



Please do not
write in this
binding margin



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

*Insert full
name of company

THE COMPANIES ACTS 1948 TO 1981

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

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

41a

For official use

Company number

[] [] [] [] [] [] [] [] [] []

1797726//

Name of company

SUSTRANS LIMITED

I, Julia Mary Murray
of 30 Queen Charlotte Street, Bristol BS99 7QQ

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court
engaged in the formation of Sustrans Limited

of

†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 1981
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 50 Queen Charlotte Street, Bristol

Signature of Declarant

the 16th day of February

One thousand nine hundred and eighty-four

before me John James

A Commissioner for Oaths or 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):

Osborne Clakre
30 Queen Charlotte Street,
Bristol BS99 7QQ

(20/58/38971)

For official use

New companies section

Post room



17.2.84

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

SUSTRANS LIMITED



1797726/2



1. The name of the Company ("the Company") is "SUSTRANS LIMITED".
2. The Registered office of the Company will be situated in England.
3. The objects of the Company shall be as follows:-

To promote and encourage for the public benefit the development in the community of and the provision of safe routes, paths and facilities for cycling, walking and other forms of low energy transport and to undertake and carry on projects and activities of a charitable nature which will assist in promoting healthful recreation, the protection of the environment and the conservation of energy resources, and the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (a) to purchase, construct, develop, establish and equip and to promote and encourage the retention and preservation of and to repair, renovate, restore, rebuild and generally to maintain safe routes and paths for cycling, walking, and other forms of low energy transport;
- (b) to acquire in any manner or construct, establish, alter, maintain, furnish and equip land, buildings and other accommodation in furtherance of the objects or purposes of the Company including accommodation for offices, information centres, libraries, lectures, storage and all other ancillary purposes in furtherance of the objects or purposes of the Company;
- (c) to carry on, encourage and support research into ecology, botany, methods of conservation of energy and protection of the environment and the publication of the results of such research;
- (d) to arrange and provide by means of lectures, courses of study, exhibition, and all other methods, education, training and instruction in matters coming within the objects or purposes of the Company;
- (e) to establish, equip and maintain a library relating to the aims and objects of the Company;
- (f) to undertake and execute any charitable trusts;
- (g) to act as a holding company;
- (h) to enlist the co-operation and support of and to enter into any arrangements with educational authorities, new town development corporations, charitable organisations, national authorities, local

authorities, persons or associations interested in the aims and objects of the Company;

- (i) to act as necessary in furtherance of the objects of the Company, as printers, copyists, engravers, publishers, journal and magazine proprietors, librarians, booksellers, distributors and stationers provided always that the Company shall not undertake any permanent trading;
- (j) to purchase, take on lease or in exchange, hire or otherwise acquire and to hold, sell, lease or otherwise dispose of any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the Company;
- (k) to employ officers, servants and employees (not being members of the Executive Board or other governing body of the Company) of all sorts; and to remunerate them and to make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees of the Company and their widows, children and other dependants;
- (l) to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit;
- (m) to invest the moneys of the Company not immediately required for its purposes in or upon such shares, investments, securities or property as may be thought fit;
- (n) to accept grants, donations, gifts, loans, subscriptions and other assistance in furtherance of the objects of the Company and to conform to any proper conditions upon which the same may be made;
- (o) to make planning applications, applications for consent under bye-laws or building regulations and other like applications;
- (p) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money or make grants or loans for charitable purposes in any way connected with the purposes of the Company calculated to further its objects;
- (q) to do all such other things as will further the attainment of the above objects or any of them;

Provided that the Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

Provided also that in the case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Executive Board or other governing body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, omissions, neglects and defaults and for the due administration of such property in the same manner and to the same extent as such Executive Board or other governing body would have been if no incorporation had been effected and the incorporation of the Company shall

not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Executive Board or other governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated. In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion and furtherance of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly 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 or the payment of pensions to any officer or servant of the Company or to any member of the Company (not being a member of the Executive Board or other governing body of the Company) in return for any services actually rendered to the Company nor prevent the payment of interest on money lent at a rate not exceeding two per cent less than the minimum lending rate prescribed by the Bank of England, or 3 per cent whichever is the greater when the loan is made or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Executive Board or other governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board or other governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of such Board or governing body may be a member or in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. 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 contributions among themselves such amount as may be required not exceeding the sum of One Pound. ✓

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 some other charitable institution or institutions having objects similar to the objects of the Company 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 Company under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if so far as effect cannot be given to such provision then to some other charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place of all sales and purchases of goods by the Company and of the property, credits and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the 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.

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

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

John Rowland Grimshaw
John Rowland Grimshaw
6 Windsor Terrace
Bristol 8
Consultant Engineer

George Platts
George Platts
93 Crownwell Road
Bristol 6
Social Worker.

DATED 11 February 1984

WITNESS to the above:-

Chris Hutt
6 Victoria Sq. BS8 4EU

Cycle Campaigner.

THE COMPANIES ACTS 1948 to 1981COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITALARTICLES OF ASSOCIATIONofSUSTRANS LIMITEDINTERPRETATION

1. In these articles:-

"the Act" means the Companies Act 1948;

"the Company" means Sustrans Limited;

"the Executive Board" means the Executive Board for the time being of the Company;

"the Seal" means the Common Seal of the Company;

"the Secretary" means any person appointed to perform the duties of the Secretary of the Company;

"the United Kingdom" means Great Britain and Northern Ireland.

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

Words importing the masculine gender shall include the feminine gender.

Subject as aforesaid any words or expressions contained in these Articles shall bear the same meaning as in the Act or in any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

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

3. The subscribers to the Memorandum of Association and such other persons as the Executive Board shall admit to membership in accordance with the provisions herein contained shall be members of the Company.

4. Any person shall be eligible to become a member of the Company but no person shall be admitted a member of the Company in any case unless first approved and resolved to be admitted a member by the Executive Board and the Executive Board shall have full discretion whether or not to admit any person to membership of the Company.



5. 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.

6. Every person (other than a proposed honorary member) desirous of becoming a member of the Company must sign and deliver to the Company an application for membership in the form following, namely:-

"To
I/We
of
desire to become a member of the Company and request you to enter my/our name in the Register of Members accordingly, subject to the Memorandum and Articles of Association".

7. When the Executive Board shall have resolved to admit any applicant to membership the Secretary of the Company shall forthwith send such applicant at the address of such member given on his application for membership, notice in writing of his admission to membership.

8. The privileges of a member shall not be transferable and every member shall cease to be a member on the happening of any of the events following, namely:-

- (a) If, being an individual, he shall die or become of unsound mind or if, being a company or other statutory body, a resolution be passed or order made for its winding up or dissolution.
- (b) If he serve upon the Company three months' notice in writing of his intention to resign his membership, in which event he shall cease to be member at the expiration of three months from the date of service of such notice upon the Company.
- (c) If any annuai, quarterly or other subscription payable by him as a member is unpaid for three months and the Executive Board resolve that by reason of such non-payment he shall cease to be a Member.
- (d) If his membership be terminated in accordance with the next following sub-clause of this Article.
- (e) If (during any period in which no subscription is payable by members) any member shall in a consecutive period of at least three calendar years not have attended in person any General Meeting of the Company and not have caused to be deposited pursuant to Article 30 a proxy for any such meeting or if during such consecutive period the registered address of a member shall be out of date (of which fact it shall be sufficient evidence that a letter sent to such address in the first of such three years has been returned through the post and that no subsequent information showing the address not to have been out of date, has been received by the Company) the Executive Board may at any time within the fourth calendar year cause to be posted to such member at his registered address a notice stating that if he shall not within one month after the date on which such notice was posted inform the Company in writing that he wishes to remain a member thereof, his name will be struck off the list of members. And if, at the expiry of such notice he shall not so have informed the Company, the Executive Board may (whether or not the notice sent to him has been returned through the post) at any time before the end

of such fourth calendar year, declare that he has ceased to be a member; and on such declaration he shall so cease and the Register of Members shall be altered accordingly.

GENERAL MEETINGS

9. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the Notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Executive Board shall appoint.

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

11. The Executive Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or in default, may be convened by such requisitionists as provided by Section 132 of the Act.

NOTICE OF GENERAL MEETINGS

12. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution, shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under Article 67 entitled to receive such notice from the Company. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Executive Board and auditors, the election of members of the Executive Board in the place of those retiring

and the appointment of, and the fixing of the remuneration of, the auditors.

15. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, four members present in person shall be a quorum.

16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Executive Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the member or members present shall be a quorum.

17. The Chairman of the Executive Board shall preside as Chairman at every General Meeting of the Company, 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 of the Executive Board present shall elect one of their number to be Chairman of the meeting.

18. If at any meeting no member of the Executive Board is willing to act as Chairman or if no member of the Executive Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be the Chairman of the meeting.

19. The Chairman may, with the consent of the 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. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the Chairman; or

(b) by at least 3 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 one-tenth 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, together with an entry to that effect in the book containing the Minutes of proceedings 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 such Resolution. The demand for a poll may be withdrawn.

21. Except as provided in Article 23, 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 was demanded.

22. In the case of a equality of votes, whether on 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.

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

24. 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 to attend and vote at General Meetings (or being Corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member shall have one vote.

26. No member shall be entitled to vote on any question either in person or by proxy unless he shall be duly registered and shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership.

27. On a poll votes may be given either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A Corporation may vote by its duly authorised representative as provided by Section 139 of the Act.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a Corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member.

29. A member in respect of whom a receiver has been appointed under the provisions of the Mental Health Act 1959 may vote, whether on a show of hands or by poll, by his receiver, and any such receiver may on a poll vote by proxy.

30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company 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.

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

SUSTRANS LIMITED

I/We

of

a member of SUSTRANS LIMITED hereby appoint

of

and failing him

of

to vote for me and on my behalf at the (Annual or Extraordinary or Adjourned as the case may be) General Meeting of the Company to be held on the day of and at every adjournment thereof

As witness my hand this day of 19

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

33. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental illness 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, mental illness or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

34. Any Corporation which is a member of the Company may by resolution of its Board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual member of the Company.

CHAIRMAN

35. (A) There shall be a Chairman of the Company who shall be an ex-officio member of the Executive Board. He shall, when present, take the Chair at meetings of the Executive Board and at General Meetings of the Company.
- (B) The Chairman shall be appointed by the Company in General Meeting. If there is a casual vacancy in the office of Chairman, a Chairman may be appointed at an Extraordinary General Meeting of the Company, but otherwise the appointment shall be made at an Annual General Meeting. A Chairman, unless he resigns the Chairmanship or becomes disqualified under Article 49, shall hold office until the end of the Annual General Meeting in the calendar year next after the year in which he was appointed. If the meeting at which the Chairman retires from office does not elect another person to be Chairman, the retiring Chairman, if willing to act, shall continue in office until the end of the Annual General Meeting in the next following year.

36. If at any time there is no Chairman, the Executive Board may appoint a member of their body to be temporary Chairman. The temporary Chairman shall hold office only until the end of the next Annual General Meeting, or if an earlier Extraordinary General Meeting shall be convened to appoint a new Chairman until the end of that earlier meeting. While holding office the temporary Chairman shall have all the powers of a Chairman and shall be included in any reference in these Articles to "the Chairman".

SECRETARY

37. There shall be a Secretary of the Company who shall be appointed and may be removed by the Executive Board.

38. A provision of these Articles requiring or authorising a thing to be done by a member of the Executive Board and the Secretary shall not be satisfied by its being done by the same person acting both as a member of the Executive Board and as, or in place of, the Secretary.

HONORARY TREASURER

39. There shall be an Honorary Treasurer of the Company who shall be appointed for the ensuing year by the Company at the first and each subsequent Annual General Meeting.

EXECUTIVE BOARD

40. There shall be an Executive Board, consisting of:-

- (a) The Chairman, Honorary Treasurer and the Secretary.
- (b) Not less than 3 nor more than 10 appointed members who shall be appointed as hereinafter stated.
- (c) Such number not exceeding a third of the number of the other members of the Executive Board at the time as the Executive Board shall from time to time co-opt.

41. A person who is not a member of the Company shall not be qualified to be a nominated or appointed member of the Executive Board. A co-opted member of the Executive Board need not be a member of the Company.

42. Co-opted members may (within the number aforesaid) be elected from time to time by resolution of the Executive Board and may at any time be removed from office by such resolution. A co-opted member shall (subject to Article 49 and to any such resolution) hold office for the period for which he is co-opted or (if no other period has been specified) for a period of one year.

On retiring he shall be eligible to be again co-opted.

ROTATION OF MEMBERS OF THE EXECUTIVE BOARD

43. (A) The first appointed members of the Executive Board shall be appointed by the subscribers to these Articles of Association and the Executive Board shall have power at any time and from time to time to appoint any person to be a member of that Board either to fill a casual vacancy or as an addition to the existing

members. Any member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the members who are to retire by rotation at such meeting.

- (B) At the second and every subsequent Annual General Meeting of the Company one third of the appointed members of the Executive Board (or if the number of such members is not divisible by 3, the number nearest one third of such members) shall retire by rotation. The members to retire shall be those who have been longest in office since their last appointment; as between members appointed on the same day those to retire shall be determined by agreement or in default of agreement by lot.
- (C) An appointed member who retires under any of the foregoing provisions of this Clause shall be eligible for re-election by the Company.
- (D) No person other than a retiring member of the Executive Board shall be eligible for election to membership of the Executive Board unless, not less than 7 days before the date appointed for the General Meeting, there shall have been left at the Registered Office of the Company, a notice in writing, signed as proposer and seconder by members duly qualified to attend and vote at the meeting, of intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected. Notice of intention to propose the election of an appointed member shall be in the following form as near thereto as circumstances will admit.

NOMINEE

PROPOSER

SECONDER

- (E) The Company may by Ordinary Resolution of which special notice has been given in accordance with Section 142 of the Act, remove any appointed member of the Executive Board before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the member and the Company.

POWERS AND DUTIES OF THE EXECUTIVE BOARD

44. The business of the Company shall be managed by the Executive Board 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 Articles required to be exercised or done by the Company in General Meeting, subject nevertheless:-

- (1) to any requirement of these Articles, to the provisions of the statutes for the time being in force and affecting the Company, and such regulations, being not inconsistent with the aforesaid requirements or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Executive Board which would have been valid if such regulation had not been made, and

(2) to the following provisions regarding borrowing namely:-

- (a) The Honorary Treasurer may (subject to any contrary direction by the Executive Board) from time to time borrow up to a maximum of £250 outstanding at any one time.
- (b) The Executive Board may from time to time borrow up to a maximum of £10,000 outstanding at any one time.
- (c) Save as aforesaid the power of the Company to borrow money shall not be exercised without the prior approval of the Company in General Meeting.

45. Without prejudice to the generality of the last preceding Article, the Executive Board may from time to time (but subject to any contrary direction by the Company in General Meeting) make regulations as to the Annual, Quarterly, or other subscriptions (if any) to be made by members of the Company to the funds of the Company, provided that such subscriptions shall not exceed the maximum annual rate from time to time fixed by the Company in General Meeting, or until such a maximum has been so fixed the maximum rate of £10 a year.

46. Cheques on the Company's Bankers, until otherwise from time to time resolved upon by the Executive Board, shall be signed by at least two members of the Executive Board out of a total of three members who shall have been nominated for that purpose by a Resolution of the Executive Board. The Company's Banking Account shall be kept with such Banker or Bankers as the Executive Board from time to time shall determine.

47. The Executive Board shall cause proper Minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Executive Board;
- (b) of the names of the members present at each meeting of the Executive Board and of any Committee thereof, and
- (c) of all Resolutions and proceedings at all meetings of the Company and of the Executive Board and of any committee thereof.

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 stated therein.

THE SEAL

48. The Executive Board shall provide for the safe custody of the Seal which shall not be affixed to any instrument except by the authority of a resolution of the Executive Board or of a committee of the Board authorised by the Board in that behalf. Every instrument to which the Seal shall be affixed shall be signed by at least two members of the Board and countersigned by the Secretary and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence that the Seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE BOARD

49. The office of a member of the Executive Board shall be vacated if the member:-

- (a) holds any office of profit under the company; or
- (b) becomes bankrupt or insolvent or has a receiving order made against him or makes any arrangement or composition with his creditors; or
- (c) ceases to hold office by virtue of any provisions of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 199 of the Act; or
- (g) is removed from office by virtue of the provisions of Article 43(E) hereof; or
- (h) fails to attend more than six consecutive meetings of the Executive Board without leave of absence from the Executive Board; or
- (i) be convicted of an offence the commission of which by a member of the Executive Board could bring the Company into disrepute; or
- (j) (other than a co-opted member) is requested in writing by two thirds of the other of his fellow members of the Executive Board to resign; or
- (k) (other than a co-opted member) ceases to be a member of the Company.

A member of the Executive Board shall not vote in respect of any contract in which he is interested or on any matter arising thereout and if he does so vote his vote shall not be counted.

PROCEEDINGS OF EXECUTIVE BOARD

50. The Executive Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

51. On the written request of four members of the Executive Board the Secretary shall at any time summon a meeting of the Executive Board. A member of the Executive Board who is absent from the United Kingdom shall not be entitled to Notice of a meeting.

52. The quorum necessary for the transaction of the business of the Executive Board may be fixed by the Executive Board and unless so fixed shall be three.

53. The members for the time being of the Executive Board may act notwithstanding any vacancy in their number; provided always that if and

so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum, it shall be lawful for them to act as the Executive Board for the purpose of summoning a General Meeting, but not for any other purpose.

54. The Executive Board may delegate any of their powers to committees consisting of such members of their body as they think fit; all acts and proceedings of such committees shall be reported back to the Executive Board as soon as possible and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Executive Board.

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

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

57. All acts done by any meeting of the Executive Board or any committee thereof or by any person acting as a member of the Executive Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a member of the Board.

58. A resolution in writing, signed by all the members of the Executive Board for the time being entitled to receive Notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Executive Board duly convened and held.

ACCOUNTS

59. The Executive Board 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 the receipt and expenditure takes 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 Company's affairs and to explain its transactions.

60. The books of account shall be kept at the Registered Office of the Company, or, subject to Section 147(3) of the Act, at such other place or places as the Executive Board think fit, and shall always be open to the inspection of the members of the Executive Board.

61. The Company in General Meeting may, from time to time, impose reasonable restrictions as to the time and manner of the inspection by

members, other than members of the Executive Board, of the accounts and books of the Company, or any of them, and subject to such restrictions the accounts and books of the Company shall be open to the inspection of such members at all reasonable times during business hours.

62. At the Annual General Meeting in every year, the Executive Board shall lay before the Company a proper income and expenditure account for the period since the last preceeding account (or in the case of the first account since the incorporation of the Company) is 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 Executive Board and the Auditors, and copies of such accounts, 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 document required by law to be annexed or attached thereto or to accompany the same shall, not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' Report shall be open to inspection and be read before the meeting as required by Section 102 of the Act.

63. Auditors shall be appointed and their duties regulated in accordance with Sections 159 - 162 of the Act, the members of the Executive Board being treated as the directors mentioned in those Sections.

NOTICES

64. A Notice may be served by the Company upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at his registered address as appearing in the register of members.

65. 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 notice it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter.

66. Notice of every General Meeting shall be given as above authorised to:-

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of Notices to them;
- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive Notice of the meeting;
- (c) the Auditor for the time being of the Company.

No other person shall be entitled to receive Notices of General Meetings.

67. The provisions of 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 those provisions were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Rowland Grimshaw Consultant
Engineer

John Rowland Grimshaw
6 Windsor Terrace
Bristol 8

George Platts Social
Worker

George Platts
93 Crowmwell Road
Bristol 6

DATED 11 February 1984

WITNESS to the above:-

Chris Hutt

6 Victoria Sq. BS8 1EU

Cycle Campaigner.



Please do not
write in this
binding margin



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

* delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1981

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

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

Form No. 1

1

To the Registrar of Companies

For official use

1797726/4

Name of Company

SUSTRANS	Limited*
----------	----------

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

35 King Street, Bristol BS1 4DZ

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

--

Number of continuation sheets attached (see note 1)

--

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

Osborne Clarke,
30 Queen Charlotte Street,
BRISTOL BS99 7QQ
(20/58/38971)

For official use
General section

Post room



Printed and supplied by:—
Jordan & Sons Limited Company Formation and Information Services, Stationers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

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(note 2) are as follows:

Please do not write in this binding margin



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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) George Platts	Business occupation Social Worker
Previous name(s) (note 3) None	Nationality British ✓
Address (note 4) 93 Cromwell Road, Bristol 6	Date of birth (where applicable) (note 6) N/A
Other directorships † Sustainable Transport Ltd	
I hereby consent to act as director of the company named on page 1	
Signature <i>George Platts</i>	Date 10 th February 1984

Name (note 3) John Rowland Grimshaw	Business occupation Consultant Engineer
Previous name(s) (note 3) None	Nationality British ✓
Address (note 4) 6 Windsor Terrace, Bristol 8	Date of birth (where applicable) (note 6) N/A
Other directorships † Sustainable Transport Ltd., City Docks Ventures Ltd., Merhill (UK) Ltd.,	
I hereby consent to act as director of the company named on page 1	
Signature <i>John R Grimshaw</i>	Date 10 February 1984

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
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 3 & 7)	Simon Talbot-Ponsonby
Previous name(s) (note 3)	None
Address (notes 4 & 7)	18 Camp View, Winterbourne Down, Bristol BS17 1BW
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Simon Talbot-Ponsonby</i> Date <i>10th</i> February 1984

Name (notes 3 & 7)	
Previous 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

† delete as
appropriate

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

Signature *John R Gurnham* [Subscriber] [Agent]† Date *10th* February 1984

Signature *John R Gurnham* [Subscriber] [Agent]† Date *10th* February 1984

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1797726

I hereby certify that

SUSTRANS LIMITED

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

6TH MARCH 1984

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

MRS. E. J. JONES

an authorised officer

Dear Sir

SUSTRANS LTD - Registered Number 1797726

The following Special Resolution was presented to the members of the company at the Annual General Meeting, held in Stratford-upon-Avon on Monday 8th September 1986.

7. Special Resolution - Alteration of Powers and Duties of the Executive Board

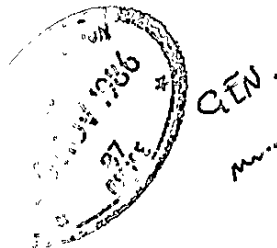
The Executive Board feel that an extension of their borrowing powers is necessary. They therefore ask the Members to approve the amendment of section 44(2)(b) of the Articles of Association, to read as follows :-

"The Executive Board may from time to time borrow up to a maximum of £25,000 outstanding at any one time."

The Chairman asked for a show of hands, and declared the resolution carried.

Yours sincerely

Company Secretary



12

Company no: 1797726

AT an Extraordinary General Meeting of the Shareholders of
SUSTRANS LIMITED

(hereinafter called "the Company") duly convened and held on the ~~THIRTEENTH~~
day of NOVEMBER 1986

IT WAS RESOLVED as a Special Resolution:

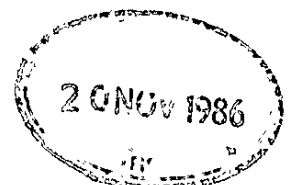
"1. That the Directors of the Company be and are hereby authorised to raise or borrow from The Royal Bank of Scotland plc ("the Bank") such sum or sums of money as may from time to time be required for the purposes of the Company's business, and authorised also to secure the repayment of the same in such manner as they may think fit and in particular by Mortgages or Charges on all or any part of the undertaking property and assets of the Company present or future (including uncalled Share Capital) notwithstanding that such sum or sums may exceed the nominal amount of the issued share capital of the Company for the time being.

2. That any borrowing by the Directors from the said Bank of any sum or sums of money exceeding the nominal amount of the issued share capital of the Company which may prior to the passing of the previous resolution have taken place without the consent of the Company in General Meeting be and is hereby ratified and confirmed."

CERTIFIED a true copy of the Minutes of a Meeting of the
Company held on the 13th day of November 1986



Chairman



179 772.6

AT an Extraordinary General Meeting of the Shareholders of
SUSTRANS LIMITED

(hereinafter called "the company") duly convened and held on the 27th
day of APRIL 1991

IT WAS RESOLVED as a Special Resolution

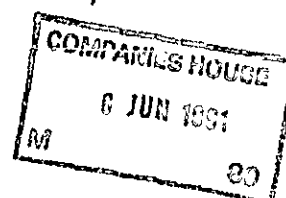
1. That the directors of the Company be and are hereby authorised to raise or borrow from Barclays Bank plc such sum or sums of money as may from time to time be required for the purposes of the Company's business up to a limit of £100,000, and authorized also to secure the repayment of the same in such manner as they may think fit and in particular by Mortgages or Charges on all or any part of the undertaking property or assets of the Company present or future (including uncalled Share Capital) notwithstanding that such sum or sums may exceed the nominal amount of the issued Share Capital of the Company for the time being.

2. That any borrowing by the Directors from the said Bank of any sum or sums of money exceeding the nominal amount of the issued Share Capital of the Company which may prior to the passing of the previous resolution have taken place without the consent of the Company in general be and is hereby ratified and confirmed.

CERTIFIED a true copy of the Minutes of a Meeting of the Company held on the 27th
day of APRIL 1991

Pamela Ashlon

Chairman



J51

(COPY)

(1) SPECIAL

resolution

Company Number

1797726

of SUSTRANS

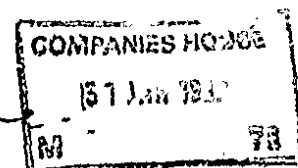
Limited

Passed the 25TH day of JANUARY 1992At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at THE BRUNSWICK INN, STATION APPROACH, DEFBYon the 25TH day of JANUARY 1992

the following (1) SPECIAL RESOLUTION was duly passed:—

(2)

That the Articles of Association of the Company be altered in the following manner
by deleting in Article No. 40 the words (a) The Chairman, Honorary Treasurer and the Secretary and substituting (a) The Chairman and Honorary Treasurer.



NOTES:

(1) Insert "Special" or "Extraordinary" as the case may be.

(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed, and can be sent to Jordan & Sons Ltd. for that purpose.

STUART A. GRIGGS

Chartered Accountant

Your Ref.

My Ref.

S250/SAG/DH

99 High Street,
Yatton,
Avon BS51 0 4DR

Telephone: Yatton (0934) 834821
Fax: (0934) 832364

The Secretary
Sustrans Limited
35 King Street
Bristol BS1 4DZ

1797726

6 September 1993

Dear Sir,

I hereby give notice of my resignation as auditor of
Sustrans Limited.

There are no circumstances which I consider should be
brought to the notice of the members or creditors of the
company.

Yours faithfully,

Stuart A. Griggs

Stuart A. Griggs

