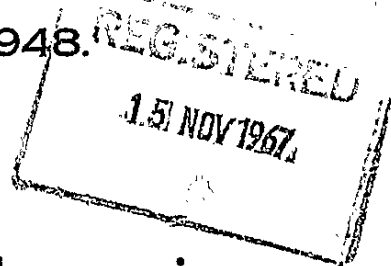


NO. OF COMPANY.....922359

THE COMPANIES ACT, 1948.



**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.....N.S.P.C.C. PENSION SCHEME

LIMITED.

CAT. No. C.R. 41.

C511 35,64(D) L

**JORDAN & SONS,
LIMITED**

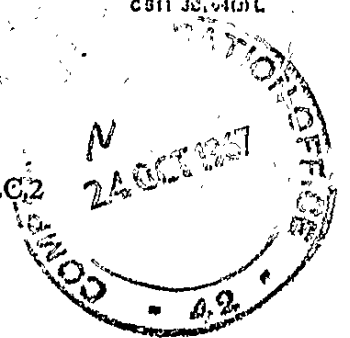
Company Registration Agents, Printers and Publishers
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by

HEMPSONS,

33, HENRIETTA STREET,

STRAIT TOWN W.C.2



I, RICHARD WILLIAM WYKES STEPHENS

of 33 HENRIETTA STREET, STRAND, 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~~];

✓ NGA of N.S.P.C.C. PENSION SCHEME

..... 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 25 Leamington Street

London in the City of

Westminster

the 23rd day of October

One thousand nine hundred and sixty seven

before me,

Noel R. Arnold

A Commissioner for Oaths (b)

R.W. Stephens

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.

This margin to be reserved for binding.

Number of Company:

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

N. S. P. C. C. PENSION SCHEME LIMITED:

Incorporated the day of 1967.

Solicitors:
Hempsons,
33 Henrietta Street,
Strand, London,
W. C. 2.

e-8
106



THE COMPANIES ACT, 1948

REGISTERED
15 NOV 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.
922359/2

MEMORANDUM OF ASSOCIATION
OF



N. S. P. C. C. PENSION SCHEME LIMITED.

1. The name of the Company is "N. S. P. C. C. PENSION SCHEME LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are as follows:-
 - (A) To undertake and carry on the office or offices and duties of trustee, executor, administrator, liquidator, receiver, committee, attorney or nominee of or for any person, company, corporation, association, government, state, municipal or other body, politic or corporate.
 - (B) To act in, perform and carry out all the duties, and to exercise all the powers, authorities, and discretions of or incidental to or arising out of all Trusteeships from time to time held by or vested in the Company.
 - (C) To accept and undertake any appointment whether as Nominee or Trustee either gratuitously or otherwise.
 - (D) To acquire, and hold by way of investment any shares, stocks, debentures, debenture stock, bonds, obligations or securities issued by any company constituted or carrying on business in any part of the world, or issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise in any part of the world.
 - (E) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce the other-

Call 24005 1967

- (F) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and to construct, maintain and alter any buildings necessary or convenient for the purposes of the Company.
- (G) To advance and lend money to any person, firm, company or public authority, either upon the security of assets of any kind or without security and upon such terms as may be arranged.
- (H) To borrow or raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (I) To carry on or undertake any business or operations which, in the opinion of the Company it shall be necessary to carry on or undertake with a view to the advantageous realisation of any security held by the Company, or to making profitable any hereditament held by the Company, and to grant leases and tenancies and accept surrenders of leases and tenancies of any hereditaments for the time being held by the Company.
- (J) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly in another, and generally on such terms as may be determined.
- (K) To provide for the welfare of persons who are or have been Directors, officers or employees of the Company and the wives, widows and families of such persons, by grants of money, pensions or other payments.
- (L) Generally to acquire and hold and to deal with, sell, exchange or otherwise dispose of, manage, develop and turn to account real and personal property of all kinds whatsoever and any interest therein.
- (M) To procure the Company to be registered or recognised in any foreign country or place, and to obtain any provisional order or Act of Parliament or any enactment, decree, or other legislative or executive act of any State, Government, Kingdom, Colony, Province, Dominion, Sovereign Authority

or Public Body, supreme, local, municipal or otherwise, for enabling the Company to carry any of its objects into effect or for effecting any alteration or modification of the Company's constitution.

- (N) To do all or any of the above things in any part of the world, and either as principals, agents, contractors or otherwise, and either alone or in conjunction or in partnership with others, and either by or through trustees, agents, sub-contractors or otherwise.
- (O) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited. ✓

5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company, contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustments of the rights of the contributories among themselves such amount as may be required not exceeding one pound. ✓

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Arthur Morton. 28 Russell Hill, Clerk in Holy
Furley, Orders.
Surrey.

Green. 33 Eastwood Lane Incorporated
South Secretaries.
Comm David William Low. Westcliff-on-Sea,
Essex.

Dated this 23rd day of October, 1967. ✓

Witness to the above Signatures:-

R. W. Stephens.

33 Henrietta Street
Strand London W.C.2
Solicitor.

922359/3

REC

15 NOV 1967

G.D.
101-

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.



ARTICLES OF ASSOCIATION

OF

N. S. P. C. C. PENSION SCHEME LIMITED.

GENERAL.

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

Words	Meanings
The Act	The Companies Act, 1948.
These presents	These Articles of Association and the regulations of the Company from time to time in force.
The Company	The above-named Company.
Office	The registered office of the Company.
Seal	The Common Seal of the Company.
"The Society"	The National Society for the Prevention of Cruelty to Children.

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

2. The number of the members with which the Company proposes to be registered is twenty-five, but subject as hereinafter provided the Directors may from time to time register an increase of members.

3. The Company is a Private Company and accordingly:-

- (a) If at any time the Company shall have a share capital the Directors shall be entitled without assigning any reason to decline to register any transfer thereof.
- (b) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (c) The number of members is limited to Fifty.

MEMBERSHIP.

4. The Society, any member of the Central Executive Committee of the Society, and any officer or employee of the Society shall be qualified to be a member of the Company.

5. Subject as herein provided, the members of the Company shall be (a) the subscribers of the Memorandum of Association (b) the Society and (c) such other persons as shall apply for admission and be admitted as members by the Directors.

6. No person shall be admitted to membership unless and until he shall have signed an application for membership in the following form:-

"N. S. P. C. C. PENSION SCHEME LIMITED"

"I,
"of
"desire to be admitted to membership of the
"Company and request you to enter my name in
"the Register of Members accordingly, subject
"to the Memorandum and Articles of Association
"of the Company."

"DATED this day of ."

7. If any member ceases to be qualified for membership he shall ipso facto cease to be a member of the Company.

8. Any member may at any time withdraw from the Company by 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.

9. Subject as hereinafter mentioned in this Clause, the Directors may at any time by notice in writing served as hereinafter provided require a member (including a Director)

to withdraw from the Company and the person so required to withdraw shall at the expiration of one month from such notice being given cease to be a member, provided always that the Directors shall have no power to require the Society to withdraw from the Company.

10. The rights of members as such shall be personal and shall not be transferable and shall cease upon death.

GENERAL MEETINGS.

11. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and shall specify the Meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

12. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

13. The Directors 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.

NOTICE OF GENERAL MEETINGS.

14. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned to such members of the Company as are, under the provisions of these presents, entitled to receive notices from the Company.

Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed: -

(A) In the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

- (B) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS.

16. 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 accounts and balance sheet, and the reports of the Directors and of the Auditors, the election of Directors 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, the quorum shall be two members personally present.

18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved.

19. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time and from place to place, as the meeting shall determine. 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 any adjournment, or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

20. The Chairman (if any) of the Directors shall preside 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 Company who shall be present to preside.

21. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority

of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least two members present in person and entitled to vote or by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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.

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, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a further or casting vote.

25. 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.

26. Every member shall have one vote.

27. Save as herein expressly provided, no person other than a member duly registered, shall be entitled to be present or to vote on any question either personally or by proxy, or as 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. Except in the case of a corporation, no person shall act as a proxy who is not entitled to be present and vote in his own right. A corporation may vote by its duly authorised representative as provided by section 139 of the Act.

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 (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office at least twenty-four hours before the time appointed for holding the meeting at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. 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 of the principal or revocation of the proxy provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

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

"N. S. P. C. C. PENSION SCHEME LIMITED."

"I
"of
"a member of N. S. P. C. C. PENSION SCHEME
"LIMITED and entitled to vote, hereby
"appoint
"of
"another member of the Company, and failing
"him
"of
"another member of the Company, to vote for me
"and on my behalf at the (Annual or
"Extraordinary as the case may be) General
"Meeting of the Company to be held on the
" day of and at every
"adjournment thereof".

"As Witness my hand this day of 19 "

33. Subject to the provisions of the Act, any resolution in writing, signed by all the members for the time being of the Company, either personally or by any duly authorised agent, shall be as valid and effectual as an Ordinary Resolution passed at a General Meeting of the Company duly convened and held. Such resolution may consist of several documents to the like effect each signed by or by a duly authorised agent of one or more members of the Company.

DIRECTORS.

34. Unless and until otherwise determined by an Ordinary Resolution of the Company the number of the Directors shall not be less than four nor more than ten.

35. The first Directors of the Company shall be:-

Patricia The Dowager Viscountess Hambleden,
Charles Geoffrey Boddington,
Guy Arthur Fownes Edmiston,
The Reverend Arthur Morton and
John David William Low.

36. The Company may from time to time by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or by way of addition to the Board, provided that (a) the total number of Directors shall not exceed the prescribed maximum and (b) at least two of the total number of Directors for the time being shall be employees of the Society.

37. (1) The Society may so long as it shall be a member of the Company at any time and from time to time (a) appoint any person to be a Director of the Company and (b) may remove from office any Director for the time being (whether appointed by the Society or not), Provided Always that at least two of the total number of Directors for the time being after such appointment or removal as the case may be shall be employees of the Society.

(2) Any appointment or removal under the provisions of the preceding sub-clause of this Clause shall be in writing served on the Company and either (a) under the seal of the Society or (b) signed on behalf of the Society by (i) at least four members of the Central Executive Committee of the Society or (ii) at least three members of such Committee and the Director of the Society.

38. No Director shall be entitled to any remuneration for his services.

POWERS AND DUTIES OF DIRECTORS.

39. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in forming and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of these Articles and of the Act and to such regulations (not being inconsistent with the aforesaid provisions) as may be prescribed by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if the regulation had not been made.

40. Each Director shall have power to nominate any person approved for that purpose by a majority of the other Directors

to act as alternate Director in his place during his absence from the United Kingdom and at his discretion to remove such alternate Director; and on such appointment being made the alternate Director shall, save as hereinafter provided, be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director, while acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents other than any duties conferred on such Director as Managing Director.

41. The appointment of an alternate Director shall not be deemed to increase the number of Directors and shall be in the form or to the effect following:-

"N.S.P.C.C. PENSION SCHEME LIMITED."

"I,
"a Director of the above-named Company, in pursuance
"of the power in that behalf contained in the Articles of
"Association of the Company hereby nominate
"
"of , to act as
"alternate Director in my place and to exercise and
"discharge all my duties as a Director of the Company
"during my absence from the United Kingdom".

"As Witness my hand this day of 19 ."

42. If the Director making any such appointment as aforesaid shall cease to be a Director, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.

43. The Directors may at any time or from time to time by power of attorney under the seal of the Company appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors but excluding power to sub-delegate) and for such period and subject to such conditions as the Directors may from time to time think fit.

PROCEEDINGS OF DIRECTORS.

44. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit.

45. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

46. 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.

47. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be three.

48. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

49. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

50. The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that (i) the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles and (ii) at least two of the total number of Directors for the time being after such appointment shall be employees of the Society. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

51. The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

52. A Committee may elect a Chairman of their meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

53. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.

54. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any

of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

55. A resolution determined on without any meeting and evidenced by writing under the hands of all the Directors or their alternate Directors or of all the members of a committee, or of a sole member of a committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such committee.

DISQUALIFICATION OF DIRECTORS.

56. The office of any Director shall be vacated if the Director:-

- (A) becomes insolvent, or
- (B) is found lunatic or becomes of unsound mind, or
- (C) by notice in writing resigns his office, or
- (D) is removed from office under any of the provisions of these Articles.

ROTATION OF DIRECTORS.

57. At the Annual General Meeting in every year all the Directors shall retire from office but shall act as Directors throughout the meeting and shall be eligible for re-election.

58. Subject to any resolution for reducing the number of Directors, the Company may at the meeting at which the Directors retire in manner aforesaid, fill all or any of the vacated offices by electing persons thereto and may without notice in that behalf fill any other vacancy provided that at least two of the total number of Directors for the time being after the exercise of such power by the Company shall be employees of the Society.

59. If at any meeting at which an election of Directors ought to take place the place of any retiring Director is not filled such retiring Director shall if willing to act, be deemed to have been re-elected, unless at such meeting it shall be determined to reduce the number of Directors or a resolution for the re-election of such retiring Director shall have been put to the meeting and not carried.

60. Subject to the provisions of these Articles, the Company may from time to time in General Meeting increase or reduce the number of Directors.

61. The Company may by Ordinary Resolution remove any Director before the expiration of his period of office.

SEAL.

62. The Directors shall provide for the safe custody of the Seal, and every instrument to which the Seal of the Company is affixed shall be signed either by two Directors or by one Director and the Secretary.

SECRETARY.

63. The Secretary shall be appointed by the Directors 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 Sections of 177 and 178 of the Act shall apply and be observed. The Directors 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.

ACCOUNTS.

64. The Directors shall cause proper books of account to be kept with respect to: -

- (A) The assets and liabilities of the Company;
- (B) The sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place; and
- (C) All other transactions carried out by the Company.

65. 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 Directors shall think fit, and shall always be open to the inspection of any Director.

66. The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of members at all reasonable times during business hours.

AUDIT.

67. Once at least in every year the accounts of the Company 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.

68. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act as amended by the Companies Act, 1967.

NOTICES.

69. A notice may be served by the Company 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.

70. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company 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, no member other than a member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

71. 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.

INDEMNITY.

72. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including 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 under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Arthur Torton. 28 Russell Hill, Clerk in
Parley, Holy Orders
Surrey.

Dunson - 23 Rosewood Lane South, Incorporated
Westcliff-on-Sea, Secretary.
Essex.
Gunn David William Low.

Dated this 23rd day of October 1967

Witness to the above Signatures :-

R. W. Stephens
33 Henrietta Street
Strand London. W.C.2
Solicitor.



CERTIFICATE OF INCORPORATION

No. 922359

I hereby certify that

N.S.P.C.C. PENSION SCHEME LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **15TH NOVEMBER, 1967.**

Assistant Registrar of Companies

C.173