

G

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

To the Registrar of Companies

For official use

For official use 2035307

\* insert full  
name of Company

Name of company

\* LONDON REGION ARTS CLUB

I, JOHN JEREMY ARTHUR COWDRY,

of 84 Temple Chambers,

Temple Avenue,

London EC4Y 0HP

† 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 Temple Chambers

Temple Avenue

London E C 4

the 24th day of June

One thousand nine hundred and Eighty Six

before me J.A. Cowdry (J. MONTAGNA)

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

Declarant to sign below

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

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New Companies Section

Post room



Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON EC4Y 0HP Tel 01-353 9471 (10 lines)

# 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  
[ ] [ ] [ ] [ ]

Company number

2035307

Name of company

LONDON REGION ARTS CLUB

I, JOHN JEREMY ARTHUR COWDRY,  
of 84 Temple Chambers, Temple Avenue,  
London EC4Y 0HP

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 30(3) 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 Temple Chambers,  
Temple Avenue in the  
City of London

the 24th day of June  
One thousand nine hundred and eighty six  
before me Mr. (J. W. Jones)

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

Declarant to sign below

*John Jeremy Arthur Cowdry*

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

The London Law Agency Limited  
84 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP  
Telephone 01-353 9471  
Telex 23553

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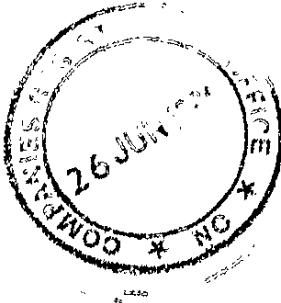
SL 527410

THE COMPANIES ACT 1985

by hand

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ACCEPT UNSTAMPED 50  
NC/EN 32917  
SIGNED 27.6.86  
DAB



MEMORANDUM OF ASSOCIATION  
OF  
LONDON REGION ARTS CLUB

2035307

1. The Company's Name (hereinafter called "the Company") is "LONDON REGION ARTS CLUB".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
  - (A) (i) to succeed to the activities carried on by the London Region Arts Club.
  - (ii) to promote the academic and social benefit of its members.
  - (B) To disseminate amongst Members, and to facilitate the interchange between Members of information of common interest to Members.
  - (C) To co-operate with any company, association, public authority, or other body or person for the purpose of promoting the objects of the Club.
  - (D) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may seem necessary or convenient for the purpose of the Club and to construct, alter, maintain, or demolish any buildings as may be required for such purposes.
  - (E) To sell, let, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property or assets of the Club.
  - (F) To invest the moneys of the Club 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.
  - (G) To pay out of the funds of the Club the costs of forming and registering the Club.
  - (H) To do all such things as are incidental to the attainment or furtherance of the said objects or any of them.

Presented by -  
THE LONDON LAW AGENCY LTD.  
TEMPLE CHAMBERS  
TEMPLE AVENUE,  
LONDON EC4Y 6JH

RL / LONDON / 58



Provided that:-

- (i) In case the Club shall take or hold any property which may be subject to any trusts, the Club shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Club's objects shall not extend to the regulation of relations between worker and employer or organisations of workers and organisations of employers.
- (iii) In case the Club shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.

4. The income and property of the Club 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 and no member of the Executive Committee for the time being of the Club (hereinafter called "the Executive Committee") shall be appointed to any office of the Club paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Club.

Provided that nothing herein shall prevent any payment in good faith by the Club.

- (i) of reasonable and proper remuneration to any member, officer or servant of the Club for any services rendered to the Club;
- (ii) of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises derived or let by any member of the Club or of the Executive Committee;
- (iii) to any member of the Executive Committee of out-of-pocket expenses;
- (iv) to a company of which a member of the Club or of the Executive Committee may be a member holding not more than one hundredth part of the capital of such company.

5. The liability of the Members is limited.

6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. If upon the winding-up, or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any assets whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Club 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 Club under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and if in so far as effect cannot be given to this provision, then to some charitable object.

8. No addition, alteration or amendment shall be made to or in the provision of the Memorandum or Articles of Association for the time being in force, as shall make the Association a company to which Sections 30 and 31 of the Companies Act 1985 does not apply.

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

---

NAMES AND ADDRESSES OF SUBSCRIBERS

---

JILL JACK 39 Nassington Rd NW3 2TY  
Mack  
WENDY HILLARD 76 ALISON ROAD, W2 8LT  
GEOFF HILLARD  
JACKIE JONES 10 WATERSIDE PLACE LONDON  
J Jones  
PETER MORRIS 116 MONTPELIER RD SE15 2HO  
Peter Morris  
BARBARA TAYLOR 31 Abbotstone Rd SW15 1QR  
Bar Taylor  
LEO SCHROEDER 7 Maybury Close, Tadworth  
Surrey, KT20 6BZ  
Leo Schrod  
ALAN MARR 16, HINCHLEY WAY, HINCHLEY WOOD, WIMBORNE, DORSET, DT10 0AD  
Alan Marr  
VALERIE GIBSON 80 PARLIAMENT HILL MNS, LISSENDEN GDS, NWS 1NB  
Val Gibson

---

Dated the 20<sup>th</sup> day of April 1986

Witness to the above Signatures:-

Witnessed by: A. KENNEDY  
34 Wellhouse Road  
Beckenham  
Kent

THE COMPANIES ACT 1985

---

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

2035307

---

ARTICLES OF ASSOCIATION  
OF  
LONDON REGION ARTS CLUB

---

PRELIMINARY

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 82, 87, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company.

INTERPRETATION

2. (a) In Regulation 1 of Table A, the definition of "the holder" shall be omitted.  
(b) Each Director of the Company shall be described as an Executive Committee Member and the Directors shall constitute the Executive Committee.  
(c) The Company may also be described as "the Club".

MEMBERS

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the Directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Directors require executed by him.
4. A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETINGS

5. In Regulation 38 of Table A -  
(a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right" and

- (b) the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

#### PROCEEDINGS AT GENERAL MEETINGS

6. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from Regulation 44 of Table A.
7. Paragraph (d) of Regulation 46 of Table A shall be omitted.

#### VOTES OF MEMBERS

8. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

9. In paragraph (e) of Regulation 81 of Table A the word "three" shall be substituted for the word "six".

#### REMUNERATION OF DIRECTORS

10. No Director shall be entitled to receive any remuneration from the Club.

#### DIRECTORS' EXPENSES

11. The words from "their attendance at" to "in connection with" shall be omitted from Regulation 83 of Table A.

#### PROCEEDINGS OF DIRECTORS

12. In Paragraph (c) of Regulation 94 of Table A the words "debenture" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

#### MINUTES

13. The words "of the holders of any class of shares in the company" shall be omitted from Regulation 100 of Table A.

#### NOTICES

14. The second sentence of Regulation 112 of Table A shall be omitted.
15. The words "or of the holders of any class of shares in the company" shall be omitted from Regulation 113 of Table A.

#### RULES AND BYE-LAWS

16. The Company shall have power from time to time to make, alter and repeal all such Rules or Bye-Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and may include therein provisions defining privileges and benefits accruing to members and the conditions attached thereto and the basis on which such privileges and benefits may be terminated, and the subscriptions and entrance or other fees payable, and shall adopt such means as they deem sufficient to bring to the



notice of the members of the Company all such Rules or Bye-Laws alterations and repeals, and all such Rules or Bye-Laws so long as they shall be in force shall be binding upon all members of the Company; Provided nevertheless that no Bye-Laws shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company and that any Rule or Bye-Law may be set aside by a Special Resolution of a General Meeting of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

JILL SACK 39 Nassington Road NW3TY.  
/Mack

WENDY POLLARD 76 ATRION GATE, LONDON W22LA  
Wendy Pollard

JACKIE JONES 10 WATERSIDE PLACE LONDON NW1  
J JONES.

PETER MORRIS 116 MONTPELIER RD LONDON SE15 2LB  
Peter Morris

BARBARA TAYLOR 31 Abbotstone Rd SE15 1DR  
Barbara Taylor

Leo Schneider 7 Maybury Close, Tadworth  
Surrey KT20 6BZ  
C. Schneider

ALAN MARR 16, HINCHLEY WAY, HINCHLEY WOOD, LETCHER, SURREY, KT10 0SD

VALERIE GIBSON 80 PARLIAMENT HILL MNS, LISSENDALE GDS, LONDON NWS 1NB  
V. Gibson

Dated the 20<sup>th</sup> day of April 1986

Witness to the above Signatures:-

A. Kinnear  
34 Wollhouse Road  
Beckenham  
Est

**G**

COMPANIES FORM No. 10

**Statement of first directors  
and secretary and intended  
situation of registered office****10**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\* Insert full name  
of company

Name of company

2035307

\* LONDON REGION ARTS CLUB

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

|                 |                   |
|-----------------|-------------------|
| SIXTH FLOOR     |                   |
| BUCHANAN HOUSE, |                   |
| 24-30 HOLBORN   |                   |
| LONDON          | Postcode EC1N 2JB |

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☒

|                               |                   |
|-------------------------------|-------------------|
| THE LONDON LAW AGENCY LIMITED |                   |
| TEMPLE CHAMBERS.              |                   |
| TEMPLE AVENUE,                |                   |
| LONDON                        | Postcode EC4Y 0HP |

Number of continuation sheets attached (see note 1)

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

|                            |
|----------------------------|
| THE LONDON LAW AGENCY LTD. |
| TEMPLE CHAMBERS.           |
| TEMPLE AVENUE              |
| LONDON EC4Y 0HP            |

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Company Registration Agents and Publishers

TEMPLE CHAMBERS TEMPLE AVENUE LONDON EC4Y 0HP Tel 01-353 9471 (3 lines)

Page

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) JILLIAN NAOMI SACK                            |                  | Business occupation<br>OFFICE/PUBLICITY MANAGER |  |
| Previous name(s) (note 3)                                   |                  | Nationality<br>BRITISH                          |  |
| Address (note 4) 39 HASSINGTON ROAD                         |                  | Date of birth (where applicable)<br>(note 6)    |  |
| LONDON  | Postcode NW3 2TY |   |  |
| Other directorships †<br>TIMBERLUSH LIMITED                 |                  |   |  |
| I consent to act as director of the company named on page 1 |                  |   |  |
| Signature <i>J. Sack</i>                                    |                  | Date 23.05.86                                   |  |

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

|   |                  |  |  |
|---|------------------|--|--|
| Name (note 3) VALERIE ANNE GIBSON                                 |                  | Business occupation<br>LECTURER              |  |
| Previous name(s) (note 3)   |                  | Nationality<br>BRITISH                       |  |
| Address (note 4) 80 PARLIAMENT HILL MANSTONS<br>LISSENDEN GARDENS |                  | Date of birth (where applicable)<br>(note 6) |  |
| LONDON  | Postcode NW5 1NB |  |  |
| Other directorships †<br>NIL                                      |                  |  |  |
| I consent to act as director of the company named on page 1       |                  |  |  |
| Signature <i>V. Gibson</i>  |                  | Date 20th May 1986                           |  |

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

Please do not  
write in  
the 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)   |  | VALERIE ANNE GIBSON            |         |
| Previous name(s) (note 3)                                    |  |                                |         |
| Address (notes 4 & 7)  |  | 80 PARLIAMENT HILL MANSIONS    |         |
|  |  | LISSENDEN GARDENS              |         |
|  |  | LONDON                         |         |
|  |  | Postcode                       | NW5 1NB |
| I consent to act as secretary of the company named on page 1 |  |                                |         |
| Signature  |  | Date 20 <sup>th</sup> May 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     |

delete if the form is  
signed by the  
subscriber

|   |  |         |
|---|--|---------|
| Signature of agent on behalf of subscribers |  | Date    |
|   |  | 20/5/86 |

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. 2039397

I hereby certify that

LONDON REGD: ARTS CLUB

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

31 JULY 1986

*D. G. Blackstock*  
D. G. BLACKSTOCK

an authorised officer