



THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15 (2) of the Companies Act 1948 as amended by the Companies Act 1976

For official use

14744881



Please do not write in this binding margin



Please complete legibly, preferably in black type or bold black lettering.
*Delete if inappropriate.

Name of Company

Clayton House (Toc H)	
Crawley Limited	Limited*

I, Edgar Walker Wallace Clerk in Holy Orders
of 18 Goffs Park Road Southgate Crawley
West Sussex

‡Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland "a Solicitor") engaged in the formation of the company, or a person named in the statement delivered under section 21 of the Companies Act 1976 as a director or secretary of the company.

do solemnly and sincerely declare that I am the Secretary named in the statement delivered under Section 21 of the 1976 Act
of Clayton House (Toc H)

Crawley Limited Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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

Crawley in the County of West Sussex

the twenty-first day of October
One thousand nine hundred and seventy-nine
before me Richard Beck

A Commissioner for Oaths A Practising Solicitor
RICHARD BECK

†For Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

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

For official use

General section

Post room

1474488/2

10860

CB a

9-1-80

MEMORANDUM OF ASSOCIATION OF CLAYTON HOUSE (TOC H) CRAWLEY LIMITED

1. The name of the Company is CLAYTON HOUSE (TOC H) CRAWLEY LIMITED, hereinafter called the Company.
2. The registered office of the Company will be situated in England.
3. The Company is established in co-operation with Toc H, and the objects of the Company are:

(A) To advance the Christian Religion: To advance education; To relieve poverty and to relieve suffering among people of all ages and particularly among the following, that is to say:

- (i) Young persons in their formative years attending colleges, schools and other training establishments.
- (ii) Others involved in the affairs of the Community, or working in industry and commerce That they may be encouraged and guided to accept a life style founded upon Christian principles as expressed in the Main Resolution of the Toc H Movement which states as follows:

Main
Resolution

'Remembering with gratitude how God used the Old House to bring home to multitudes of men that behind the ebb and flow of things temporal stand eternal realities, and to send them forth strengthened to fight at all costs for the setting up of His Kingdom upon Earth; we pledge ourselves to strive:

To listen now and always for the voice of God:
To know His will revealed in Christ and to do it fearlessly, reckoning nothing of the world's opinion, or its successes for ourselves or this our family: and towards this end:
To think fairly, to love widely, to witness humbly, to build bravely.'

- (B) In furtherance of, but not further or otherwise, the Company shall have the following powers
 - (i) Provide suitable accommodation and establish within such provided premises and facilities Christian based communities where homeless and needy people may find shelter, moral support and encouragement, and further
 - (ii) Establish good and balanced Christian Leadership within such communities so that among the residents, a number of people suffering from mental disorder and the educationally sub-normal, as well as young persons who are orphaned or homeless may be accepted and find support.
 - (iii) Provide for the needs of the orphaned and those from broken homes and for those who have been in local authority homes and who, attaining the age limit have to find alternative accommodation.

CO/WRP/PG

- (iv) Make provision to house and give encouragement to a number of suitable carefully selected people who, while following their own professions and callings, live and share in the life of the said Communities, giving on a voluntary and part time basis assistance to the full time leadership, thus providing the necessary stability within houses such that residents disturbed, deprived or lacking security, may mature in outlook, and be encouraged to new endeavour towards self-reliance.
- (v) Endeavour to make opportunities for residents to meet and share with the larger local community by providing occasions and means by which they come together for worship, projects, and other activities.
- (vi) Encourage residents to participate in local community activities, especially Toc H, scouting, guiding, youth work and further education and other things of similar nature.
- (vii) Help residents who are unemployed to find suitable employment within the terms of their capabilities or, if unable to do this to encourage them to undertake some suitable training.
- (viii) Arrange group work both within the Community and outside so that a real team spirit and sense of group belonging may be experienced.
- (ix) Provide facilities and opportunities for deepening understanding of the Christian faith and by means of its practice in worship, study, and in other ways demonstrate that fellowship with and service to others brings new meaning, purpose, and satisfactions to life.
- (x) Build an organisation capable of expansion in terms of Christian service and flexible enough to include men and women of all ages who are interested in promoting such service.
- (xi) Purchase, take on lease, receive as gifts or otherwise acquire any land, buildings, real or personal property and rights or privileges which may be thought necessary or convenient for the promotion of the objects herein stated and to erect, alter, reconstruct and maintain such buildings or property as aforesaid and dispose of property of whatever kind in such manner as may be thought fit.
- (xii) Receive donations, subscriptions, legacies and gifts of all kinds for the promotion of these objects, and to apply the same and all profits and income derived therefrom and from any other sources of income for the declared objects, and to apply capital as well as income in forwarding the same.
- (xiii) Employ with or without remuneration such officers, servants and other persons as may be thought necessary for the

carrying out of these objects and to establish and make payments for the provision of pension, superannuation, and other benefits for persons who hold or have held appointments.

- (xiv) Execute and undertake any charitable trusts which may be lawfully undertaken and which may be conducive to these objects.
 - (xv) Borrow and raise money in such manner as shall be thought fit, and in particular by mortgage, debentures or debenture stock charged on any of the property, both present and future.
 - (xvi) Invest money in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
 - (xvii) Establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe, lend or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further these objects.
 - (xviii) Do all such other lawful things as are necessary to the attainment of its objects.
- (C) To carry on such other charitable activities as may be determined from time to time.

Provided always that the Company is established for charitable purposes only and its property and income shall be held and applied for those purposes only and all the objects and powers as set forth in this Clause shall be construed as limited by the foregoing terms of this proviso which shall be treated as over-riding in effect and as governing all the provisions of this Memorandum of Association notwithstanding anything expressed or implied therein to the contrary.

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

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a reasonable rate on money lent or reasonable and proper rent for premises demised or let by any member to the Company.

5. The liability of the Members is limited.
6. Every member of the Company undertakes to contribute to the assets

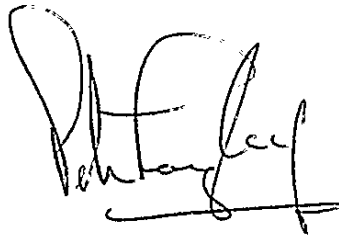
of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment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

7. If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to Toc H, whose Headquarters are at 1 Forest Close, Wendover, Aylesbury, Buckinghamshire and, if Toc H no longer exists, such property as aforesaid to be distributed to such other like charities as shall be designated by the members of the Company.

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

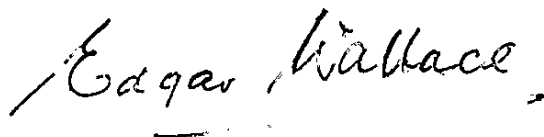
Names, Addresses and Descriptions of Subscribers:

Peter Longley
Lackenhurst
Brooks Green
Horsham, Sussex



Chairman and Company Director

Edgar Wallace
18 Goffs Park Road
Southgate
Crawley, Sussex

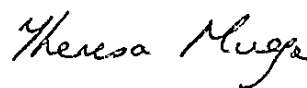


Minister of Religion and Head of Clayton House

Dated this 16th day of November 1979

WITNESS to the above Signatures:

Theresa Muge
Ifield Hall
Charlwood Road
Ifield, Crawley, Sussex



Secretary

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
CLAYTON HOUSE (TOCH)
CRAWLEY LIMITED

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

1474488/3

ARTICLES OF ASSOCIATION
OF
CLAYTON HOUSE (TOCH)
CRAWLEY LIMITED

GENERAL

1. In these Articles: -

"The Act" means the Companies Act, 1948.

"the seal" means the common seal of the Company.

"secretary" means any person appointed to perform the duties of secretary to the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

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

3. The provisions of Section 110 of the Act shall be observed by the Company and every Member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

5. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company and the Directors shall have power to remove members, but such power shall not be exercised except by resolution of a Meeting of the Company at which the member concerned shall have been given a reasonable opportunity to attend and speak on his own behalf.

GENERAL MEETINGS

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

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

8. The Directors may whenever they think fit convene an Extraordinary Meeting and Extraordinary 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.

9. Twenty-one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice 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 Company but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof 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.

10. 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

11. All business shall be deemed special that is transacted at an Extraordinary 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 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.

12. 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 three members personally present shall be a quorum.

13. 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 Chairman shall appoint, 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.

14. The Chairman (if any) of the Directors 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 one of the Directors, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16. 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 a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least one member present in person and unless a poll is 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 Company 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.

17. Subject to the provisions of Article 18, 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.

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

19. 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.

20. 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.

21. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as valid and effectual as if it has been passed at a meeting of the Company duly convened and constituted.

VOTES OF MEMBERS

22. Every member shall have one vote.

DIRECTORS

23. Unless otherwise determined by the Company in General Meeting the numbers of Directors shall not be less than three nor more than ten excluding the founder Padre (who shall be a lifelong member of the directorate) and one Director appointed by the Central Executive Committee and one by the Regional Executive Committee of Toc H.

24. The first Directors shall be the subscribers to the Memorandum of Association.

25. The Directors may from time to time and at any time appoint any member of the Company as a Director, 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.

26. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a Director.

POWERS OF THE DIRECTORS

27. The business of the Company shall be managed by the Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and

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

28. The Directors may act notwithstanding any vacancy in their body; provided always that in case the Directors 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 Directors for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

29. 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 provisions of Sections 177 and 179 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.

THE SEAL

30. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Directors and in the presence of at least one Director and of the Secretary, and the said Director 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 Company such signature shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF DIRECTORS

31. The Office of Director 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 Company.
- (D) If by notice in writing to the Company 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.

Provided always that Section 185 of the Act shall not apply to the Company.

ROTATION OF DIRECTORS

32. (A) At the annual general meeting of the Company in every year one-third of the Directors, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office, excluding those appointed by the Central Executive Committee and the Regional Executive Committee of Toc H.

(B) The Directors to retire in every year shall be those who have been longest in office since their last election, excluding those appointed by the Central Executive Committee and the Regional Executive Committee of Toc H, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(C) A retiring Director shall be eligible for re-election.

(D) The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director 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 Director shall have been put to the meeting and lost.

(E) No person other than a Director retiring at the meeting shall be eligible for election to the office of Director at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend 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 that person of his willingness to be elected.

(F) The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

PROCEEDINGS OF THE DIRECTORS

33. The Directors 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.

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

35. The Directors shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Directors 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 Directors present shall choose one of their number to be Chairman of the meeting.

36. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under

the regulations of the Company for the time being vested in the Directors generally.

37. The Directors may delegate any of their powers to committees consisting of such Director or Directors and other persons as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meeting and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors as aforesaid.

38. All acts bona fide done by any meeting of the Directors or of any committee of the Directors or by any person acting as a Director, 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 Director.

39. The Directors shall cause proper minutes to be made of all appointments of officers made by the Directors and of the proceedings of all meetings of the Company and of the Directors and of committees of the Directors, 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.

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

ACCOUNTS

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

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

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 Company and, to explain its transactions.

42. 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 the members of the Company.

43. 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.

44. At the Annual General Meeting in every year the Directors shall lay before the Company 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 Company) 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 Directors 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 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

45. 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.

PRIVATE COMPANY

46. (a) If any any time or times the Company shall have a share capital, the right to transfer shares shall be restricted in manner hereinafter provided.

(b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this regulation be treated as a single member.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

(d) The Company shall not have power to issue share warrants to bearer.

(e) The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share.

NOTICES

47. 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.

48. 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 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 Company.

49. 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.

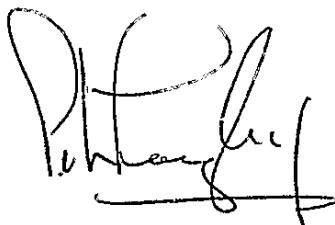
DISSOLUTION

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

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

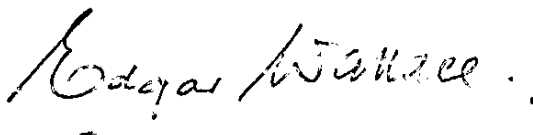
Names, Addresses and Descriptions of Subscribers:

Peter Longley
Lackenhurst
Brooks Green
Horsham, Sussex



Chairman and Company Director

Edgar Wallace
18 Goffs Park Road
Southgate
Crawley, Sussex

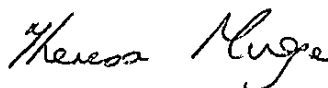


Minister of Religion, and Head of Clayton House

Dated this 16th day of November 1979

WITNESS to the above Signatures:

Theresa Muge
Ifield Hall
Charlwood Road
Ifield, Crawley, Sussex



Secretary

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

M E M O R A N D U M

AND

A R T I C L E S O F A S S O C I A T I O N

O F

C L A Y T O N H O U S E (T O C H)

C R A W L E Y L I M I T E D .

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
CLAYTON HOUSE (TOCH)
CRAWLEY LIMITED

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

1

Statement of first directors and secretary and intended situation of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin



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

*delete if
inappropriate

Company number

1474488/4

Name of Company

Clayton House (Toc H)
Crawley Limited Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

Clayton House 49 Brighton Road
Crawley West Sussex

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below



Oyez Services Limited
Company Division
70/74 City Road
London, EC1Y 2DQ

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement



Presentor's
reference (if any):

For official use
General section

Post room

<p>General section</p>	<p>Post room</p>
------------------------	------------------

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

Name (note 2)	Peter Longley	Business occupation
		Building Contractor
Former name(s) (note 3)		Nationality
Address (note 4)	Lakenhurst Brooks Green	British
	Coolham West Sussex	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
James Longley (Holdings) Limited		
James Longley & Company Limited		
James Longley Enterprises Limited		
W. G. Boyce Limited Mainwall Limited		
Southern Industrial History Centre Limited		
I hereby consent to act as director of the company named on page 1		
Signature	<i>Peter Longley</i>	Date 30-10-79

Important
The particulars to be given are those referred to in section 21(2) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page before completing this part of the form

Name (note 2)	Thomas Steel	Business occupation
		Retired Local Government Officer
Former name(s) (note 3)		Nationality
Address (note 4)	112 Malthouse Road	British
	Southgate Crawley	Date of birth (where applicable) (note 6)
	West Sussex	
Particulars of other directorships (note 5)		
I hereby consent to act as director of the company named on page 1		
Signature	<i>T Steel</i>	Date 30.10.79

Name (note 2)	Edgar Walker Wallace	Business occupation
		Clerk in Holy Orders
Former name(s) (note 3)		Nationality
Address (note 4)	18 Goffs Park Road	British
	Southgate Crawley	Date of birth (where applicable) (note 6)
	Sussex	
Particulars of other directorships (note 5)		
Youth With A Mission Limited		
I hereby consent to act as director of the company named on page 1		
Signature	<i>Edgar Wallace</i>	Date 31.10.79

Please do not
write in this
binding margin



Important

The particulars
to be given are
those referred to
in section 21 (2) (b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	Edgar Walker Wallace
Former name(s) (note 3)	
Address (notes 4 & 7)	18 Goffs Park Road
	Southgate Crawley
	West Sussex
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Edgar Wallace</i> Date 31.10.79

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
Section 21 (3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

†delete as
appropriate

Signature *Edgar Wallace* [Subscriber] [Agent]† Date 31.10.79

Signature *Overy Services Limited* [Subscriber] [Agent]† Date 31/10/79

10.4.1. 300
10.4.1. 300





CERTIFICATE OF INCORPORATION

No. 1474488

I hereby certify that

CLAYTON HOUSE (TOC H) CRAWLEY LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 22ND JANUARY 1980

A handwritten signature in dark ink, appearing to read 'E. A. Vison'.

E. A. VISON

Assistant Registrar of Companies