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COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

For official use

For official use

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2001057

To the Registrar of Companies

Name of company

* HISTORIC HOUSES ASSOCIATION

* insert full
name of Company

I, OENONE MARGARET WRIGHT
of 66 LINCOLN'S INN FIELDS, LONDON, WC2A 3LH.

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 61 LINCOLN'S INN FIELDS
LONDON WC2B 6EX

Declarant to sign below

the 27th day of February
One thousand nine hundred and eighty-six
before me Ph. Shera

Oenone Wright

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):

Farrer & Co.,
66 Lincoln's Inn Fields,
London, WC2A 3LH.

Ref: CFW/OMW

For official Use
New Companies Section



No.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

M E M O R A N D U M
and
ARTICLES OF ASSOCIATION

- of -

HISTORIC HOUSES ASSOCIATION

Incorporated the	day of	1986.
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FARRER & CO.,
66 Lincoln's Inn Fields,
LONDON, WC2A 3LH.

CFW/OMW
14.1.1986
2072/GP/312

THE COMPANIES ACT 1985



COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

2001057

MEMORANDUM OF ASSOCIATION

- of -

HISTORIC HOUSES ASSOCIATION

1. The name of the Company (hereinafter called "the Association") is "HISTORIC HOUSES ASSOCIATION".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:
 - (a) To acquire the assets and undertaking of the unincorporated association called Historic Houses Association and with a view thereto to enter into any agreement or agreements for that purpose.
 - (b) To constitute and maintain an association of owners and guardians of historic houses, parks and gardens and places of historic interest in the United Kingdom, and their associated contents, formed to promote and safeguard the legitimate interests of such owners and guardians so far as they are consistent with the interests of the Nation.
 - (c) To help preserve for future generations the unique British heritage of historic houses, parks, gardens and places of historic interest and their associated contents; and to help owners and guardians of such heritage to retain and maintain their property in the best possible condition and to enhance it in the interests of the Nation and the public at large.
 - (d) To promote, without damage to the present heritage

Forver, Co

Coutts + Co

1. £50 -

028595



the extension and improvement of existing facilities of historic houses, parks and gardens and places of historic interest and in particular facilities enabling the public to enjoy their attractions and beauty for the purpose of tourism, recreation and education.

- (e) To promote and undertake publicity for the facilities referred to in paragraph (d).
- (f) To provide advisory, information and research services, and in particular advise members of the Association in the development, publicity, maintenance and other problems concerned with their property.
- (g) To establish and maintain close relations with National and Local Government and with all who have a role to play in the preservation of the heritage including, as appropriate, national and local museums art galleries and other institutions.
- (h) To maintain liaison with National and Regional organisations concerned with conservation, tourism and other areas of interest to the Association.
- (i) To co-operate and liaise with similar organisations overseas.
- (j) To encourage the development of commercial arrangements for the benefit of members of the Association.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

- (A) To purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (B) To sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (C) To borrow or raise money for the objects of the Association on such terms and on such security as may be thought fit.

- (D) To take and accept any gift of money, property or other assets whether subject to any special trust or not for any one or more of the objects of the Association.
- (E) To issue appeals and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations subscriptions or otherwise.
- (F) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- (G) To invest moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (H) To make any donations in cash or assets or establish or support or aid in the establishment or support of or guarantee constitute or lend money (with or without security) to or for any charitable associations or institutions in any way connected with the purposes of the Association or calculated to further its objects.
- (I) To undertake and execute charitable trusts.
- (J) To engage and pay any person or persons whether on a full time or part time basis or whether as consultant or employee to supervise, organise, carry on the work of or advise the Association.
- (K) Subject to the provisions of Clause 4 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of staff employees or former employees of the Association (or the unincorporated association called Historic Houses Association) and their husbands, wives and other dependants.
- (L) To amalgamate with any companies institutions societies or associations which shall have objects altogether or mainly similar to those of the Association.
- (M) To pay out of funds of the Association the costs charges and expenses of and incidental to the formation and registration of the Association.

- (N) To initiate support and co-operate with others in proposals and activities calculated to assist in the promotion of the Association's objects.
- (O) To collect and receive money and funds by way of contributions donations subscriptions legacies grants or any other lawful method and to accept and receive gifts of property of any description for or towards all or any of the objects of the Association.
- (P) To provide services of any sort whatsoever for any Club or Association, body or person interested in or associated with the business of the Association.
- (Q) To do all such lawful things as will further or are conducive and incidental to the attainment of the objects of the Association or any of them.

4. The income and property of the Association 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 Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

- (1) Of reasonable and proper remuneration to any Member, officer or servant of the Association for any services rendered to the Association and of legitimate out of pocket expenses incurred in carrying out the duties of any Member, officer or servant of the Association.
- (2) Of interest on money lent by a Member of the Association at a rate per annum not exceeding 2% above the base lending rate prescribed for the time being by National Westminster Bank PLC (or, if none, another appropriate rate substituted therefor by the Executive Council).
- (3) Of reasonable and proper rent for premises demised or let by any Member of the Association.

5. The liability of the Members is limited.

6. Every Member of the Association who is entitled to vote at General Meetings of the Association, undertakes to contribute to the assets of the Association, in the event of the same being wound up while such Member is a Member, or within one year after such Member ceases to be a Member, for

payment of the debts and liabilities of the Association contracted before such Member ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (One pound).

7. If upon the winding up or dissolution of the Association 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 Association but shall be given or transferred to some other organisation or organisations having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such organisation or organisations to be determined by Members of the Association at or before the time of dissolution and insofar as effect cannot be given to such provisions then to some charitable object.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Amr S

Commander Leslie Michael Macdonald
Saunders Watson RN (Retd), DL.
Rockingham Castle,
Market Harborough,
Leicestershire, LE16 8TH.
Landowner and Farmer

Marl.

The Earl of March and Kinrara, DL.
Goodwood House,
Chichester,
West Sussex, PO18 OPX.
Peer of the Realm

DATED this 13th day of February 1985.

WITNESS to the above signatures:

Terry Empson

Mr. Terry Empson,
41 Taylor Avenue,
Kew,
Richmond,
Surrey, TW9 4EB.
Director-General

No.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

2001057

ARTICLES OF ASSOCIATION

- of -

HISTORIC HOUSES ASSOCIATION

GENERAL

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

WORDS

MEANINGS

The Act

The Companies Act 1985

The Memorandum

The Memorandum of Association of the Association.

These Articles

These Articles of Association.

The Association

The above-named Company.

Historic Houses

Houses and buildings which were originally built for or in connection with human habitation, whether public or private, and whose quality, place in the national heritage and other characteristics conform to standards laid down from time to time by the Executive Council of this Association.

Historic Parks and
Gardens
and
Places of Historic
Interest

Parks, gardens and places whose quality, place in the national heritage and other characteristics conform to standards laid down from time to time by the Executive Council of the Association.

Byelaws	Byelaws of the Association made by the Executive Council in accordance with Article 46.
The Executive Council	The Executive Council for the time being of the Association.
The Finance and Policy Committee	The Finance and Policy Committee for the time being of the Association.
The Director-General	The Director-General of the Association who shall also be the Secretary of the Association for the purposes of the Statutes.
Full Member	A Member of the Association as defined in Article 5(1) (i).
Family Member	A Member of the Association as defined in Article 5(1)(ii).
Overseas Member	A Member of the Association as defined in Article 5(1)(iii).
Friend	A Member of the Association as defined in Article 5(1)(iv).
Corporate Member	A Member of the Association as defined in Article 5(1)(v).
Branches	The ten regional Branches in England and the two Branches one each in Scotland and Wales.
The Office -	The registered office of the Association.
The Seal	The Common Seal of the Association.
Month	Calendar Month.
The Statutes	The Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa;

Words importing the masculine gender only shall include

the feminine gender; and

Words importing persons shall include clubs, associations and other organisations whether incorporated or unincorporated.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

OBJECTS

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

MEMBERSHIP

3. For the purposes of registration the number of Members of the Association is declared to be unlimited.

4. The provisions of Sections 352 and 353 of the Act or any statutory modification or re-enactment thereof shall be observed by the Association, and every Member of the Association (not having subscribed the Memorandum and Articles of Association) shall comply with such membership application procedures and formalities, if any, as the Executive Council may from time to time determine and as provided in these Articles and all applications shall be made in writing.

5. (1) The membership of the Association (hereinafter referred to as "the Members") shall consist of:

(i) Full Members:

- (a) Owners of historic houses and their legal personal representatives;
- (b) Owners of historic parks or gardens or places of historic interest;
- (c) Trustees of settled estates which include historic houses, or historic parks or gardens or places of historic interest;
- (d) Corporate bodies owning historic houses, or historic parks or gardens or places of historic interest;

- (e) Lessees and tenants for life and beneficiaries under settlements exercising guardianship over historic houses, or historic parks or gardens or places of historic interest.

Full Members shall be entitled to attend and speak at General Meetings and to vote thereat

(ii) Family Members:

Second or subsequent members of the same family as a Full Member who shall pay subscriptions at the same rate as Friends and who shall be entitled to attend and speak at General Meetings but only to vote thereat in the absence of the Full Member of the family or of any proxy appointed by the Full Member and who shall together only have one vote.

(iii) Overseas Members

Owners of historic houses overseas who share the objectives of the Association may be admitted as Overseas Members at the discretion of the Executive Council with all the benefits of full membership except for the right to vote at General Meetings or to be elected or nominated to the Association's committees or Executive Council. Their subscription will be payable at the rate in force for non-open house members in the U.K.

(iv) Friends:

- (a) Members of the family of any person eligible for full membership under Article 5(1)(a) above;
- (b) Any other person whom the Executive Council shall resolve to admit as a Friend;

Persons who are eligible to join as Full Members under Article 5(1) above shall not be eligible to join as Friends.

Friends shall be entitled to attend and speak at General Meetings but not to vote thereat and shall pay such subscriptions and enjoy such rights and privileges as the Executive Council shall from time to time determine.

(v) Corporate Members:

Public and private corporations, companies and other bodies, corporate or incorporated, who are interested in furthering the objects of the Association. Corporate Members shall be entitled to attend and speak at

General Meetings but not to vote thereat and shall pay such subscriptions and enjoy such rights and privileges as the Executive Council shall from time to time determine.

(2) Each class of Members shall have such rights and obligations as are contained in the Memorandum, these Articles and the Byelaws.

(3) Any person on agreeing to become and having been accepted as a Member of the Association shall be deemed to have agreed to be bound by these Articles, the Memorandum and the Byelaws whether or not a written statement shall have been signed to that effect.

(4) The admission of members shall be at the discretion of the Executive Council, who shall allocate members to Branches and shall report their admission to the next following annual or other general meeting of the Association.

(5) Every Full Member of the Association and Friend shall be a member of a Branch of the Association. Full Members shall belong to the Branch or Branches in which the historic houses, historic parks or gardens or places of historic interest in respect of which they are members of the Association, are situated. Friends shall belong to the Branch in which their residence (or principal residence) is situated or, in the case of corporate bodies, in which their principal place of business or Head Office is situated.

(6) For each area of the National Tourist Board in Scotland and in Wales and of the regional tourist boards in England there shall be a branch of the Association and the boundaries of each Branch shall be co-terminus with those of the tourist board. The Scottish and Welsh branches shall be known as National Branches.

(7) Each Branch shall appoint a Chairman, Honorary Secretary and if thought fit, a Committee of Branch Members and shall hold a General Meeting annually, the date, time and place of which shall be decided by the Branch Committee, or, if there be no Committee, by the Officers of the Branch. The Constitution and Procedures of Branches shall be in accordance with Branch Rules approved by the Executive Council of the Association.

(8) Expenses of Branches properly incurred may be defrayed from funds of the Association in a manner agreed with or decided by the Executive Council. Each Branch shall procure the maintenance of proper books of accounts showing all sums of money received and expended and the sources and objects thereof, may maintain a bank account

or accounts and shall cause accounts to be prepared.

(9) It shall be a condition of membership that those members who open houses to the public shall agree to admit to those houses, on terms and conditions to be laid down by the Executive Council, Members and Friends on production of their current membership card.

FIRST MEMBERS AND TRANSITIONAL ARRANGEMENTS

6. (1) The first Members of the Association shall be:

(i) The subscribers to the Memorandum of Association; and

(ii) Every person or body who at the date of incorporation of the Association was a Full Member, a Family Member, an Overseas Member, a Friend or a Corporate Member of the unincorporated association known as The Historic Houses Association and who shall have consented to become a Member of the Association and who shall if required have signed and delivered to the Director-General the form of membership prescribed from time to time by the Executive Council.

(2) Every Member of the Association who shall prior to becoming a Member of the Association have paid the current subscription due as a member of the said unincorporated association shall not be liable to pay any further sum by way of subscription to the Association in respect of her or its then class of membership for the period covered by such subscription to the said unincorporated association. The Executive Council may make such adjustments as it in any particular case or cases may deem appropriate.

SUBSCRIPTIONS

7. (1) Each Member shall pay an annual subscription towards the expenses of the Association. The scale of all such subscriptions shall be fixed and agreed by the Members of the Association at each Annual General Meeting and in the absence of any resolution to increase subscriptions the scale of the previous year's subscription shall remain unaltered. The manner in which subscriptions shall be paid shall be determined by the Executive Council.

(2) New Members may be accepted at any time on payment of the annual subscription (or appropriate part thereof as determined by the Executive Council).

(3) A Member in arrear of subscription for a period of nine months in any year shall be liable to be removed from the list of Members by the Executive Council provided that it shall be in the discretion of the Executive Council to restore the Member's name and membership rights on payment of the arrears due.

8. A Member may resign as a Member on giving written notice to the Association but a Member whose written resignation is received after his subscription for the current year has become due shall be liable for the full subscription for that year.

9. (a) If it shall appear to the Executive Council that any member has been guilty of conduct rendering him unfit to remain a Member of the Association, the Executive Council shall call upon him for an explanation or justification, and if after affording him a reasonable opportunity to be heard, the explanation is not, in their opinion, satisfactory, or if no explanation or justification is given, the Executive Council may (by resolution passed by a two-thirds majority of those present) exclude him from the Association.

(b) A member may also be expelled for non-payment of subscription under Article 7(3).

(c) An expelled member shall forfeit all rights and privileges of membership and all rights in, and claims upon the Association or its property but shall remain liable for any subscription, dues or debts to the Association which were payable or were incurred before the date of expulsion.

10. The rights and liabilities of Members shall not be transferable.

OFFICERS

11. (a) The Officers of the Association shall be (1) the Patron (2) the President, (3) the Deputy-President, (4) the Honorary Treasurer.

(b) Officers (other than the Patron) shall be elected at each Annual General Meeting and shall be eligible for re-election and shall hold office to the end of the Annual General Meeting at which their successors are appointed. No Officer (other than the Patron or Honorary Treasurer) may hold the same office for more than five successive years unless authorised to do so by the members at an Annual General Meeting. Any such authorisation shall be limited to one year unless extended at subsequent Annual General Meetings.

(c) Nominations may be proposed by any Member entitled to vote at the Annual General Meeting and seconded by another Member entitled to vote at such Meeting. Written notice of such nomination, stating the name and

address of each nominee and of the proposer and seconder, together with the written consent of the nominee must reach the Director-General not less than three weeks before the date of the Annual General Meeting.

(d) In the event of a casual vacancy in respect of such offices, the Executive Council may appoint another eligible person to act for an appropriate period but not beyond the next Annual General Meeting.

(e) The first Officers shall be the individuals who at the date of incorporation of the Association hold the same positions in the unincorporated body known as The Historic Houses Association.

THE EXECUTIVE COUNCIL

12. (1) The business of the Association shall be managed by the Executive Council which shall consist of:

- (a) The Officers of the Association;
- (b) Past Presidents of the Association;
- (c) Three representatives of each of the National Branches for Scotland and Wales and three representatives of each of the English Branches. These representatives shall be elected by the Branches concerned. An alternative from each Branch may replace one of the elected representatives at Executive Council Meetings.
- (d) Fifteen members of the Association elected by the Executive Council for a five-year term (or for such lesser period as the Executive Council may exceptionally agree);
- (e) One representative of each of the following:-
 - (i) The Department of the Environment;
 - (ii) The National Trust;
 - (iii) The National Trust for Scotland;
 - (iv) The English Tourist Board;
 - (v) The National Association of Decorative & Fine Arts Societies;
 - (vi) The Country Landowners' Association;
 - (vii) The Museums and Galleries Commission

together with three representatives of the British Tourist Authority.

The above twelve members shall be Observer Members, without voting rights but otherwise with full right of participation in the business of the Executive Council.

- (f) Additional members, not exceeding seven co-opted by the Executive Council, of whom at least one shall be a Friend and one shall represent the interests of Historic Gardens not associated with an Historic House;
- (g) All Members of the Finance & Policy Committee;
- (h) The Chairman of all other Committees appointed by the Executive Council;

(2) All Members of the Executive Council (except the Observer members specified in Article 12(1)(e)) shall have the right to vote at Executive Council Meetings. The manner of voting shall be determined by the Chairman of the Meeting.

(3) The Chairman of the Executive Council shall be the President (in his absence the Deputy President) who shall be entitled to a casting vote.

(4) The Members of the Executive Council elected, nominated or co-opted under Article 12(1)(c), (e) or (f) shall be elected, nominated or co-opted annually and shall be eligible for re-election, renomination or re-co-option after serving for a previous year. A casual vacancy may be filled by the relevant Branch or body. Members filling a casual vacancy shall serve for the unexpired term of the person they replace and shall be eligible for election in their own right at the end of that period. Alternates elected or nominated by the Branches or bodies concerned may attend and vote at Executive Council meetings in the absence of elected or nominated representatives.

(5) Branches or any Members of the Executive Council wishing to propose a resolution at an Executive Council meeting shall submit the same in writing to the Director-General three weeks before the meeting, otherwise the Chairman shall only allow resolutions to be moved at his discretion.

(6) The Executive Council shall meet as often as circumstances require and in any event not less than four times a year, on such dates and at such times and places as the Executive Council shall decide.

(7) Twenty members of the Executive Council having the right to vote at Executive Council Meetings shall

form a quorum at meetings of the Executive Council.

(8) If the members of the Executive Council shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Executive Council for the purpose of filling up vacancies in their body or of summoning a General Meeting.

(9) Except as otherwise provided by the Statutes or in these Articles the Executive Council shall exercise all the powers of the Association and may delegate the exercise of such powers in any way it may desire. The Executive Council shall have power to appoint and to bring to an end such Committees as it thinks fit, with the exception of the Finance and Policy Committee which shall be appointed under Article 16 with the membership there described. The Chairman and Members of other Committees shall be appointed by the Executive Council. Members of Committees need not be members of the Executive Council. The Officers of the Association shall be ex-officio members of all Committees and Sub-Committees.

(10) The Executive Council shall employ such staff and other persons as it shall from time to time require to assist in the conduct of the Association's business and shall pay them such salaries and wages as it shall determine.

(11) The Executive Council shall procure the maintenance of proper books of account showing all sums of money received and expended and the sources and objects thereof, may maintain a bank account or accounts, and shall cause accounts to be prepared and audited annually. The operation of all the Association's bank accounts shall be governed by regulations to be made from time to time by the Executive Council.

13. The Executive Council may meet together for the dispatch of business, adjourn and otherwise regulate by standing orders or in any other way their meetings as they think fit.

14. The first members of the Executive Council shall be those persons who at the date of incorporation of the Association hold the same positions respectively in the unincorporated body known as The Historic Houses Association and shall remain members of the Executive Council for such time as they would otherwise have remained members of the Executive Council of the said unincorporated body known as The Historic Houses Association under the rules of that body.

THE DIRECTOR-GENERAL AND OTHER SALARIED STAFF

15. (1) The Executive Council shall appoint and determine the terms of employment of the Director-General of the Association.

(2) The Director-General shall act as the Secretary of the Association for all purposes of the Statutes.

COMPOSITION OF THE FINANCE AND POLICY COMMITTEE

16. The Finance and Policy Committee of the Association shall comprise the Officers of the Association together with such other members of the Association as it shall co-opt. The Director-General and Technical Adviser will attend by invitation. The Accountant will attend for financial items.

POWERS AND DUTIES OF THE FINANCE AND POLICY COMMITTEE

17. The Finance and Policy Committee shall:-

- (1) keep under review the structure of the Association and its Committees and make recommendations;
- (2) consider the Association's annual budget and such other financial matters as may be put to it by the Honorary Treasurer;
- (3) consider the political aspects and policy considerations of all the Association's work; establish priorities for future action and plan the Association's work accordingly; and discharge current business referred to it by the Executive Council or laid before it by the Director-General;
- (4) report regularly to the Executive Council, but shall have power to take decisions on all matters lying within the Executive Council's competence, if necessary without reference to the Executive Council, except that any matter involving a change of subscription rates or an alteration to these Articles must be approved by the Executive Council before it is submitted to a General Meeting of the Association;
- (5) the members of the Finance and Policy Committee shall be the Directors of the Association for the purposes of the Act.

MEETINGS AND PROCEDURES OF THE FINANCE AND POLICY COMMITTEE

18. (a) A notice stating the business to be conducted shall be sent to each member of the Finance and Policy Committee not less than seven days prior to the meeting.

(b) One third of the members of the Finance and Policy Committee having the right to vote at Finance and Policy Committee meetings shall form a quorum at meetings of the Finance and Policy Committee.

(c) A simple majority only of those present and entitled to vote shall be required to pass any resolution. The Chairman of the meeting shall have a second and/or casting vote in the case of equality of votes.

(d) The President shall act as Chairman at Finance and Policy Committee meetings. In his absence, the Deputy President shall act as Chairman and if neither is present the Chairman shall be elected from among those present at the meeting.

GENERAL MEETINGS

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

(b) All General Meetings, other than Annual General Meetings shall be called Extraordinary General Meetings.

20 The Executive Council may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened by the President or on such requisition as is provided by Section 368 of the Act or within forty two days of the receipt of a requisition by not less than five per cent of the Full Members and Friends. Such requisition shall state the object of the Meeting and any resolution or motion to be proposed thereat and shall be signed by the President or Deputy-President and by each Member requisitioning the Meeting.

21. Members wishing to propose any resolution at a General Meeting affecting these Articles must forward to the Director-General of the Association four weeks before any such Meeting a copy of the resolution signed by no fewer than five other Members of the Association.

22. Twenty one days' notice in writing at the least of every Annual General Meeting and of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, together with a copy of the Agenda, the Annual Report and a Statement of Accounts, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or the Byelaws of the Association or under the Statutes entitled to receive such notices from the Association.

23. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings held at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

24. At all General Meetings only the business notified in the agenda accompanying the notice shall be transacted. Amendments must be kept within the terms of the motion and the Chairman of the Meeting shall have power to refuse any amendment which substantially alters the intention of the motion.

25. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twenty voting Members present by representative or by proxy shall be a quorum.

26. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of voting Members, shall be dissolved. In any other case it shall stand adjourned until a time and place to be fixed by the Chairman of the Meeting and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present and entitled to vote shall be a quorum.

27. The President or in his absence the Deputy-President of the Association shall preside as Chairman at every General Meeting, but if there be no such person present within fifteen minutes after the time appointed for

holding the same or if all such persons present shall be unwilling to preside, the Members present shall choose some Member who shall be present to preside.

28. The Chairman of the Meeting may, with the consent of any such 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

29. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded. Unless a poll is taken, the declaration of the result of a show of hands by the Chairman of the Meeting shall be final. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall be entitled to a second and/or casting vote.

30. A poll may be demanded by the Chairman of the Meeting

31. A poll shall be taken forthwith unless the Chairman of the Meeting shall decide that the matter should be dealt with by postal ballot. Any other business on the agenda may be proceeded with whilst awaiting the result of a poll, provided that the business does not bear any relation to the subject of the poll. The procedure for taking a poll shall be decided by the Chairman of the Meeting at which the poll is demanded.

32. Full Members shall have one vote at each General Meeting of the Association.

33. A Full Member may appoint a proxy to speak and vote for him at a General Meeting. A proxy shall not be entitled to vote on a resolution to alter these Articles but shall be entitled to vote either on a show of hands or on a poll. The instrument of proxy shall be in the following form:

"I/WE hereby appoint the Chairman of the Meeting or, failing him"

..... to be my/our proxy to vote
and speak for me/us at the [Annual/Extraordinary]
General Meeting of the Association to be held on
..... at
and at any adjournment thereof."

A person appointing and entitled to appoint a proxy may add specific instructions as to how the proxy shall vote on named motions appearing on the agenda and if he desires a person other than the Chairman of the Meeting to be the proxy he may strike out the words "Chairman of the Meeting or failing him" and insert the proxy's name. The instrument of proxy must be lodged with the Director-General at least two clear days before the General Meeting.

34. No Member shall be entitled to vote in a poll, or to attend, speak or vote either in person or by or as a proxy at a General Meeting unless all money due to the Association by him at the time has been paid.

SEAL

35. The Finance and Policy Committee shall provide for the safe custody of the Seal and the Seal shall not be affixed to any deed or document except by the authority of a resolution of the Finance and Policy Council and in the presence of one member of the Finance and Policy Committee and the Director-General or two members of the Finance and Policy Committee. Every instrument to which the Seal shall be so affixed shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE FINANCE AND POLICY COMMITTEE

36. The office of a member of the Finance and Policy Committee shall be vacated:

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors
- (B) If he becomes of unsound mind
- (C) If by notice in writing to the Association he resigns his office
- (D) If he becomes prohibited from holding office by reason of any Court order made under the Statutes
- (E) If he is removed from office by a resolution duly

passed pursuant to Sections 303 and 304 of the Act.

ACCOUNTS

37. The Finance and Policy Committee shall cause accounting records of the Association to be kept in accordance with the Act.

38. At the Annual General Meeting in every year the Finance and Policy Committee shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association made up to a date not more than seven 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 Finance and Policy Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 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.

AUDIT

39. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

40. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

41. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.

42. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the

United Kingdom at which notices may be served, shall be entitled to have notices served at such address, but, save as aforesaid and as provided by the Act and save in the case of Overseas Members, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.

43. Any notices, if served by post, shall be deemed to have been served on members resident in the United Kingdom or with addresses within the United Kingdom on the day following that on which the letter containing the same is put into the post, and on Overseas Members with no address within the United Kingdom on the eighth day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

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

INDEMNITY

45. Subject to the provisions of Section 310 of the Act, these Articles and the Memorandum of Association of the Association, every member of the Finance and Policy Committee, the Executive Council and their Committees, the Director-General and the holder of any office of the Association shall be entitled to be indemnified against all costs charges losses expenses and liabilities incurred by them in the execution and discharge of their responsibilities relating to the Association.

BYELAWS

46. The Executive Council shall have the power from time to time to make, alter, add to and revoke the Byelaws of the Association for the carrying out of the objects and purposes of the Association.

ARBITRATION AND MATTERS NOT PROVIDED FOR

47. If any dispute shall arise on the interpretation of these Articles or the need arises to deal with any matter not provided for in the Memorandum of Association, these

Articles or the Byelaws, reference in writing shall be made to the Director-General who shall refer the same to the Executive Council and in the event that agreement cannot be reached the matter shall be referred to the President whose decision shall be binding on all parties.

Hand.

WITNESS to the above signatures:

Tenny Luper

BYE LAWS OF THE HISTORIC HOUSES ASSOCIATION

1. Benefits of Full Membership and Overseas Membership

- (a) The Association's Journal which is published four times a year;
- (b) Advisory manuals on becoming a Full Member, updated from time to time;
- (c) List of Full Membership of the Association by region (updated annually);
- (d) Invitations to National and Regional Conferences and or Seminars organised by the Association;
- (e) Membership card giving free access to a majority of members' properties open to the public;
- (f) Services of advisory staff, subject only to the standard charge to cover expenses for visits to the property;

Any advice is given to members in the light of the best information currently available to the Association but on the understanding that each member is expected to seek the appropriate independent professional advice before taking any action in reliance upon the Association's advice and accordingly that even if such advice were shown to have been given negligently neither the Association nor any of its officers, employees or members accept any responsibility therefor.

2. Benefits for Friends and Family Members

- (a) The Association's Journal which is published four times a year;
- (b) Invitations to National and Regional Conferences and meetings of the Association's Branches;
- (c) Membership card giving free access to a majority of Full Members' properties open to the public.

3. Benefits of Corporate Membership

- (a) The Association's Journal which is published four times a year;
- (b) Invitations to National and Regional Conferences

and meetings of the Association's Branches;

(c) Four membership cards giving free access to a majority of Full Members' properties open to the public;

(d) Priority invitations to Trade Fairs and Exhibitions organised by the Association.

4. Nominations to the British Tourist Authority's British Heritage Committee

The Association shall, at each Annual General Meeting, nominate three representatives, for a period of one year to the BTA British Heritage Committee. Such representatives may be re-nominated for a further term or terms.

G

COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

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

† delete as appropriate

For official use

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Company number

2001057

Name of company

* HISTORIC HOUSES ASSOCIATION

I, OENONE MARGARET WRIGHT

of 66 LINCOLN'S INN FIELDS, LONDON, WC2A 3LH.

a [Solicitor engaged in the formation of the above-named company] ~~person named as director or secretary of the above company in the statement delivered under section 12 of the above Act~~† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at 61 LINCOLN'S INN FIELDS
LONDON WC2A 6EX

Declarant to sign below

the 27th day of February

One thousand nine hundred and eighty six
before me Richard T.

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

Oenone Wright

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

Farrer & Co.,
66 Lincoln's Inn Fields
London, WC2A 3LH.

Ref: CFW/OMW

For official Use
New Companies Section

Post room



G

COMPANIES FORM No. 10

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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

2001057

Name of company

* insert full name
of company

* **HISTORIC HOUSES ASSOCIATION**

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

38 EBURY STREET,**LONDON,**Postcode **SW1W 0LU.**

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

X**FARRER & CO.****66 LINCOLN'S INN FIELDS,****LONDON,**Postcode **WC2A 3LH**

Number of continuation sheets attached (see note 1)

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

**Farrer & Co.,
66 Lincoln's Inn Fields
London, WC2A 3LH.**

Ref: CFW/OMW

For official Use
General Section

Post room



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 margin

Name (note 3) COMMANDER LESLIE MICHAEL		Business occupation
MACDONALD SAUNDERS WATSON, RN (RETD) DL		LANDOWNER AND FARMER
Previous name(s) (note 3) SAUNDERS		Nationality
Address (note 4) ROCKINGHAM CASTLE,		BRITISH
MARKET HARBOROUGH, LEICESTERSHIRE,		Date of birth (where applicable)
Postcode	LE16 8TH.	(note 6) N/A
Other directorships †		
LAMPART PRESERVATION TRUST		
SONDES FARMING LTD		
WELLAND VALLEY TURF LTD		
I consent to act as director of the company named on page 1		
Signature		Date 18 Feb 1986

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


Name (note 3) THE EARL OF MARCH AND KINRARA		Business occupation
DL.		PEER OF THE REALM
Previous name(s) (note 3) NONE		Nationality
Address (note 4) GOODWOOD HOUSE, CHICHESTER,		BRITISH
WEST SUSSEX,		Date of birth (where applicable)
Postcode	PO18 OPX	(note 6) N/A
Other directorships †		
Dexam International Ltd. Radio Victory (P'mouth) Ltd.		
Dexam International Holdings Ltd. J M Williams (P.C) Ltd.		
Goodwood Estate Co.Ltd. Miramoor Publications Ltd. School & Charity Consultants Ltd.		
Goodwood Racecourse Ltd. Chichester Celebrations Ltd. Earl of March Trust Co.Ltd.		
Goodwood Terrena Ltd. Goodwood Farms Ltd. Project Finance Ltd.		
Goodwood Estate (Pensions) Ltd. Sussex Heritage Trust Ltd. Country Gentlemen's Assoc.PLC		
Goodwood Metalcraft Ltd. Industrial Agencies Ltd. C G A (Horseracing 1984) Ltd.		
John Wiley & Sons Ltd.		
I consent to act as director of the company named on page 1		
Signature		Date 21.2.86.

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable)
Postcode		(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in
this margin

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

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)		MR. TERRY EMPSON	
Previous name(s) (note 3)		NONE	
Address (notes 4 & 7)		41 TAYLOR AVENUE, KEW, RICHMOND,	
SURREY,		Postcode	TW9 4EB.
I consent to act as secretary of the company named on page 1			
Signature		Date	
		February 26, 1986	

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

Signature of agent on behalf of subscribers	Farrer + Co	Date	27/2/86
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delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2001057

I hereby certify that

HISTORIC HOUSES ASSOCIATION

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

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

17TH MARCH 1986

M. Saunders
M. SAUNDERS (MRS)

an authorised officer