OF COMMERCE" "THE PLYMOUTH INCORPORATED MERCANTILE ASSOCIATION" and "THE SEYONPORT MERCANTILE ASSOCIATION"; and that no such person shall become a member of the Chamber unless he shall have signed a form of application for membership of the Chamber;

(c) any person who shall sign a form of application for membership of the Chamber and whom the Council shall resolve to admit to membership, but so that the Council shall have an absolute discretion as to whom it shall admit to membership.

6. (1) There shall be three classes of members (namely):

(i) **FOUNDER MEMBERS**, who shall be the persons who are members of the Chamber by virtue of paragraph (a) or paragraph (b) of the preceding Article.

(ii) **ORDINARY MEMBERS**, who shall be the individuals, companies or other incorporated bodies admitted to membership under paragraph (c) of the preceding Article.

(iii) **REPRESENTATIVE MEMBERS**, who shall be the individuals admitted to membership under paragraph (c) of the preceding Article as the representative of any firm, or unincorporated or other association.

(2) Each application for membership shall, unless and until the Council otherwise resolve, be in the following form or in a form as near thereto as circumstances will admit:

"I/We (Name) of (Address and Description) hereby apply for membership of The Plymouth Incorporated Chamber of Trade and Commerce* as a Founder/Ordinary/Representative Member, representing Messrs. (Name) of (Address and Description).

"And I/We agree to be bound by the Memorandum and Articles of Association thereof.

"(Signed or otherwise duly executed.)"

7. (1) Subject as provided in Article 4 (2) and Article 9 a Founder Member and an Ordinary Member shall be entitled to remain a member of the Chamber notwithstanding the cessation of the company or corporation's dissolution.

* See footnote to p. 7

(2) Subject as provided in Article 8 (2) and Article 9 a Representative Member shall be entitled to remain a member until some person purporting to act on behalf of the firm or unincorporated or other association which he represents notifies the Council that such Representative Member no longer represents it, or the Council is of the opinion that such firm or unincorporated or other association has for the purposes hereof ceased to exist, and (in either event) the Council resolves that such Representative Member cease to be a member.

8. (1) Every member shall pay an annual subscription at such rate and upon such dates as the Chamber shall from time to time in general meeting determine: provided that (until so otherwise determined) the subscriptions payable by members shall not be less than £1 1s. 6d. per annum or more than £21 per annum and shall be payable on the 1st day of January in each year. Subject to any directions to the contrary which may be given by the Chamber in general meeting, the Council shall have power from time to time to make, revoke and amend regulations fixing the subscriptions payable by members within the limits aforesaid or the limits from time to time fixed by the Chamber in general meeting (as the case may be) and such regulations may discriminate between the subscriptions payable by one class of members and the subscriptions payable by another class of members as the Council may think to be fair and reasonable having regard to the Council's estimate of the wealth, importance or standing of the members (or in the case of Representative Members the firms or associations which they represent) constituting such respective classes.

(2) If a member shall fail to pay his subscription within four weeks of the date upon which it is due, the Council shall cause a notice requiring him forthwith to pay his subscription to be sent to such member in accordance with the provisions with regard to notices hereinafter contained and, if within seven days of the dispatch of such notice, such member do not pay his subscription, the Council may resolve that he cease to be a member and such resolution shall be effective, but without prejudice to the Chamber's right to recover all arrears of subscription from such former member.

9. (1) The Council may terminate the membership of any Ordinary or Representative Member if the Council resolves, by a majority of three-quarters of those attending the meeting at which the resolution is passed, that he cease to be a member because in its opinion such Ordinary Member, or the firm or unincorporated or other association represented by such Representative Member (as the case may be) is no longer sufficiently connected with the City and Port of Plymouth to justify the continuance of his membership, or that for some other reason it is desirable that he should cease to be a member and that he accordingly cease to be a member; provided that such member shall be given 21 clear days' notice of the Council's intention to consider such a resolution and the reasons why it is to be proposed and any representations made by such member (whether personally or in writing) shall be taken into consideration by the Council. A member excluded from the Chamber in manner aforesaid may, within seven days after notice of this exclusion (which shall be served on him in manner provided for the service of notices under these Articles) notify his wish to appeal to a special meeting of the Chamber which meeting shall be forthwith summoned by the Council and he shall be entitled to attend and make representations to such special meeting which by a majority of not less than three-fourths of the members voting thereon shall annul the exclusion or annul it subject to such conditions as the meeting may think fit to impose.

(2) Any member may withdraw from the Chamber on giving one month's

notice in writing of his intention so to do and upon the expiration of such notice he shall cease to be a member.

(3) The rights of a member shall be personal and shall not be transferable and shall cease when he dies or for any reason ceases to be a member.

GENERAL MEETINGS

10. The Chamber 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 the 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 Chamber 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 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 Chamber; 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 Council and of the Auditors, the election of members of the Council in the place of those retiring, 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 Council 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 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 present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Chamber 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 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 Chamber 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 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 Chamber 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.

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, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorized representative as provided by section 139 of the Act. A proxy shall be a member.

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

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 a 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:

"I,
 "of
 "a member of The Plymouth Incorporated Chamber of Trade and
 Commerce *
 "hereby appoint
 "of (a member thereof)
 "and failing him,
 "of (a member thereof)
 "to vote for me and on my behalf at the (Annual or Extraordinary
 or Adjourned, as the case may be) General Meeting of the Chamber
 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.

* See footnote to p.7

COUNCIL OF MANAGEMENT

32. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 36 nor more than 50.

33. The first members of the Council shall be the subscribers to the Memorandum of Association.

34. The Council may from time to time and at any time appoint any member of the Chamber 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.

35. No person who is not a member of the Chamber shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

36. The business of the Chamber 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 Chamber as they think fit, and may exercise all such powers of the Chamber, and do on behalf of the Chamber all such acts as may be exercised and done by the Chamber, and as are not by statute or by these presents required to be exercised or done by the Chamber 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 Chamber, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Chamber in General Meeting, but no regulation made by the Chamber in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

37. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members 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 presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Chamber, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

DIRECTOR AND SECRETARY

38. The ^{Director and} Secretary shall be appointed by the Council 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 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

39. The seal of the Chamber, shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two

members of the Council 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 Chamber such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

40. The office of a member of the Council shall be vacated:
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (b) If he becomes of unsound mind.
 - (c) If he ceases to be a member of the Chamber.
 - (d) If by notice in writing to the Chamber he resigns his office.
 - (e) If he ceases to hold office by reason of any order made under section 183 of the Act.
 - (f) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
 - (g) If he ceases to be a member by virtue of section 185 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

41. 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.

42. 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 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.

43. The Chamber 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.

44. 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 be not less than four nor more than twenty-eight intervening days.

45. The Chamber may from time to time in General Meeting increase or reduce the number of members of the Council and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

46. In addition and without prejudice to the provisions of section 184 of the Act, the Chamber may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

47. The Council 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.

48. 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.

49. 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 five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

50. 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 Chamber for the time being vested in the Council generally.

51. The Council may delegate any of their powers to Committees consisting of such members of the Council and such other members as they think fit, or as the Chairman of that Committee shall, if so authorised by the Council, 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. The meetings and proceedings of any such Committee shall be governed by the provisions of these proceedings of the Council so far as applicable and as far as the same shall not be superseded by any regulations made by the Council.

52. All acts bona fide done 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.

53. 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 Chamber and of the Council and of committees of the Council and of the Devonport Committee hereinafter mentioned, 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.

54. 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 of such committee duly convened and constituted.

THE DEVONPORT COMMITTEE

55. The Council shall constitute and appoint a permanent Committee to be called "the Devonport Committee". Such committee shall consist of members of the Chamber, not being less than seven nor more than ten in number, who in the opinion of the Council can most suitably represent the interests of the former town of Devonport. Any member so appointed shall retain his office only until the first Council Meeting held after the next following Annual General Meeting but shall be eligible for re-appointment and at every such Council Meeting the Council shall (for the purposes of continuity) re-appoint at least three members of the preceding Devonport Committee to the new Committee for the current period. The Council shall have power to remove any member of the Devonport Committee at any time but, in such case, it shall immediately appoint another member of the Chamber to be a member of the said Committee in his place. The Council shall be under a similar obligation to appoint a new member of the Chamber to the Devonport Committee in the event of the death or retirement of a member therefrom. The Devonport Committee shall have power to consider the interests of the former town of Devonport and to make representations with regard thereto to the Council, and to exercise such powers of the Council as the Council shall from time to time delegate to it and the Committee may act notwithstanding any vacancy in its body. A member of the Devonport Committee shall have the right (unless the Council shall otherwise direct in any particular case) to receive notice of and to attend and speak (but not to vote) at any meeting of the Council at which such representations are considered, notwithstanding that he may not be a member of the Council. The Council shall circulate to the Devonport Committee copies of any of its minutes relating to any decision which may be taken by the Council with regard to any such representations as aforesaid. The meetings and proceedings of the Devonport Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

ACCOUNTS

56. The Council shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Chamber and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Chamber; and
 - (c) the assets and liabilities of the Chamber.

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 Chamber and to explain its transactions.

57. 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 Council shall think fit, and shall

always be open to the inspection of the members of the Council. The Chamber 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 Council, of the accounts and books of the Chamber, or any of them and subject to such restrictions the accounts and books of the Chamber shall be open to the inspection of such members at all reasonable times during business hours.

58. At the Annual General Meeting in every year the Council shall lay before the Chamber 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 Chamber) 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 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

59. Once at least in every year the accounts of the Chamber 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.

60. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

61. A notice may be served by the Chamber 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.

62. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Chamber 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 Chamber.

63. 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

64. Clause 9 of the Memorandum of Association of the Chamber relating to the winding up and dissolution of the Chamber shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

SIMON ROSEMAN 1 Evelyn Place, Plymouth	Property Dealer
HUBERT EDWARD WIGFULL 6 North Hill Terrace, Plymouth	Retail Jeweller
CHARLES JAMES WOODROW "Elstow," Hartley Park Villas, Plymouth	Structural Engineer
ALBERT EAGLE STEDMAN Manor House, Athenaeum Street, Plymouth	Solicitor
PERCY FLETCHER Meavy Lodge, Yelverton, Devon	Company Director Car Sales (Plymouth) Ltd.
CHARLES KENNETH HARDING 79-85 Mutley Plain, Plymouth	House Furnisher
ROBERT GRAHAM MOON 13-17 New George Street, Plymouth	Director of Moon & Sons (Pianos) Ltd.
FRANK HARVEY HOSKEN Glendaragh, Roborough, Devon	Flour Miller
ROBERT EDWARDS HARVEY BRENDON Hartley Lodge, Brandreth Road, Plymouth	Master Printer
NICHOLAS ROSEVEARE TRAHAIR Thorn, Wembury, Plymouth	Food Manufacturer
JACK STANBURY YEO 65 Hill Park Crescent, Plymouth	Solicitor
PETER GEORGE RAY WEEKS 18 Lyndhurst Road, Plymouth	Company Director Allens (Plymouth) Ltd.
VALENTINE WALTER KERCHER 32 Alma Villas, Plymouth	Chief Actuary Devonport Trustee Savings Bank
WINSTON BRIMACOMBE Uphill House, Ivybridge, Devon	Managing Director E. Dingle & Co., Ltd., Royal Parade, Plymouth
FRANK S. SCOTT Elbridge, Brixton, Nr. Plymouth	Director and Secretary of E. Dingle & Co., Ltd., Plymouth
ANTHONY HENRY CHERITON WREFORD 66 St. Margarets Road, Woodford, Plympton, Devon	Assistant General Manager Plymouth Coal Co., Ltd., John Westcott Ltd.
A. F. LEEST ALEXANDER FRANCIS LEEST 50 Compton Avenue, Plymouth	Solicitor
WILLIAM EDGAR FORD LEEST Coltsfoot, Cornwood, Nr. Ivybridge	Wine and Spirit Merchant
JOHN MEAGER Ambleside, Vicarage Road, Plympton	Office Manager Acheson Colloids Ltd.
STANLEY EDGE CUMBE 70 Mutley Plain, Plymouth	Chartered Accountant
ALFRED CHARLES JONES 27 Scott Road, Milehouse, Plymouth	Quantity Surveyor

NORMAN ALLAN MACDONALD SITTERS 5 Windsor Villas, Plymouth	Solicitor
GEORGE ERNEST HILLIER CREBER 1 Queen Anne Terrace, Tavistock Road, Plymouth	Chartered Auctioneer
PETER CECIL STEDMAN 1 Queen Anne Terrace, Tavistock Road, Plymouth	Chartered Surveyor
RONALD CHARLES HUNTER RUSSELL The Fourth House, Penlee Way, Stoke, Plymouth	Solicitor
FRANCIS HENRY RICHARDSON PEDRICK Tamar Wharf, Devonport	Coal Merchant & Company Director W. E. Harvey & Son Ltd.
LEONARD BERNY The Flat, Berkertex, Crownhill, Plymouth	Director of Berker Sportscraft Ltd.
FRANK MOGG RYALL 87 Somerset Place, Devonport, Plymouth	Retired Chief Actuary
LESLIE FRANCIS PAUL Carlvingford, Whiteford Road, Plymouth	Managing Director Louis F. Paul Ltd.
JACK COHEN 30 Thornhill Road, Plymouth	Director of John Wheel Ltd. (Baby Carriage and Toy Specialists)
G. G. LEATHERBY (GEOFFREY GORDON LEATHERBY) Springfield, Seymour Road, Plymouth	Director Costers Ltd.
REGINALD ARTHUR HEARL 15 The Grove, Stoke, Plymouth	Director of Vospers (Florists) Ltd.
GEOFFREY THOMAS FARRELL 39 Thornhill Road, Plymouth	Motor Factor
ROGER JOHN LETHBRIDGE The Cooperage, Sutton Wharf, Plymouth	Cooper
GRAHAM JOSEPH JINKS 10 Alton Terrace, Plymouth	Chartered Accountant
HUMPHREY WILLIAM WOOLLCOMBE 2 Queen Anne Terrace, Plymouth	Solicitor
HAROLD JAMES BATES 5 Portland Square, Plymouth	Chartered Quantity Surveyor

Dated this 15th day of December, 1958.

Witness to the above signatures:

Ronald G. Lear,
132 Beaumont Street, Stoke, Plymouth.
Solicitor's Clerk.

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--

617795

Name of company

* PLYMOUTH CHAMBER OF COMMERCE & INDUSTRY

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

31	12	88
----	----	----

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month Year

1	12	1	9	8	8
---	----	---	---	---	---

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed.

An administration order was made in relation to the company on _____

and it is still in force.

Signed

Designation†

Director & Secretary

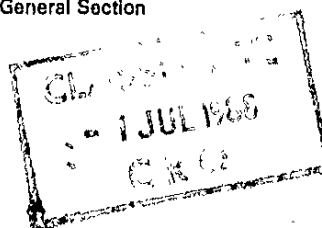
Date 30th June 1988

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

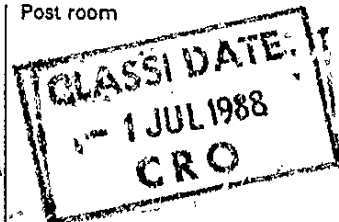
Presenter's name address and reference (if any):

MRS A. N. COOK,
"GAYWOOD",
RIDGE ROAD,
PLYMPTON,
PLYMOUTH. PL7 3UE

ASSISTANT SECRETARY

For official Use
General Section

Post room



Company Number: 617795

Companies Acts 1985-1989

SPECIAL RESOLUTION

of

PLYMOUTH CHAMBER OF COMMERCE AND INDUSTRY

At an Extraordinary General Meeting of the Company duly convened and held at the Duke of Cornwall Hotel at 5.45 p.m. on the 7th day of April 1994 the following resolutions were passed as a special resolution:-

"A. That the Articles of Association be amended.

(1) In Article 8(1) by the deletion of:

"shall not be less than £4.00 per annum of more than £200.00 per annum and".

(2) In Article 32 by the deletion of "36" and "50" and the substitution therefor of "12" and "15" respectively.

(3) By the deletion of Article 35 and the substitution therefor of "A person shall not be eligible to stand for election as a member of the Council on the occurrence of either of the following:

(a) The attaining of the age of sixty-two;

(b) His retirement from full-time employment."



- (4) By the deletion of the heading to Article 38 and the substitution therefor of:

"President, Vice-Presidents, Chief Executive and Secretary."

- (5) By the insertion prior to the existing Article 38 of:

"38(a) The Council may appoint a President and Vice-Presidents upon such conditions as they may think fit provided that the office of President and Vice-President shall not carry any remuneration."

- (6) By the lettering of existing Article 38 as Article 38(b).

- (7) In Article 38(b) (as lettered above) by the deletion of "Director" and the substitution therefor of "Chief Executive" and by the deletion of "Secretary" where it first occurs and the substitution therefor of "person".

- (8) In Article 40 by the deletion of paragraph (g) and the substitution therefor of:

"(g) If he attains the age of sixty-five."

- (9) In Article 53 by the deletion of "and of the Devonport Committee hereinafter mentioned,".

- (10) By the deletion of Article 55 and consequential renumbering of the

remaining Articles.

- B. The amendments effected by paragraph (A) of this resolution shall take effect at the Annual General Meeting for the year 1994."

.....*Brian R. Fox*.....

Company Secretary

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KS/69/RJP/SJR