Submitted in accordance with Section 18 of the Companies Act 1985

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11/11/

The Companies Acts 1948 to 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

WESTWOOD EDUCATIONAL TRUST LIMITED

(Reprinted 20th July 1987 incorporating alterations made by Special Resolution passed 14 July 1987)

TABLE C

*1. The regulations contained in Table C in the Companies (Tables A to F) Regulations 1985 or in any statutory modification or re-enactment thereof shall not apply to the Association.

GENERAL

**2. 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 1985 including any statutory modification or re-enactment thereof for the time being in force.

These presents

These Articles of Association, and the regulations of the Association from time to time in force.

As adopted by Special Resolution passed 14 July 1987
As altered by Special Resolution passed 14 July 1987



The Association

The above-named Association.

The Governors

The Governors for the time being of

the Association

The Board

The whole number of the Governors, or a quorum of them assembled at any

place in accordance with these

presents.

The Offce

The registered office of the

Association.

The Seal

The common seal of the Association.

Finance Committee

The Finance Committee of the Board constituted under Articles 58 or 59.

The United Kingdom

Great Britain and Northern Ireland.

Month

Calendar month

In writing

Written, printed, photographed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in

a permanent 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 Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

- The number of members with which the Association proposes to be registered is twenty five, but the Board may from time to time register an increase of members.
- *4. Every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

As altered by Special Resolution passed 14 July 1987

- 5. The Association is established for the purposes expressed in the Memorandum of Association.
- 6. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
 - 7. The following persons shall be members of the Association:-
 - (A) Such persons as may desire to be admitted to membership and who may be elected by the Board to be members of the Association.
 - (B) Such other persons representing a certain class of persons interested in the Association or with whom the Association has dealings who may desire to be admitted to membership and who may be elected by the Board to be members of the Association, but any such member shall cease to be a member of the Association as soon as he ceases to be a member of or to represent that class.
- 8. Any election of a person to be a member of the Association under the provisions of paragraph (A) or (B) of Article 7 shall conform to the following regulations and conditions:
 - (1) Such person must be proposed for election by a Governor and ten days' notice shall be given to the Board of the meeting at which it is intended to propose such person for election, stating the object of the meeting, the name and address of the person to be proposed and the name of the Governor proposing such person
 - (2) Such person must sign and deliver to the Association an application for admission to membership framed in such terms as the Board shall require.
- 9. Any member may at any time, by notice in writing to the Secretary of the Association, resign his membership and he shall thereupon cease to be a member.
- 10. If the Board shall be of opinion that it is not in the interests of the Association that any member shall continue to be a member thereof, the Board may convene an Extraordinary General Meeting of the Association and such member may by Special Resolution be removed from membership of the Association and thereupon his name shall be removed from the register and he shall cease to be a member, and shall forfeit his interest and privileges in the Association. Provided always that any member in relation to whom any such Special Resolution is to be proposed shall be entitled to address the meeting at which the same is to be proposed in regard to such resolution.

GENERAL MEETINGS

- 11. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 12. All General Meetings other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 13. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists pursuant to the provisions of the Act.
- Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of Meetings other than the Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
- 15. 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

- 16. All business shall be deemed special that is transacted at an Extraordinay General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of Governors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors
- 17. 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 five members personally present shall be a quorum.

- 18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 19. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Deputy Chairman (if any) of the Board shall preside but if there be no such Chairman or Deputy Chairman present within fifteen minutes and willing to preside, the members present shall choose another Governor, or if one Governor only be present, he shall preside if willing so to do. If no Governor be present, or if all the Governors present decline to take the chair, the members present shall choose one of their number to preside.
- 20. The Chairman <u>may</u>, with the consent of any meeting at which a quorum is present (and <u>shall</u> 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.
- 21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 22. Subject to the provisions of Article 23, 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.

- 23. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 24. 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.
- 25. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- 26. Subject as hereinafter provided, every member shall have one vote.
- 27. Save as herein expressly provided, no member other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
- 28. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy must be a member.
- 29. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised 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 authorised in that behalf.
- 30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office or such other place as the Board may appoint 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.
- 31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under

which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

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

"WESTWOOD EDUCATIONAL TRUST LIMITED

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"I
"of
"a member of WESTWOOD EDUCATIONAL TRUST LIMITED,
"hereby appoint
"of
"and failing him,
"of
"to vote for me and on my behalf at the
"Annual/or Extraordinary, or Adjourned, as the
"case may be/General Meeting of the Association
"to be held on the day of
"and at every adjournment thereof.
"As Witness my hand this day of "9"
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The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

THE GOVERNORS

- 33. Until otherwise determined by a General Meeting, the number of the Governors shall not be less than five nor more than twenty-one.
- *34. The board may from time to time and at any time appoint any person as a Governor either to fill a casual vacancy or by way of addition to the Board, 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. A Governor need not be a member of the Association.

POWERS OF THE BOARD

36. The business of the Association shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion formation establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or

^{*} As altered by Special Resolution passed 14 July 1987

by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting, shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

- 37. The Governors for the time being may act notwithstanding any vacancy in their body: provided always that in case the Governors 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 Board for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
- *38. The Board shall prescribe the general and educational policy of the Schools of the Association but the Board shall in all cases consult the Head of the School concerned, in such a manner as to give him full opportunity for the expression of his views.
- 39. The Board shall appoint and dismiss all Heads and shall in consultation with the Head concerned appoint and dismiss all Assistant Teachers and staff. The Head may if necessary suspend Assistant Teachers or staff from duty but shall thereupon forthwith make a report of the case in writing to the Board.
- 40. Subject to any specific directions given by the Board, the Head shall have under his control the admission and suspension of pupils, the method of teaching, the arrangement of classes and school hours, and generally the whole internal organisation, management and discipline of his school, and shall have authority over all pupils attending the same in all places and at all times during the School terms: Provided that no pupil shall be expelled from School except with the authority of the Board.

SECRETARY

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

^{*} As altered by Special Resolution passed 14 July 1987

THE SEAL

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

DISQUALIFICATION OF GOVERNORS

- *43. The office of Governor 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 by notice in writing to the Δ sociation he resigns his office.
 - (D) If he becomes prohibited by law from being a director.
 - (E) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act.
 - (F) Upon the conclusion of the Annual General Meeting of the Association next following his seventieth birthday provided that this paragraph (F) shall not apply to any paragraph (F).

ROTATION OF GOVERNORS

- *44. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one fifth of the Governors for the time being, or if their number is not a multiple of five then the number nearest to one-fifth shall retire from office.
- *45. The Governors to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the Governors to retire shall in the absence of agreement be selected from among them by lot. The length of time a Governor has been in office shall be computed from his last election or appointment. A retiring Governor shall be eligible for re-election.
- *46. The Association may, at the meeting at which a Governor retires in manner aforesaid, fill up the vacated office by electing a

^{*} As altered by Special Resolution passed 14th July 1987

person thereto, and in default the retiring Governor 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.

- *47. No person not being Governor retiring at the meeting shall unless recommended by the Board for election, be eligible for election as a Governor 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.
- 48. The Association may from time to time in General meeting increase or reduce the number of Governors 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.
- *49. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any Governor before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead; but any person so appointed shall retain his office so long only as the Governor in whose place he is appointed would have held the same if he

PROCEEDINGS OF THE BOARD

- 50. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five 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.
- 51. A Governor may, and on the request of a Governor the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several Governors. A Governor who is absent from the United Kingdom shall not be entitled to notice of a meeting.
 - *52. (A) The Board shall from time to time elect a Chairman and a Deputy Chairman, and may determine for what period (not longer than a year) they are to hold office. The

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Chairman shall be entitled to preside at all meetings of the Board at which he shall be present, 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 Deputy Chairman shall be entitled to preside, but if no such Chairman or Deputy Chairman be elected or if at any meeting the Chairman or Deputy Chairman be chairman be not present within such five minutes and willing to preside, the Governors present shall choose one of their number to be Chairman of the meeting.

- (B) No Governor who has held the office of Chairman of the Board for a period of five years or more shall be re-appointed chairman pursuant to paragraph (A) of this Article 52 unless so re-appointed by a Resolution passed by a majority of not less than two-thirds of the Governors at a meeting of the Board at which notice specifying the intention to propose the Resolution has been given. The Governor whom it is proposed to re-appoint as Chairman shall not vote on the said Resolution nor be counted in the quorum for the said meeting.
- 53. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or the Board generally.
- 54. The Board may delegate any of their powers to committees consisting of such Governor or Governors as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
- 55. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly member of the Board.
- appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall

be sufficient evidence without any further proof of the facts therein stated.

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

FINANCE COMMITTEE

- *58. The Board shall appoint at least five Governors to be a Finance Committee and may from time to time remove all or any Governors so appointed from membership of such Committee and appoint another or others in his or their place. Provided that any member of the Finance Committee may at any time resign therefrom and a member ceasing to be a Governor shall ipso facto cease to be a member of the Finance Committee.
- *59. The Board shall forthwith fill any vacancies occurring in the Finance Committee so that no far as practicable it shall always consist of at least five members.
- *60. The Finance Committee shall perform such functions and exercise such powers as the Board may delegate to it and Article 54 shall apply to its meetings and proceedings. In particular, the Board shall not except in special circumstances specified as such by the Chairman of the Board (or in his absence by the Deputy Chairman) come to a decision on any of the matters hereinafter mentioned until they have been considered by the Finance Committee and such Committee has made recommendations in regard thereto to the Board (the Finance Committee being charged to have special regard to the redemption of the Association's indebtedness in accordance with the conditions under which any loans shall have been raised):-
 - (A) The authorisation of the Annual Estimates of expenditure.
 - (B) The fixing of the fees to be charged by the Association to the parents of pupils.
 - (C) Any major financial decision.

Provided that the Board may authorise the Finance Committee to make a final decision in any particular case.

As altered by Special Resolution passed 14th July 1987

PATRONS

whose patronage would in their opinion confer a benefit upon the Association's undertaking or any of its Schools to become Patrons of the Association or of a School belonging to the Association. Any person who accepts the position of Patron shall hold that position until he relinquishes it by written notice to the Association or until the Board decide by resolution to terminate his appointment. A Patron need not be a member of the Association and shall not be a member of the Board and shall have none of the responsibilities or powers of a Governor, but the Association shall have the right to announce that it or any of its Schools is under his patronage in any letters, prospectuses, announcements or other like publications.

ACCOUNTS

- 62. The Board shall cause proper books of account to be kept with respect to:-
 - (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (B) all sales and purchases of goods by the Association; and
 - (C) the assets and liabilities of the Association.

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

- *63. The books of account shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Governors.
- 64. The Board may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books of account of the Association or any of them shall be open to inspection by the members, other than members of the Board, and the members shall have only such rights of inspection as are given to them by the Act or by such resolution as aforesaid.
- *65. At the Annual General Meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance

^{*} As altered by Special Resolution passed 14 July 1987

sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less nevertheless to the provisions of section 240(4) of the Act, be sent to 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 the provisions of the Act.

AUDIT.

- 66. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- *67. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the Board being treated as the Directors mentioned in those sections.

NOTICES

- 68. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
- 69. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
- 70. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

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DISSOLUTION

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

INDEMNITY

*72. Subject to the provisions of the Act but without prejudice to any indemnity to which a Governor may otherwise be entitled, every Governor or other officer or auditor of the Association shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, Association.

As adopted by Special Resolution passed 14 July 1987

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

VIRGINIA OGILVY,

13, St. Leonard's Terrace,

London, S.W.3 Married Woman

LESLEY S. JOWITT,

121 Ashley Gardens, Westminster, S.W.1

Widow

BEE MANSELL,

Legh Manor Cottage, Cuckfield, Sussex.

Barrister.

DONALD J. METHVEN,

Saddlers' Hall, Cheapside,

London, E.C.2. Solicitor.

JOHN C. FLEMING,

Saddlers' Hall, Cheapside,

London, E.C.2 Solicitor.

ALASDAIR K. GORDON,

Saddlers' Hall, Cheapside,

London, E.C.2 Solicitor.

C.L. FAWCETT,

Saddlers' Hall, Cheapside,

London, E.C.2 Solicitor

DATED this 9th day of March 1961

WITNESS to the above Signatures:-

GEOFFREY GILBERT, Saddlers' Hall, Cheapside, London, E.C.2.

Solicitor's Clerk.