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# THE COMPANIES ACTS 1948 TO 1980

## Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not write in this binding margin ↓

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

\* Insert full name of company

For official use

□ □ □

Company number

1789716

Name of Company

Instant Muscle \*

I, Stephen Lloyd  
of 81 Carter Lane, London, EC4

do solemnly and sincerely declare that I am † a solicitor  
of the Supreme Court engaged in the formation  
of \* Instant Muscle

† 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 as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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 1 Pilgrim St. London  
EC4

Signature of Declarant

*Stephen Lloyd*

the 22 day of September  
One thousand nine hundred and eighty three

before me [Signature]  
A Commissioner for Oaths / Solicitor

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

Presentor's name, address and reference (if any)

Bates, Wells & Braithwaite,  
81 Carter Lane,  
London, EC4.

AWP.STL.PM.3759

Form F130 (No. 41a)  
© Fourmat Publishing  
25 Bedford Row  
London WC1R 4HE  
December 1980

For official use  
New companies section

Post room

12 JAN 1984



VSC  
1789716  
The Companies Act, 1948 to 1981

ACCEPT UNSTAMPED £50

NC/GM 22762

SIGNED Ernst Stock

DATE 24/1/84

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

INSTANT MUSCLE

1. The name of the Company (hereinafter called "the Trust") is Instant Muscle.

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

3. The objects for which the Trust is established are:-

(1) The promotion of the welfare of young people in the United Kingdom by all practical means and in particular by the promotion and provision of education and training for such persons who by reason of their social and economic circumstances are in need or unable to gain employment.

(2) For the furtherance of the objects set out in the immediately preceding sub-clause and as ancillary thereto, but not further or otherwise to procure the doing of all or any part of the following further things:-

(a) to sell articles manufactured and services developed by the trainees during their education and training by the Trust.

(b) To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may be necessary for any of the purposes of the Trust.

12 JAN 84

(c) To publish books , pamphlets, reports, leaflets, journals, films, tapes and instructional matter and to organise lectures, broadcasts and courses of instructions;

(d) To purchase or otherwise acquire or found and to carry on schools and training centres;

(e) To receive donations, endowments, subscriptions and legacies from persons desiring to promote the objects aforesaid or any of them and to hold funds in trust for the same;

(f) To borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder (whether to beneficiaries or not);

(g) To establish and support or aid in the establishment and support or to amalgamate with any other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects;

(h) To undertake and execute any charitable trusts which may lawfully be undertaken by the Trust and may be necessary to its objects;

(i) To invest the moneys of the Trust not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit in the absolute discretion of the Board for the time being, subject nevertheless to such conditions and such consents as may for the time being be imposed or required by law and subject also as hereinafter provided;

(j) To engage or employ such personnel (whether as employees consultants advisers or however) as may be requisite to the promotion of the objects of the Trust and on such terms as the Board may think fit.

(k) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them;

PROVIDED THAT:

(i) If the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in the manner allowed by law, having regard to such trusts.

(ii) The Trust's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) If the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without any authority, approval or consent as may be required by law, and as regards any such property the Governors of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Governors would have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Governors but as regards any such property they shall be subject jointly and separately to such control or authority as if the Trust were not incorporated.

4. The income and property of the Trust from whatever source derived, shall be applied solely towards the promotion of its 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 or profit to the Members of the Trust (and no Governor shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust ).

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Trust :

(a) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a Governor) for any services rendered to the Trust ;

(b) of interest on money lent by any member of the Trust (or of its Board) at a reasonable and proper rate;

(c) of any reasonable and proper rent for premises demised or let by any member of the Trust (or of its Board);

(d) of fees, remuneration or other benefits in money or money's worth to a company of which a Governor may be a member holding not more than 1/100th part of the capital of the company and

(e) to any Governor of out-of-pocket expenses.

5. The liability of the Members is limited.

6. Every Member of the Trust undertakes to contribute to the assets of the Trust if it is wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Trust contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributaries among themselves such amount as may be required not exceeding £1.

7. If upon the winding-up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members within three months of the members resolution passed initiating the winding-up failing which and if and so far as effect cannot be given to such provision, then to such other charitable object as the Board shall resolve upon.

We the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

*Stephen*  
Stephen Lloyd,  
44 Dartmouth Row,  
Greenwich, SE10.

Solicitor

Sheila Whitfield,  
41a Latimer Road,  
Godalming,  
Surrey.

Solicitor

DATED the 22 day of September 1983

WITNESS to the above Signatures:- *Patricia Martin*

Patricia Martin, 11 Verderers Road, Chigwell, Essex.  
Secretary

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

INSTANT MUSCLE

PRELIMINARY

1789716 / 3

1. Interpretation

In these Articles if not inconsistent with the subject or context the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof

Words

Meanings

the Trust

Instant Muscle

the Statutes

The Companies Acts 1948 to 1981 and every other Act for the time being in force concerning Companies and affecting the Trust.

these Articles

These Articles of Association as originally framed or as from time to time altered by Special Resolution.

the Board

The Board of The Trust

the Governors

Equivalent to the Directors in the Statutes.

the Office

The registered office of the Trust.

the Seal

The Common Seal of the Trust.

The United Kingdom

Great Britain and Northern Ireland, the Channel Islands and the Isle of Man.

12 JAN 1982

Month	Calendar Month.
Secretary	Any person appointed to perform the duties of the Secretary of the Trust.
Persons	Shall include any body of persons, corporate or incorporate.
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

#### MEMBERSHIP

2. The number of Members with which the Trust proposes to be registered is 100 but the Governors may from time to time register an increase in members.
3. The first members of the Trust shall be the subscribers to the Memorandum.
4. As soon as an Instant Muscle Co-operative is registered as an Industrial and Provident Society using Instant Muscle model rules such Co-operative shall be eligible to apply to become a member of the Trust. Subject thereto the Governors shall admit to membership such persons as it shall think fit and the Governors may from time to time by resolution prescribe (and vary) criteria for membership. The Governors need not give reasons for declining to accept any person as a Member.
5. The Governors may also admit to honorary membership such persons and subject to such rights and obligations as it shall resolve upon from time to time. Such honorary members shall not be members for the purposes of these Articles or the Statutes. The Governors may not bestow upon any honorary member the right of voting on any matter.
6. Membership shall not be transferable. A member shall cease to be a member:-
  - (a) if by notice in writing to the Secretary he resigns his membership
  - (b) if any subscription or other sum payable by the member concerned is not paid on the due date and the member has been served with notice in writing informing him of this PROVIDED THAT the Governors may re-admit to membership any person who has ceased to be a member on his paying such amount in respect of arrears of subscription or other sum as the Trust may determine



- (c) if any member becomes bankrupt or makes any arrangement or composition with his creditors generally or goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has a receiver appointed over all or any part of its assets.
- (d) If, at a Meeting of the Governors at which not less than half of the Board are present, a Resolution shall be passed resolving that the member be expelled. A Resolution as aforesaid shall not be passed unless the member has been given not less than fourteen days' notice in writing of the Meeting at which the matter is to be considered specifying the conduct or circumstances alleged as a ground for the expulsion and has been afforded a reasonable opportunity of being heard by or of making written representation to the Governors.
- (e) When any such resolution as is referred to in sub-clause (d) of this clause is passed, then the member shall forthwith cease to be a member but without prejudice to the liability of the member to pay to the Trust any subscription or other sum owed by him.

#### GENERAL MEETINGS

##### 7. First Annual General Meeting

The first Annual General Meeting shall be held at such time not being more than 18 months after the incorporation of the Trust and at such place as the Board may determine.

##### 8. Annual General Meetings

Subject to Article 7 the Trust shall in each year hold an 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 Trust and that of the next.

##### 9. Extraordinary General Meetings

The Governors may whenever they think fit and shall on requisition in accordance with the Statutes convene an extraordinary general meeting.

#### NOTICE OF GENERAL MEETINGS

##### 10. Notices

An annual meeting and any extraordinary general meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least and any other general meeting by fourteen days notice in writing at the least exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given PROVIDED

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

- (a) if a meeting is 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 95% of the total voting rights at that meeting of all the Members.

11. Contents of Notices

Every notice calling a general meeting shall specify the place, the day and the hour of meeting and if other than routine business is to be transacted the general nature of that business and shall be given in manner herein mentioned or in such other manner if any as may be prescribed by the Trust in general meeting to such persons as are under these Articles entitled to receive such notices from the Trust. If any resolution is to be proposed as an Extraordinary Resolution or a Special Resolution the notice shall contain a statement to that effect.

12. Routine Business

Routine business shall mean and include only business transacted at an annual general meeting of the following classes, that is to say

- (a) reading, considering and adopting the balance sheet and income and expenditure account and reports of the Governors and the auditors and other related documents and
- (b) appointing auditors and determining their remuneration and
- (c) matters in connection with membership of the Board and officers of the Trust.

PROCEEDINGS AT GENERAL MEETINGS

13. Quorum

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. The quorum shall be not less than 5% of the total membership. If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Governors may determine.

14. Chairmanship

The Chairman, if any, of the Governors shall preside at every general meeting of the Trust or if there is no such Chairman, or

if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Members present shall elect one of their number to be the chairman of the meeting.

15. Adjournment

The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except where the meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of an original meeting.

16. 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 on the declaration of the result of the show of hands) demanded:-

- (a) By the Chairman; or
- (b) By at least two members present in person or by proxy; or
- (c) By any member or members present in person or by proxy and representing not less than 1/10th of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the Minutes of proceedings of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

17. Except as provided in Article 19 if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
18. In the case of an equality of votes whether or a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
19. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

20. Subject to the provisions of the Statutes a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or if incorporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a meeting of the Trust duly convened and held.

#### VOTES OF MEMBERS

21. Informality

The proceedings of any meeting shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

22. Votes

No member shall have more than one vote.

23. Restriction on Voting

No person shall vote on any matter in which he is personally interested pecuniarily or otherwise or debate on such matter without the permission of the majority of the persons present and voting such permission to be given or withheld without discussion.

24. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that Court and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

25. No member shall be entitled to vote at any general meeting unless all monies presently payable by him by the Trust have been paid.

26. On a poll votes may be given either personally or by proxy.

27. The instrument appointing a proxy shall be in writing and at the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation either under seal or under the hand of any officer or attorney general duly authorised. A proxy need not be a member of the Trust.

28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"Instant Muscle

I/We \_\_\_\_\_ of \_\_\_\_\_ in the County  
of \_\_\_\_\_, being a member/members of the above named Trust  
hereby appoint \_\_\_\_\_ of or failing him  
of \_\_\_\_\_ as my/our proxy to vote for me/us on  
my/our behalf at the (annual or extraordinary, as the case may  
be) general meeting of the Trust to be held on the \_\_\_\_\_ day  
of \_\_\_\_\_ 19 \_\_\_\_\_ and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_."

30. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as the circumstances admit:-

"Instant Muscle

I/We \_\_\_\_\_ of \_\_\_\_\_ in the County  
of \_\_\_\_\_, being a member/members of the above named Trust,  
hereby appoint \_\_\_\_\_ of  
or failing him \_\_\_\_\_ of  
as my/our proxy to vote for me/us on my/our behalf at the (annual  
or extraordinary, as the case may be) general meeting of the  
Trust to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_ and  
at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_.

This form is to be used \*in favour/against  
the resolution. Unless otherwise instructed, the proxy will  
vote as he thinks fit.

\*Strike out whichever is not desired."

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

32. 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 such death, insanity or revocation as aforesaid shall have been received by the Trust at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

33. Corporate Members

Any Corporation which is a member may by authorisation of its Board or other governing body authorise such person as they think fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise as if it were an individual member of the Trust all rights of membership thereat.

## THE BOARD

### 34. Members of the Board

The names of the first directors shall be determined by the subscribers to the Memorandum of Association. Subject thereto the Board may from time to time and at any time appoint any member of the Company as a member of the Board either to fulfil a casual vacancy or by way of addition to the Board provided that the prescribed maximum be not thereby exceeded. All Governors shall be elected by the Company in Annual General Meeting for three years and shall retire at the next Annual General Meeting. All Governors shall be eligible to be re-elected at the Annual General Meeting.

### 35. The Board

The number of the members of the Board shall not be more than 12 nor less than 4.

### 36. Co-opted Governors

- (a) The elected Governors shall have the power of co-option, and termination of any co-option. They may co-opt up to 4 Governors.
- (b) No co-option or termination of any co-option shall be valid unless at least half the Governors shall approve the same either on a Resolution put to the Board to that effect or by subscribing to a written Resolution circulated amongst the elected Governors outside a Board Meeting.
- (c) Co-option shall last up until the next Annual General Meeting.
- (d) It shall be permissible for a co-opted member whose period of co-option has expired or been the subject of earlier termination to be co-opted.
- (e) Subject to the foregoing and to any other express provisions of these Articles co-opted Governors shall otherwise have all powers of elected Governors.

### 37. Vacancies

The Governors may act for all purposes notwithstanding any vacancy in its membership and all proceedings at any meeting of the Governors shall be valid and effectual notwithstanding that it may be afterwards discovered that any member of the Governors has been improperly nominated elected or co-opted or is not otherwise properly qualified.

## PROCEEDINGS OF THE GOVERNORS

### 38. Meetings

The Governors may meet for the dispatch of business adjourn and otherwise regulate its meetings as it may think fit. Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent by post to each

Governor at least seven days (excluding Saturdays Sundays and Bank holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars.

39. Summoning of Meetings

Two Governors may at any time and the Secretary shall upon the request in writing of two Governors summon a meeting of the Board.

40. Quorum

The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall not be less than four Governors.

41. Voting

- (a) All questions shall be decided by the votes of the majority of the Governors present and voting thereon at a meeting of the Board.
- (b) The Governors may nonetheless pass resolutions other than at meetings by the requisite number of Governors subscribing to and signing a written resolution.

42. Minutes

The Board shall cause minutes to be kept of the proceedings at general meetings of the Trust and at meetings of the Board and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes of meetings signed by the Chairman or by a Governor present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof.

43. Chairman

- (a) The Board shall elect the Chairman and a Deputy Chairman from among themselves at the first meeting following each annual general meeting.
- (b) If the elected or appointed Chairman is absent from any meeting of the Board of those present shall elect one from their number to serve in that capacity for that meeting.
- (c) In the case of an equality of votes the Chairman shall have a second casting vote.

44. Committees

- (a) The Board may delegate any of its powers or the implementation of any of its resolutions to any committee.
- (b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number.)

- (c) The composition of any such committee shall be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify.
- (d) The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary for the purpose.
- (e) All delegations under this Article shall be revocable at any time.
- (f) The Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.
- (g) For the avoidance of doubt the Board may delegate all financial matters to any committee or committees and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time whether or not requiring a signature of any Governor.

#### 45. Proceedings of Committees

The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board.

46. All acts done by any meeting of the Board or a committee thereof or by any person acting as a Governor or member of the committee shall as regards all persons dealing in good faith with the Trust notwithstanding that there was some defect in the appointment or continuance in office of any Governor or member of the committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Governor or member of the committee and had been entitled to vote.

### POWERS OF THE BOARD

#### 47. Borrowing Powers

The Board may exercise all the powers of the Trust to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Trust or of any third party in all cases without limit.

#### 48. General Powers

The affairs of the Trust shall be managed by the Board who may pay all expenses incurred in forming and registering the Trust and may exercise all such powers of the Trust as are not by the Statutes or by these Articles required to be exercised by the



Trust in general meeting and without prejudice to the generality of the foregoing may exercise the powers of entering into contracts expending or investing the funds of the Trust and acquiring managing or disposing of real and personal property subject to any regulations prescribed by the Trust in general meeting but no such regulation so made by the Trust shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

49. The Board may from time to time and at any time by power of attorney appoint any company firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Trust for such purposes and with such powers authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers authorities and discretions vested in him.

50. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for monies paid to the Trust, shall be signed drawn accepted endorsed or otherwise executed as the case may be, in such manner as the Board shall from time to time by resolution determine.

51. The Board shall cause Minutes to be made in books provided for the purpose of:-

- (a) All appointments of officers made by the Board
- (b) The names of the Governors present at each Meeting of the Board and of the names of any Committee Members present at each Committee Meeting of the Board and of the names of any Committee Members present at each Committee Meeting
- (c) Of all resolutions and proceedings at all Meetings of the Trust and of the Board and of Committees of the Board and every Governor or Committee Member present at any Meeting of Governors or Committee shall sign his name in a book to be kept for that purpose.

52. The office of a Governor shall be vacated if the Governor:-

- (a) Without the consent of the Trust in general meeting holds any office of profit under the Trust or
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) Becomes prohibited from being a Governor by reason of any order made under the Statutes;
- (d) Becomes of unsound mind; or
- (e) Resigns his office by notice in writing to the Trust or

(f) Ceases to be a Governor by virtue of Section 185 of the Companies Act 1948.

53. The Trust may by ordinary resolution of which special notice has been given in accordance with Section 142 of the Companies Act 1948 remove any Governor before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Trust and such Governor.

54. A resolution in writing signed by all the Governors for the time being entitled to receive notice of a Board Meeting shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

55. Regulations

The Board shall have power from time to time to make repeal or alter regulations as to the management of the Trust and the affairs thereof as to the duties of any officers or servants of the Trust and as to the conduct of business by the Board or any committee and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with the Memorandum or these Articles.

OFFICERS ETC

56. The Board may appoint or engage on such terms (subject to the Memorandum) to discharge such duties as they may think fit Treasurer and Secretary and such other officers and servants as they shall see fit and may dismiss any officer or servant so appointed or engaged.

THE SEAL

57. The Board shall provide for the safe custody of the Seal which shall only be used with the authority of the Board or a committee authorised in that behalf by the Board Every instrument to which the Seal is affixed shall be signed by a Governor and countersigned by the Secretary or a second Governor.

## ACCOUNTS

58. Accounting records sufficient to show and explain the Trust transactions and otherwise complying with the Statutes shall be kept at the Office or such other place within Great Britain as the Governors think fit.
59. The Trust may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Trust may be inspected by the members and subject thereto the books and accounts shall be open to inspection by the members at all reasonable times during the usual business hours.
60. The Board shall lay before the annual general meeting of the Trust in each year an income and expenditure account of the Trust and a balance sheet for the year ending on the previous 31st March. Such account and balance sheet shall be accompanied by a report of the Board as to the state of affairs of the Trust and a report of the auditors and balance sheet shall comply with provisions of the Statutes. A copy of every balance sheet together with copies of the said reports shall, not less than twenty-one clear days before the date of the meeting before which such balance sheet and reports are to be laid, be sent to all persons entitled to receive notices of general meetings of the Trust.

## AUDIT

61. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

## NOTICES

62. A notice may be served upon any member of the Trust either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address for service, if any. In the latter case it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed stamped and posted.
63. If a member has not a registered address for service, any notice shall be sufficiently served on him by posting up in the Office such notice addressed generally to the member. A member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

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

#### INDEMNITY

65. Subject to the provisions of the Statutes and of the Memorandum of Association every Governor, Auditor Secretary or other officer of the Trust shall be entitled to be indemnified by the Trust against all costs charges losses expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

66. Winding up

The provisions of Clauses 6 and 7 of the Memorandum of Association relating to the winding up or dissolution of the Trust shall have effect and be observed as if the same were repeated in these Articles.

67. Any of the provisions hereof may be changed by a Special Resolution for the purposes of obtaining and thereafter maintaining charitable status for the Trust.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

Stephen Lloyd,  
44 Dartmouth Row,  
Greenwich, SE10.

*Stephen*

*Wm*

✓

Solicitor

Sheila Whitfield,  
41a Latimer Road,  
Godalming,  
Surrey.

*S.M. Whitfield*

Solicitor

✓

DATED the 22 day of September 1983

WITNESS to the above Signatures:- *Patricia Martin*

Patricia Martin, 11 Verderers Road, Chigwell, Essex.  
Secretary

✓

G

THE COMPANIES ACTS 1948 TO 1976

Form No. 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

1

Please do not write in  
this binding margin ↓

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

\* delete if  
inappropriate

Company number

1789716/4

Name of company

Instant Muscle

limited \*

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

81 Carter Lane,  
London, EC4.

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



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



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

Bates, Wells & Braithwaite,  
81 Carter Lane,  
London, EC4.

AWP.STL.PM.3759

For official use  
General section

Post room

12 JAN 1984



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)	Stephen Thomas Lloyd	Business occupation	Solicitor
Former name(s) (note 3)		Nationality	British
Address (note 4)	44 Dartmouth Row, Greenwich, SE10	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature <i>Stephen Lloyd</i>		Date 20.9.83	

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

Name (note 2)	Sheila Whitfield	Business occupation	Solicitor
Former name(s) (note 3)		Nationality	British
Address (note 4)	41a <del>Laumer</del> Road, Godalming, Surrey	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature <i>S.M Whitfield</i>		Date 20.9.83.	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

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 and 7)	Stephen Thomas Lloyd	
Former name(s) (note 3)		
Address (notes 4 and 7)	44 Dartmouth Row, Greenwich, SE10	
I hereby consent to act as secretary of the company named on page 1		
Signature	<i>Stephen Lloyd</i>	Date 20.9.83

Name (notes 2 and 7)		
Former name(s) (note 3)		
Address (notes 4 and 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 *Bates Wells* *Director* [Subscriber] [Agent] <sup>6</sup> Date 20.9.83

Signature [Subscriber] [Agent] <sup>6</sup> Date



## THE COMPANIES ACTS 1946 TO 1981

# Declaration on application for the registration of a company exempt from the requirement to use the word "limited."

Pursuant to section 25(4)(a) of the Companies Act 1981

Please do not  
write in this  
binding margin



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

**Note**

This declaration  
should accompany  
the application for  
the registration of  
the company

\*Insert full name  
of company

†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  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of  
the Companies  
Act 1976

For official use

Company number

--	--	--	--

17897165

Name of Company

Instant Muscle

I, Stephen Lloyd  
of 81 Carter Lane, London, EC4

being a a solicitor of the Supreme Court engaged in  
the formation  
of Instant Muscle

do solemnly and sincerely declare that the company is a company to which section 25 of the  
Companies Act 1981 applies

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 1 Pilgrim Street, London EC4

Signature of Declarant

the 22nd day of SeptemberOne thousand nine hundred and eighty three

before me

[Signature]  
A Commissioner for Oaths or Notary Public or Justice of the Peace  
or Solicitor having the powers conferred on a Commissioner  
for Oaths

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

Bates, Wells & Braithwaite,  
81 Carter Lane,  
London, EC4.

AWP.STL.PM.3759

For official use  
New companies section

Post room



# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1789716

I hereby certify that

**INSTANT MUSCLE**

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

7TH FEBRUARY 1984

*M Saunders*

M. SAUNDERS (MRS)

an authorised officer

**A****THE COMPANIES ACTS 1948 TO 1976****Notice of new accounting reference date given during the course of an accounting reference period**

Pursuant to section 3(1) of the Companies Act 1976

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

Name of company

INSTANT MUSCLE

Limited\*

\*delete if inappropriate

**Note**

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Company number

Day

Month

1789716

3

1

1

2

†delete as appropriate

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

Day

Month

Year

3

1

1

2

1

9

8

4

See note 4(c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

†delete as appropriate

The company is a [subsidiary] [holding company]† of \_\_\_\_\_

N/A

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

§delete as appropriate

Signed

*R. P. H. P.*

[Director] [Secretary] §Date 21-11-84

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

COLLTHARDS FRAZER  
& CO.  
17 PARK STREET  
CAMBERLEY  
SURREY  
GU15 3PQ

For official use  
Data punch

General section

Post room



INSTANT MUSCLE LIMITED

Special Resolutions  
(passed at the Annual General Meeting  
on 5th May 1989).

That:

1. Clause 3 (1) of the Memorandum of Association (the objects clause) be amended to read

" To promote the education and training and relieve the need of unemployed persons who through their social and economic circumstances are in need by the provision of training to enable them to acquire professional vocational craft trade industrial commercial and other skills needed for employment or in such other ways as the Board thinks fit".

2. Clause 3 sub-paragraphs 2 (a) to 2 (l) be re-lettered 2 (b) to 2 (m) and a new sub-paragraph 2 (a) be inserted as follows:-

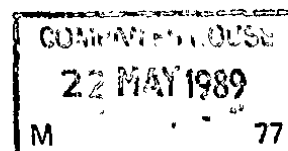
"In assisting persons who have not attained the age of 25 years who are in need of financial assistance and who are preparing for entering upon and engaging in any profession trade or occupation by providing them with loans either at interest or interest free or such other means for their advancement in life as the Board thinks fit."

3. The initial part of Article 4 of the Articles of Association as follows should be deleted.

"As soon as an Instant Muscle Co-operative is registered as an industrial and provident society using Instant Muscle model rules such Co-operative shall be eligible to apply to become a member of the trust. Subject thereto".

4. In Article 25 of the Articles of Association the second "by" be amended to "to".

5. Article 60 of the Articles of Association should be amended to make the accounting year to 31st December.



1789116

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

13

ARTICLES OF ASSOCIATION

of

INSTANT MUSCLE

PRELIMINARY

1. Interpretation

In these Articles if not inconsistent with the subject or context the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof

Words

Meanings

the Trust

Instant Muscle

the Statutes

The Companies Acts 1948 to 1981 and every other Act for the time being in force concerning Companies and affecting the Trust.

these Articles

These Articles of Association as originally framed or as from time to time altered by Special Resolution.

the Board

The Board of The Trust

the Governors

Equivalent to the Directors in the Statutes.

the Office

The registered office of the Trust.

the Seal

The Common Seal of the Trust.

The United Kingdom

Great Britain and Northern Ireland, the Channel Islands and the Isle of Man.

CELESTINE

to be the copy of the

Bates, Wells & Braithwaite

STATES, WELLS & BRAITHWAITE

Ind. 10/2/84

Month	Calendar Month.
Secretary	Any person appointed to perform the duties of the Secretary of the Trust.
Persons	Shall include any body of persons, corporate or incorporate.
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

#### MEMBERSHIP

2. The number of Members with which the Trust proposes to be registered is 100 but the Governors may from time to time register an increase in members.
3. The first members of the Trust shall be the subscribers to the Memorandum.
4. The Governors shall admit to membership such persons as it shall think fit and the Governors may from time to time by resolution prescribe (and vary) criteria for membership. The Governors need not give reasons for declining to accept any person as a member.
5. The Governors may also admit to honorary membership such persons and subject to such rights and obligations as it shall resolve upon from time to time. Such honorary members shall not be members for the purposes of these Articles or the Statutes. The Governors may not bestow upon any honorary member the right of voting on any matter.
6. Membership shall not be transferable. A member shall cease to be a member:-
  - (a) if by notice in writing to the Secretary he resigns his membership
  - (b) if any subscription or other sum payable by the member concerned is not paid on the due date and the member has been served with notice in writing informing him of this PROVIDED THAT the Governors may re-admit to membership any person who has ceased to be a member on his paying such amount in respect of arrears of subscription or other sum as the Trust may determine

- (c) if any member becomes bankrupt or makes any arrangement or composition with his creditors generally or goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has a receiver appointed over all or any part of its assets.
- (d) If, at a Meeting of the Governors at which not less than half of the Board are present, a Resolution shall be passed resolving that the member be expelled. A Resolution as aforesaid shall not be passed unless the member has been given not less than fourteen days' notice in writing of the Meeting at which the matter is to be considered specifying the conduct or circumstances alleged as a ground for the expulsion and has been afforded a reasonable opportunity of being heard by or of making written representation to the Governors.
- (e) When any such resolution as is referred to in sub-clause (d) of this clause is passed, then the member shall forthwith cease to be a member but without prejudice to the liability of the member to pay to the Trust any subscription or other sum owed by him.

#### GENERAL MEETINGS

##### 7. First Annual General Meeting

The first Annual General Meeting shall be held at such time not being more than 18 months after the incorporation of the Trust and at such place as the Board may determine.

##### 8. Annual General Meetings

Subject to Article 7 the Trust shall in each year hold an 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 Trust and that of the next.

##### 9. Extraordinary General Meetings

The Governors may whenever they think fit and shall on requisition in accordance with the Statutes convene an extraordinary general meeting.

#### NOTICE OF GENERAL MEETINGS

##### 10. Notices

An annual meeting and any extraordinary general meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least and any other general meeting by fourteen days notice in writing at the least exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given PROVIDED

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

- (a) if a meeting is 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 95% of the total voting rights at that meeting of all the Members.

11. Contents of Notices

Every notice calling a general meeting shall specify the place, the day and the hour of meeting and if other than routine business is to be transacted the general nature of that business and shall be given in manner herein mentioned or in such other manner if any as may be prescribed by the Trust in general meeting to such persons as are under these Articles entitled to receive such notices from the Trust. If any resolution is to be proposed as an Extraordinary Resolution or a Special Resolution the notice shall contain a statement to that effect.

12. Routine Business

Routine business shall mean and include only business transacted at an annual general meeting of the following classes, that is to say

- (a) reading, considering and adopting the balance sheet and income and expenditure account and reports of the Governors and the auditors and other related documents and
- (b) appointing auditors and determining their remuneration and
- (c) matters in connection with membership of the Board and officers of the Trust.

PROCEEDINGS AT GENERAL MEETINGS

13. Quorum

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. The quorum shall be not less than 5% of the total membership. If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Governors may determine.

14. Chairmanship

The Chairman, if any, of the Governors shall preside at every general meeting of the Trust or if there is no such Chairman, or



if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Members present shall elect one of their number to be the chairman of the meeting.

15. Adjournment

The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except where the meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of an original meeting.

16. 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 on the declaration of the result of the show of hands) demanded:-

- (a) By the Chairman; or
- (b) By at least two members present in person or by proxy; or
- (c) By any member or members present in person or by proxy and representing not less than 1/10th of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the Minutes of proceedings of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

17. Except as provided in Article 19 if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
18. In the case of an equality of votes whether or a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
19. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

20. Subject to the provisions of the Statutes a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or if incorporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a meeting of the Trust duly convened and held.

#### VOTES OF MEMBERS

##### 21. Informality

The proceedings of any meeting shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

##### 22. Votes

No member shall have more than one vote.

##### 23. Restriction on Voting

No person shall vote on any matter in which he is personally interested pecuniarily or otherwise or debate on such matter without the permission of the majority of the persons present and voting such permission to be given or withheld without discussion.

24. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that Court and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

25. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Trust have been paid.

26. On a poll votes may be given either personally or by proxy.

27. The instrument appointing a proxy shall be in writing and at the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation either under seal or under the hand of any officer or attorney general duly authorised. A proxy need not be a member of the Trust.

28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"Instant Muscle

I/We \_\_\_\_\_ of \_\_\_\_\_ in the County  
of \_\_\_\_\_, being a member/members of the above named Trust  
hereby appoint \_\_\_\_\_ of or failing him  
of \_\_\_\_\_ as my/our proxy to vote for me/us on  
my/our behalf at the (annual or extraordinary, as the case may  
be) general meeting of the Trust to be held on the \_\_\_\_\_ day  
of \_\_\_\_\_ 19 \_\_\_\_\_ and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_."

30. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as the circumstances admit:-

"Instant Muscle

I/We \_\_\_\_\_ of \_\_\_\_\_ in the County  
of \_\_\_\_\_, being a member/members of the above named Trust,  
hereby appoint \_\_\_\_\_ of  
or failing him \_\_\_\_\_ of  
as my/our proxy to vote for me/us on my/our behalf at the (annual  
or extraordinary, as the case may be) general meeting of the  
Trust to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_ and  
at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_.

This form is to be used \*in favour/against  
the resolution. Unless otherwise instructed, the proxy will  
vote as he thinks fit.

\*Strike out whichever is not desired."

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. 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 such death, insanity or revocation as aforesaid shall have been received by the Trust at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

33. Corporate Members

Any Corporation which is a member may by authorisation of its Board or other governing body authorise such person as they think fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise as if it were an individual member of the Trust all rights of membership thereat.

## THE BOARD

### 34. Members of the Board

The names of the first directors shall be determined by the subscribers to the Memorandum of Association. Subject thereto the Board may from time to time and at any time appoint any member of the Company as a member of the Board either to fulfil a casual vacancy or by way of addition to the Board provided that the prescribed maximum be not thereby exceeded. All Governors shall be elected by the Company in Annual General Meeting for three years and shall retire at the next Annual General Meeting. All Governors shall be eligible to be re-elected at the Annual General Meeting.

### 35. The Board

The number of the members of the Board shall not be more than 12 nor less than 5.

### 36. Co-opted Governors

- (a) The elected Governors shall have the power of co-option, and termination of any co-option. They may co-opt up to 4 Governors.
- (b) No co-option or termination of any co-option shall be valid unless at least half the Governors shall approve the same either on a Resolution put to the Board to that effect or by subscribing to a written Resolution circulated amongst the elected Governors outside a Board Meeting.
- (c) Co-option shall last up until the next Annual General Meeting.
- (d) It shall be permissible for a co-opted member whose period of co-option has expired or been the subject of earlier termination to be co-opted.
- (e) Subject to the foregoing and to any other express provisions of these Articles co-opted Governors shall otherwise have all powers of elected Governors.

### 37. Vacancies

The Governors may act for all purposes notwithstanding any vacancy in its membership and all proceedings at any meeting of the Governors shall be valid and effectual notwithstanding that it may be afterwards discovered that any member of the Governors has been improperly nominated elected or co-opted or is not otherwise properly qualified.

## PROCEEDINGS OF THE GOVERNORS

### 38. Meetings

The Governors may meet for the dispatch of business adjourn and otherwise regulate its meetings as it may think fit. Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent by post to each

3. Governor at least seven days (excluding Saturdays Sundays and Bank holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars.

39. Summoning of Meetings

Two Governors may at any time and the Secretary shall upon the request in writing of two Governors summon a meeting of the Board.

40. Quorum

The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall not be less than four Governors.

41. Voting

- (a) All questions shall be decided by the votes of the majority of the Governors present and voting thereon at a meeting of the Board.
- (b) The Governors may nonetheless pass resolutions other than at meetings by the requisite number of Governors subscribing to and signing a written resolution.

42. Minutes

The Board shall cause minutes to be kept of the proceedings at general meetings of the Trust and at meetings of the Board and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes of meetings signed by the Chairman or by a Governor present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof.

43. Chairman

- (a) The Board shall elect the Chairman and a Deputy Chairman from among themselves at the first meeting following each annual general meeting.
- (b) If the elected or appointed Chairman is absent from any meeting of the Board of those present shall elect one from their number to serve in that capacity for that meeting.
- (c) In the case of an equality of votes the Chairman shall have a second casting vote.

44. Committees

- (a) The Board may delegate any of its powers or the implementation of any of its resolutions to any committee.
- (b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number.)

- (c) The composition of any such committee shall be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify.
- (d) The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary for the purpose.
- (e) All delegations under this Article shall be revocable at any time.
- (f) The Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.
- (g) For the avoidance of doubt the Board may delegate within a budget predetermined by the Board to any committee or committees and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time whether or not requiring a signature of any Governor.

#### 45. Proceedings of Committees

The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board.

46. All acts done by any meeting of the Board or a committee thereof or by any person acting as a Governor or member of the committee shall as regards all persons dealing in good faith with the Trust notwithstanding that there was some defect in the appointment or continuance in office of any Governor or member of the committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Governor or member of the committee and had been entitled to vote.

### POWERS OF THE BOARD

#### 47. Borrowing Powers

The Board may exercise all the powers of the Trust to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Trust or of any third party in all cases without limit.

#### 48. General Powers

The affairs of the Trust shall be managed by the Board who may pay all expenses incurred in forming and registering the Trust and may exercise all such powers of the Trust as are not by the Statutes or by these Articles required to be exercised by the

Trust in general meeting and without prejudice to the generality of the foregoing may exercise the powers of entering into contracts expending or investing the funds of the Trust and acquiring managing or disposing of real and personal property subject to any regulations prescribed by the Trust in general meeting but no such regulation so made by the Trust shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

49. The Board may from time to time and at any time by power of attorney appoint any company firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Trust for such purposes and with such powers authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers authorities and discretions vested in him.

50. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for monies paid to the Trust, shall be signed drawn accepted endorsed or otherwise executed as the case may be, in such manner as the Board shall from time to time by resolution determine.

51. The Board shall cause Minutes to be made in books provided for the purpose of:-

- (a) All appointments of officers made by the Board
- (b) The names of the Governors present at each Meeting of the Board and of the names of any Committee Members present at each Committee Meeting of the Board and of the names of any Committee Members present at each Committee Meeting
- (c) Of all resolutions and proceedings at all Meetings of the Trust and of the Board and of Committees of the Board and every Governor or Committee Member present at any Meeting of Governors or Committee shall sign his name in a book to be kept for that purpose.

52. The office of a Governor shall be vacated if the Governor:-

- (a) Without the consent of the Trust in general meeting holds any office of profit under the Trust or
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) Becomes prohibited from being a Governor by reason of any order made under the Statutes;
- (d) Becomes of unsound mind; or
- (e) Resigns his office by notice in writing to the Trust or

(f) Ceases to be a Governor by virtue of Section 185 of the Companies Act 1948.

53. The Trust may by ordinary resolution of which special notice has been given in accordance with Section 142 of the Companies Act 1948 remove any Governor before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Trust and such Governor.
54. A resolution in writing signed by all the Governors for the time being entitled to receive notice of a Board Meeting shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
55. Regulations

The Board shall have power from time to time to make repeal or alter regulations as to the management of the Trust and the affairs thereof as to the duties of any officers or servants of the Trust and as to the conduct of business by the Board or any committee and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with the Memorandum or these Articles.

#### OFFICERS ETC

56. The Board may appoint or engage on such terms (subject to the Memorandum) to discharge such duties as they may think fit Treasurer and Secretary and such other officers and servants as they shall see fit and may dismiss any officer or servant so appointed or engaged.

#### THE SEAL

57. The Board shall provide for the safe custody of the Seal which shall only be used with the authority of the Board or a committee authorised in that behalf by the Board. Every instrument to which the Seal is affixed shall be signed by a Governor and countersigned by the Secretary or a second Governor.



## ACCOUNTS

58. Accounting records sufficient to show and explain the Trust transactions and otherwise complying with the Statutes shall be kept at the Office or such other place within Great Britain as the Governors think fit.
59. The Trust may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Trust may be inspected by the members and subject thereto the books and accounts shall be open to inspection by the members at all reasonable times during the usual business hours.
60. The Board shall lay before the annual general meeting of the Trust in each year an income and expenditure account of the Trust and a balance sheet for the year ending on the previous 31st December. Such account and balance sheet shall be accompanied by a report of the board as to the state of affairs of the Trust and a report of the auditors and balance sheet shall comply with provisions of the Statutes. A copy of every balance sheet together with copies of the said reports shall, not less than twenty-one clear days before the date of the meeting before which such balance sheet and reports are to be laid, be sent to all persons entitled to receive notices of general meetings of the Trust.

## AUDIT

61. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

## NOTICES

62. A notice may be served upon any member of the Trust either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address for service, if any. In the latter case it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed stamped and posted.
63. If a member has not a registered address for service, any notice shall be sufficiently served on him by posting up in the Office such notice addressed generally to the member. A member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

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

#### INDEMNITY

65. Subject to the provisions of the Statutes and of the Memorandum of Association every Governor, Auditor Secretary or other officer of the Trust shall be entitled to be indemnified by the Trust against all costs charges losses expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
66. Winding up
- The provisions of Clauses 6 and 7 of the Memorandum of Association relating to the winding up or dissolution of the Trust shall have effect and be observed as if the same were repeated in these Articles.
67. Any of the provisions hereof may be changed by a Special Resolution for the purposes of obtaining and thereafter maintaining charitable status for the Trust.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Stephen Lloyd,  
44 Dartmouth Row,  
Greenwich, SE10.

*Stephen Lloyd*

Solicitor

Sheila Whitfield,  
41a Latimer Road,  
Godalming,  
Surrey.

*S.M. Whitfield*

Solicitor

DATED the 23 day of September 1983

WITNESS to the above Signatures:- *Patricia Martin*

Patricia Martin, 11 Verderers Road, Chigwell, Essex.  
Secretary

1789716

The Companies Act, 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION

OF

INSTANT MUSCLE TRUST

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1. The name of the Company (hereinafter called "The Trust") is Instant Muscle Limited.
2. The registered office of the Trust will be situate in England.
3. The objects for which the Trust is established are:-

(1) To promote the education and training and relieve the need of unemployed persons who through their social and economic circumstances are in need by the provision of training to enable them to acquire professional vocational craft trade industrial commercial and other skills needed for employment or in such other ways as the Board thinks fit.

(2) For the furtherance of the objects set out in the immediately preceding sub-clause and as ancillary thereto, but without prejudice to the generality thereof to do (if thought fit) or procure the doing of all or any of the following further things:-

- (a) In assisting persons who have not attained the age of 25 years who are in need of financial assistance and who are preparing for entering upon and engaging in any profession trade or occupation by providing them with loans either at interest or interest free or such other means for their advancement in life as the Board thinks fit.
- (b) To sell articles manufactured and services developed by the trainees during their education and training by the Trust;
- (c) To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may be necessary for any of the purposes of the Trust;
- (d) To publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter and to organise lectures, broadcasts and courses of instructions;

COMPANIES HOUSE  
27 MAY 1989  
M

- (e) To purchase or otherwise acquire or found and to carry on schools and training centres;
- (f) To receive donations, endowments, subscriptions and legacies from persons desiring to promote the objects aforesaid or any of them and to hold funds in trust for the same;
- (g) To borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder (whether to beneficiaries or not);
- (h) To establish and support or aid in the establishment and support or to amalgamate with any other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects;
- (i) To undertake and execute any charitable trusts which may lawfully be undertaken by the Trust and may be necessary to objects;
- (j) To invest the moneys of the Trust not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit in the absolute discretion of the Board for the time being, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (k) To engage or employ such personnel (whether as employees consultants advisers or however) as may be requisite to the promotion of the objects of the Trust and on such terms as the Board may think fit;
- (l) To provide or procure the provision of counselling and guidance in furtherance of the said objects or any of them;
- (m) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them;

PROVIDED THAT:

- (i) If the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in the manner allowed by law, having regard to such trusts.
- (ii) The Trust objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

(iii) If the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without any authority, approval or consent as may be required by law, and as regards any such property the Governors of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Governors would have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Governors but as regards any such property they shall be subject jointly and separately to such control or authority as if the Trust were not incorporated.

4. The income and property of the Trust from whatever source derived, shall be applied solely towards the promotion of its 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 Members of the Trust (and no Governor shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust)

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Trust.

(a) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a Governor) for any services rendered to the Trust;

(b) of interest on money lent by any member of the Trust (or of its Board) at a rate per annum not exceeding 2% less than the base rate prescribed for the time being by the Trust's bankers or 3% whichever is the greater.

(c) of any reasonable and proper rent for premises demised or let by any member of the Trust (or of its Board);

(d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of the company and

(e) to any member of its Board of out-of-pocket expenses.

5. The liability of the members is limited.

6. Every Member of the Trust undertakes to contribute to the assets of the Trust if it is wound up during the time that he is a member, or within one year afterwards, for the payment of the debts and liabilities of the Trust contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributaries among themselves such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the trust 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 Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members within three months of the members resolution passed initiating the winding-up failing which and if and so far as effect cannot be given to such provision, then to such other charitable object as the Board shall resolve upon.

**G**

COMPANIES FORM No. 225(1)

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**Please do not  
write in this  
margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

1759716

Name of company

INSTANT MUSCLE LIMITED (BY GUARANTEE)

Insert full name  
of company**Note**  
Please read notes  
1 to 4 overleaf  
before completing  
this form

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

Day Month

31 03

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

Day Month Year

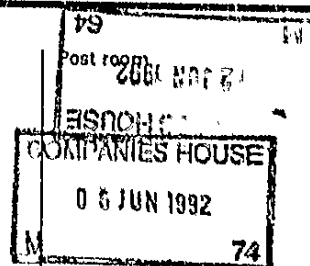
31 03 1993

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

The company is a [subsidiary] [holding company]† of see forms 225 attached as subsidiary to be in line with above dates

\_\_\_\_\_, company number \_\_\_\_\_

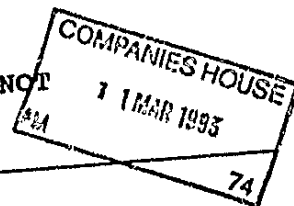
the accounting reference date of which is \_\_\_\_\_

Signed [Signature][Director] [Secretary]† Date 3/6/92Presenter's name address and  
reference (if any):HENRI MACHIN  
1 RIMSTONE HOUSE  
104 NORTH END ROAD  
LONDON E14 7ESFor official Use  
General Section



1789716  
The Companies Act, 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL.



MEMORANDUM OF ASSOCIATION  
OF  
INSTANT MUSCLE LIMITED

1. The name of the Company (hereinafter called "The Trust") is Instant Muscle Limited.
2. The registered office of the Trust will be situated in England.
3. The objects of the Trust shall be:-
  - 1) To assist persons who through their social and economic circumstances are in need and subject thereto others who wish to further their education by the provision of training to enable them to acquire professional vocational craft trade industrial commercial or other skills and of work experience with a view to establishing them in employment
  - 2) For the furtherance of the objects set out in the immediately preceding sub-clause and as ancillary thereto, but without prejudice to the generality thereof of to do (if thought fit) or procure the doing of all or any of the following further things:-
    - a) To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may be necessary for any of the purposes of the Trust;
    - b) To publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter and to organise lectures, broadcasts and courses of instructions;
    - c) To sell articles manufactured and services developed by the trainees during their education and training by the Trust:

- 3) If the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without any authority, approval or consent as may be required by law, and as regards any such property the Governors of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Governors would have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Governors but as regards any such property they shall be subject jointly and separately to such control or authority as if the Trust were not incorporated.