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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

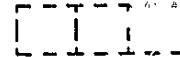
Pursuant to section 12(3) of the Companies Act 1935

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

To the Registrar of Companies

For official use

For official use



2055398

Name of company

* insert full
name of Company

* THE WATFORD CHAMBER OF COMMERCE AND INDUSTRY
~~is a company limited by guarantee and not having a share capital~~

I, CHRISTOPHER JAMES GREEN

of REYNOLDS, JOHNSON & GREEN

GRESHAM HOUSE, 53 CLARENDON ROAD, WATFORD, HERTS. WD1 1LA

† 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

38 High Street

Watford

Declarant to sign below

the

1st

day of

August

One thousand nine hundred and

eighty six

before me

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

JEFFREY DOCTORS

A SOLICITOR EMPOWERED
TO ADMINISTER OATHS

JOHN & SONS LIMITED
SOLICITORS
10, MARKET STREET
WATFORD, HERTS.
WD1 1LA

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

MESSRS REYNOLDS, JOHNSON & GREEN
SOLICITORS
GRESHAM HOUSE
53 CLARENDON ROAD
WATFORD
HERTS
WD1 1LA

For official Use

New Companies Section

Post room

2055398

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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

For official use

☐ ☐ ☐

Company number

2055398

Name of company

* THE WATFORD CHAMBER OF COMMERCE AND INDUSTRY

I, CHRISTOPHER JAMES GREEN
of GRESHAM HOUSE, 53 CLARENDON RD WATFORD HERTS.

† delete as
appropriate

del

a [Solicitor engaged in the formation of the above-named company] ^{and} person named as director or
secretary of the above company in the statement delivered under section 10 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 38 High Street
Watford WD1 2BS

Declarant to sign below

C. J. Green

the 28 day of August
One thousand nine hundred and eighty six
before me J. Nolan - Solicitor

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

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

MESSRS REYNOLDS, JOHNSON & GREEN
SOLICITORS
GRESHAM HOUSE
53 CLARENDON ROAD
WATFORD
HERTS
WD1 1LA

For official Use

New Companies Section

Post room

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2055 210

THE COMPANIES ACT 1985

Company limited by Guarantee and
not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

THE Watford Chamber Of Commerce and Industry

1. The name of the company (hereinafter called "the Chamber") is THE WATFORD CHAMBER OF COMMERCE AND INDUSTRY.

2. The registered office of the Chamber is to be situated in England.

3. The objects for which the Chamber is established are:

(i) To take over such of the assets and liabilities of the unincorporated association known as the Watford Chamber of Commerce and Industry as may be lawfully taken over by the Chamber.

(ii) To promote and protect the home and overseas trade, commerce and industry of Watford and district.

(iii) To consider all questions connected with such trade, commerce and industry.



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(iv) To promote, support or oppose United Kingdom or foreign legislation or other measures whether proposed or existing and affecting trade, commerce and industry.

(v) To represent, express and give effect to views and opinions of those engaged in trade, commerce and industry on all matters affecting their interests at international, national, regional and local government level.

(vi) To subscribe to or become a member of or promote the aims and objects of any British or foreign society, association or company, whether incorporated or not having objects altogether or in part similar to all or any of the objects of the Chamber.

(vii) To enter into agreements with other Chambers or Commerce and other bodies for the advancement of trade, commerce and industry.

(viii) To provide, assist or make arrangements for providing services or facilities of any kind which are designed to assist Members of the Chamber in the conduct of trade, commerce or industry, or in meeting any legislative or other requirement of for facilitating the conduct of business.

(ix) Without limiting any powers which apart from this sub-paragraph would be implied, to issue documents and to give guarantees and undertakings in relation to the import and export of goods into and out of the United Kingdom and other countries for any permanent or temporary purpose, in accordance with any

International Conventions which may from time to time be ratified by the Government of the United Kingdom.

(x) To purchase, acquire, exchange, sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with, all or any part of the property of the Chamber as may be deemed expedient with a view to the promotion of its objects.

(xi) To borrow or raise money upon such terms as may be convenient with or without the giving of security.

(xii) To invest the moneys of the Chamber 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.

(xiii) To undertake, by arbitration, the settlement of disputes arising out of trading, commercial or industrial transactions.

(xiv) To employ and remunerate out of the funds of the Chamber any officers, secretaries, clerks, operators and other persons whose services may be deemed necessary or expedient for carrying out any of the objects of the Chamber and to establish and support, or to aid in establishing and supporting, associations, institutions, trusts, funds or conveniences designed to benefit employees or past employees of the Chamber or the connections or dependants of such persons.

(xv) To do all such other things in the United Kingdom and elsewhere as may promote the extension of trade, commerce and industry or be incidental or conducive to the attainment of the foregoing objects.

Provided that:-

(a) In case the Chamber shall take or hold any property which may be subject to any trusts, the Chamber shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(b) The objects of the Chamber shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(c) In case the Chamber shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Chamber 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 Committee or Governing Body of the Chamber shall be chargable for any such Property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such

property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been effected, and the incorporation of the Chamber shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Executive Committee or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Chamber was not incorporated.

4. The income and property of the Chamber shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way or profit, to Members of the Chamber. Provided that nothing herein shall prevent any payment in good faith by the Chamber:-

- (a) of reasonable and proper remuneration to any Member, officer or servant of the Chamber for any services rendered to the Chamber.
- (b) of interest on money lent by any Member of the Chamber at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the being by the Bank of England or 3 per cent whichever is the greater.
- (c) of reasonable and proper rent for premises demised or let by any Member of the Chamber.

5. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force unless the same have been previously submitted to and approved by the Department of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Department of Trade to the Chamber in pursuance of Section 19 of the Companies Act 1948.

7. The liability of the Members is limited.

8. Every Member of the Chamber undertakes to contribute to the assets of the Chamber in the event of its being wound up while he is a Member or within one year afterwards for payment of the debts and liabilities of the Chamber contracted before he ceases to be a Member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding two pounds (£2).

9. If upon the winding-up or dissolution of the Chamber 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 Chamber but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Chamber and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as imposed on the Chamber under or by virtue of Clause 4 hereof such institution or institutions to be determined by the Members of the Chamber at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Chamber and the matter in respect of which such receipts and expenditure take place of the property, credits and liabilities of the Chamber 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 Chamber for the time being in force, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Chamber 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 subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Name and Addresses of Subscribers:

1. CHRISTOPHER JAMES GREEN
LONG REDDINGS, RUTONS LANE,
CHALFONT ST GILES BUCKS.
2. ALAN JOHN BAILEY,
64 MEADOWCROFT
ST ALBANS, HERTS.
3. BARRY JOHN HAMMOND
14 DERWENT ROAD,
LEVERSTOCK GREEN, HEMEL HEMPSTEAD,
HERTS.

Dated 15th day of August

1986

Witness to above signatures

Mr. M.B. Patel,
53 Butcher Road,
West Harrow, MIDDX

THE COMPANIES ACT 1985

Company limited by Guarantee and
not having a Share Capital

ARTICLES OF ASSOCIATION

OF

The Watford Chamber of Commerce and Industry

INTERPRETATION

1. In these regulations:-

"The Act" means the Companies Act, 1985 including any Statutory modification or re-enactment thereof for the time being in force.

"The Chamber" means The Watford Chamber of Commerce and Industry, being the Company limited by guarantee incorporated under the Act.

"The Articles" means the articles of the Chamber.

"Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"Executed" includes any mode of execution.

"Office" means the registered office of the Chamber.

"The Seal" means the secretary of the Chamber or any person appointed to perform the duties of the Secretary of the Chamber, including a joint, assistant or deputy Secretary.

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

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when these regulations become binding on the Chamber.

MEMBERS

2. (a) The Subscriber to the Memorandum of Association of the Chamber and such other persons as are admitted to membership in accordance with the articles shall be members of the Chamber. No person shall be admitted a member of the Chamber unless he is approved by the Executive. Every person who wishes to become a member shall deliver to the Chamber an application for membership in such form as the Executive require executed by him.

(b) The interests and rights of all Members are personal only and shall not be transferable and shall cease on death or liquidation.

(c) The Secretary shall keep a register of all the Members of the Chamber and where appropriate details of their authorised representatives.

3. For the purpose of registration the number of Members of the Chamber is declared to be unlimited.

SUBSCRIPTIONS

4. (a) The Subscriptions payable by different categories of Members and the definition of such categories shall be determined by the Executive.
- (b) The decision of the Executive in relation to any question arising out of or in connection with or otherwise in relation to any matters so determined shall be final and binding on all Members.
5. (a) A Member may terminate his membership by giving notice to the Secretary at least three months before the expiration of his subscription year; otherwise he shall be held liable to pay his subscription for the ensuing year and such subscription shall be a debt due to and legally recoverable by the Chamber.
- (b) Any Member shall ipso facto cease to be a Member of the Chamber, if:-
- (i) he is adjudicated bankrupt or suspends payments or compounds with his creditors;
- (ii) being a company any order is made or effective resolution passed for winding-up otherwise than for the purposes of reconstruction or amalgamation;

(iii) he is convicted of any indictable offence other than under the Road Traffic Acts;

(iv) he is found lunatic or is medically certified of unsound mind;

(v) he neglects to pay his subscription for six months or persistently neglects or refuses to pay any other moneys which may be due from him to the Chamber but he may be re-admitted at any Meeting of the Executive by resolution and on paying his subscription or other dues in arrears;

(vi) he neglects or refuses to comply with any Articles of Association and/or Bye-Laws of the Chamber after written notice has been sent to him by registered post by the Secretary on the instructions of the Executive directing his attention to such neglect or refusal.

(c) The Executive may by resolution determine the Membership of any Member whose conduct in the opinion of a majority of the Executive makes him no longer acceptable as a Member of the Chamber, provided that (i) at least twenty-one days' notice of the proposed resolution to terminate the Membership has been given, (ii) not fewer than two-thirds in number of the members of the Executive present and entitled to vote, vote in favour of the resolution and (iii) the Member whose Membership is in question is given at least twenty-one

days' notice of the proposed resolution and a reasonable opportunity to attend the meeting and to be heard in his defence.

GENERAL MEETINGS

6. (a) An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Chamber and subsequently once in every year at such time (within a period of not more than fifteen months after the last Annual General Meeting) and place as may be determined by the Executive. All other General Meetings shall be called Extraordinary General Meetings.
- (b) An Annual General Meeting shall receive the report of the Executive, the income and expenditure account and Balance Sheet, and the report of the Auditors; elect members of the Executive; and appoint Auditors. All other business at an Annual General Meeting shall be deemed special. Every notice of an Annual General Meeting shall designate the meeting as such.
- (c) Extraordinary General Meetings may be held from time to time in each year as the Executive shall determine or on a requisition of not less than ten per cent of the Members of the Chamber entitled to vote. All business at an Extraordinary General Meeting shall be deemed special.
- (d) At least twenty-one clear days' notice of the day, hour and place fixed by the Executive of any General Meeting and, in the

case of special business, of the general nature of such business, shall be given to every Member of the Chamber and to the Auditors. No business shall be transacted at a General Meeting of which such notice has not been given.

(e) The President of the Chamber or his deputy duly constituted under these Articles shall be Chairman at every General Meeting of the Members.

(f) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. 6 Members present in person shall be a quorum for all purposes.

(g) Where a quorum is not present the meeting, if convened on the requisition of the 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 and, if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present shall be a quorum.

(h) The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty 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.

(i) 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 by the Chairman or by at least three Members present in person and entitled to vote at the meeting, or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

(j) Unless a poll is duly 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 or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Chamber, 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.

VOTING

7. (a) Subject as hereinafter provided each Member shall have one vote.

(b) The vote of a corporate body shall be exercised by any one director or the secretary or other nominated official thereof.

(c) The vote of an unincorporated body or partnership shall be exercised by a person or partner nominated by the Member concerned.

(d) No Member shall have the right to vote until his first subscription has been paid.

(e) No Member shall have the right to vote if his subscription is more than six months overdue.

(f) Voting by proxy shall not be permitted.

(g) In all cases the Chairman of the Meeting shall have the right to vote and may also exercise a casting vote, in the case of an equality of votes, whether taken on a show of hands or by ballot at a meeting or otherwise.

(h) A person elected as an honorary member by the Executive shall not be entitled to vote at Meetings of the Chamber.

THE EXECUTIVE

8. The business of the Chamber shall be managed by an Executive which shall be constituted in accordance with the following provisions:-

(a) The Executive shall consist of:-

(i) Such number, as the Chamber in General Meeting may from time to time determine, of elected members chosen out of the general body of the Members, but shall not be less than two.

- (ii) Such number as shall be determined by the Executive of representatives of trade, professional and other organisations, whether Members of the Chamber or not.
 - (iii) Such ex-officio members as the Chamber in general meeting may determine.
 - (iv) Such co-opted members, whether Members of the Chamber or not, as the Executive may from time to time determine.
 - (v) The Chairman of Trade Sections and of Standing Committees of the Chamber.
 - (vi) The immediate past Chairman of the Executive.
 - (vii) Such Members of the Chamber as may be co-opted by the Executive to fill a casual vacancy amongst the elected members of the Executive to serve until the member of the Executive whose place he has filled would have retired.
- (b) No person shall be incapable of becoming or being a member of Executive by reason only of the fact that at the time of his coming or being appointed or re-appointed a member of the Executive he has attained the age of seventy and no member of the Executive shall ipso facto vacate office by reason only of his having attained that age.

(c) If any member of the Executive under sub-paragraphs (a)(i), (v) or (vi) above shall at any time cease to be a Member of the Chamber (or if the company of which he is a director or Secretary or the nominated official or, if an unincorporated body or partnership of which he is the person or parties nominated by that member) shall cease to be a Member of the Chamber he shall ipso facto cease to be a member of the Executive.

(d) If any member of the Executive fails in any year to attend at least four of the Executive meetings in that year he shall cease to be a member of the Executive unless the Executive resolves that his failure to attend the appropriate number of meetings has been avoidable.

ELECTION OF EXECUTIVE

9. (a) (i) The first members of the Executive shall be appointed in writing by a majority of the subscribers to the Memorandum of Association and shall retire from office at the first Annual General Meeting.
- (ii) The members of the Executive shall retire at each subsequent Annual General Meeting but each member of the Executive so retired shall be eligible for re-election, provided he has attended the required number of meetings in the year or has satisfied the Executive that his failure to attend the requisite number of meetings was

unavoidable. Members of Executive co-opted to fill casual vacancies shall retire at the time the member of Executive whom they replaced was due to retire.

(b) The period of office of an elected member of the Executive shall be one year.

(c) The names of retiring members of the Executive shall be notified to the Members of the Chamber with the Notice commencing the Annual General Meeting.

(d) Candidates for election to the Executive must be proposed and seconded by Members of the Chamber on the official nomination paper at the registered office of the Chamber not less than twenty-eight days before the Annual General Meeting. The names, addresses, occupations and qualifications of the candidates, together with the names of their proposers and seconders, shall be available for inspection by Members of the Chamber during ordinary business hours on demand and a list of the candidates nominated shall be sent to the Members of the Chamber with the notice convening the Annual General Meeting.

(e) All Members of the Chamber shall have equally the power to propose or second eligible candidates for election to the Executive and each Member may nominate as many candidates for election as there are vacancies.

(f) Whenever the number of candidates duly proposed and seconded and not otherwise ineligible equals the number of vacancies, the

election shall be deemed to have taken place when the chairman of the meeting has declared that this is so.

(g) If there be fewer candidates nominated than there are vacancies, those nominated shall be declared by the Chairman of the meeting to have been duly elected and the remaining vacancies may be filled by the Executive at their first meeting after the Annual General Meeting from among the Members of the Chamber without previous nomination.

(h) If there be more candidates duly proposed and seconded and not otherwise ineligible than there are vacancies to be filled, then at least twenty-one days before the Annual General Meeting or the Members at which the election of the members of the Executive is to take place a voting paper prepared in accordance with the form approved by the Executive shall be sent to every Member of the Chamber in the manner laid down in these Articles for the despatch of notices to enable each Member to record his vote or votes thereon. Each voting paper to be included in the count shall be duly signed as provided by the Executive under these Articles and returned to the office of the Chamber or handed in to the Chairman at the meeting. The vacancies shall be filled by those candidates receiving the greater number of votes.

PROCEEDING OF EXECUTIVE

10. (a) The Executive shall meet not less than five times a year for the despatch of business, and otherwise adjourn and regulate their meetings as they think fit.

(b) Questions arising at any meeting shall be decided by a majority of votes, each member present of those eligible to vote having one vote. The Chairman on all occasions shall have the right to vote and may also exercise a casting vote in the case of an equality of votes.

(c) Members of the Executive under Clause 8(a)(ii), (iii), (iv) and (v) of these Articles shall not have the right to vote unless they are Members of the Chamber or they are the nominated official or nominated person of a Member being a body corporate partnership or unincorporated.

(d) The Executive shall cause proper minutes to be made of the proceedings of all meetings of the Chamber, the Executive and of every committee and Trade Section of the Chamber. All business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be conclusive evidence without any further proof of the facts stated therein.

(e) Such minutes shall be recorded in suitable books and be open to inspection to any Member of the Chamber at all convenient times.

(f) On a requisition in writing from not fewer than one-fourth of the members of the Executive eligible to vote at Executive Meetings, the Chairman or a Vice-Chairman or, in case of their absence or refusal, the Secretary shall call a meeting of the Executive giving not

less than fourteen days' notice. The object of such a meeting shall be stated in the requisition and notice.

(g) A President and Chairman, two Vice-Chairmen and an Honorary Treasurer shall be elected annually by the Executive at their first meeting after the Annual General Meeting. The position of President and Chairman may be separated or be combined (as the Executive shall decide) so that only one person is elected to fill both offices. The election shall be by ballot if more than one candidate is proposed and seconded for any office and the result shall be determined by a simple majority.

(h) All acts done by a meeting of the Executive, or of a Committee of the Executive, or by a person acting as an officer of the Chamber or as a member of the Executive shall, notwithstanding that if be afterwards discovered that there was a defect in the appointment of the Executive or any member thereof or officer of the Chamber or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be an Executive and had been entitled to vote.

(i) The Executive may continue to act, notwithstanding any vacancy in their body.

(j) Special Meetings of the Executive may be called by the Chairman or in his absence by a Vice-Chairman or the President at any time on his own authority.

EXECUTIVE EXPENSES

11. The Executives may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance of meetings of Executives or Committee of Executives or general meetings or separate meetings of the holders of debentures of the Chamber or otherwise in connection with the discharge of their duties.

SECRETARY

12. A Secretary shall be appointed by the Executive for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. The Secretary shall attend meetings of the Executive and the Chamber but shall not be entitled to vote.

OTHER EMPLOYEES

13. (a) Such other officials and assistants as may be required shall be appointed by the Executive at salaries and on terms to be fixed by the Executive.

(b) The Executive may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any been employed by the Chamber and to the wives, widows, children or other relations and dependants of any such persons, and may set up, establish support and maintain pension, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinafter referred to or any of them or any class of them.

STANDING COMMITTEES

14. The Executive may appoint (and at their discretion disband) Committees consisting wholly or partly of members of their body and such persons, whether Members of the Chamber or not, as they think fit, for the purpose of advising, considering and reporting to the Executive on any subjects referred to them for consideration. Any Committee so appointed shall conform to any regulations that may be prescribed by the Executive shall be delegated to any such Committee.

TRADE SECTIONS

15. (a) Any number of Members of the Chamber who may desire to associate themselves together in a Section with a view to representing the interests of any particular trade, industry or other activity may address the Executive of the Chamber to that effect and the Executive may thereupon authorise the formation of such a Section and in such respect the decision of the Executive shall be final and binding.
- (b) No resolution or act of a Section shall in any way bind the Executive or the Chamber until such resolution or act shall have been confirmed by the Executive or by the Chamber in General Meeting.
- (c) All proceedings of Sections and their relations to and connections with the Executive shall be regulated by Bye-Laws to be approved from time to time by the Executive.

(d) The Executive shall have powers to dissolve any Section of the Chamber if they consider the Section to be no longer representative of or useful to the trade, industry or other activity for which it was established or its continuance otherwise no longer in the interests of the Chamber provided that before any Section is dissolved the Secretary shall give at least one month's notice of the Executive's intention to the members of the Section so that they may have an opportunity of discussing the matter with the Executive.

ARBITRATION

16 The Chamber may undertake through its Executive or a Committee appointed for the purpose the settlement of disputes arising out of commercial transactions under such regulations as the Executive may from time to time direct.

THE SEAL

17. The Executive shall provide for the safe custody of the Seal which shall only be used by the authority of the Executive or of a Committee of members of the Executive authorised by the Executive in that behalf and every instrument to which the Seal shall be affixed shall be signed by a member of the Executive and shall be countersigned by the Secretary or by some other person appointed by the Executive for the purpose.

BYE-LAWS

18. (a) The Executive may at any time and from time to time make Bye-Laws or Regulations on any matter for the purpose of the better regulation

of the affairs of the Chamber and in particular to meet the requirements laid down by these Articles provided that Bye-Laws or Regulations requiring under these Articles the approval of the Chamber in General Meeting shall have no effect until such approval has been obtained and further provided that nothing in this Article shall authorise the Executive to make any Bye-Laws or Regulations which involve or purport to involve or constitute such addition or modification of these Articles as could only lawfully be made by Special Resolution.

(b) The Executive may from time to time subject to the same restrictions add to, rescind, alter or amend any such Bye-Laws or Regulations.

(c) Every Member of the Chamber shall be entitled to receive on demand from the Secretary a copy of the Bye-Laws or Regulations and upon any alteration to the Bye-Laws or Regulations being made pursuant to this Article the Secretary of the Chamber shall send to every Member of the Chamber a copy of such alteration.

FUNDS

19. The funds of the Chamber shall be under the control of the Executive for the time being and no money shall be paid unless sanctioned by a resolution of the Executive.

20. (a) The Executive shall cause proper books to be kept which shall show particulars of all sums of money received and expended by the Chamber and the matter in respect of which such

receipt and expenditure take place and also the assets and liabilities of the Chamber and of all sales and purchases of goods by the Chamber. 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 Chambers' affairs and to explain its transactions.

(b) The books of account shall be kept at the registered office of the Chamber or, at such other place or places as the Executive think fit.

(c) The accounts and books of the Chamber shall at all times be open to the inspection of members of the Executive and shall also be open to the inspection of Members of the Chamber during business hours, subject to any reasonable restrictions as to the time and manner of inspecting the same that may from time to time be imposed by the Chamber in General Meeting and provided always that such right of inspection shall not be exercisable by Members of the Chamber in any case in which it would, in the opinion of the Executive, be detrimental to the interests of the Chamber that it should be exercised.

(d) The Executive shall cause to be prepared annually and laid before the Chamber at the Annual General Meeting an income and expenditure account and a balance sheet. Every such balance sheet shall be accompanied by proper reports of the Executive and of 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 documents required by law to be annexed or attached thereto. The same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Sections 240 and 246 of the Companies Act 1985, be sent to the Auditors and to all persons entitled to receive notices of the Annual General Meeting, provided that this Article shall not require a copy of these documents to be sent to any Member of whose address the Chamber is unaware. The Auditors' report shall be open to inspection and shall be read before the Meeting as required by Section 241(2) of the Companies Act 1985.

AUDIT

21. (a) Once at least in every year the accounts of the Chamber shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditors.

(b) Auditors shall be appointed and their duties regulated in accordance with Section 389 of the Companies Act 1985, the members of the Executive being treated as the Directors mentioned in those Sections.

NOTICES

22. (a) Notices, including papers, shall be served upon Members either personally or by post in prepaid letters or circulars, addressed to each Member at his registered address appearing in the register of Members of the Chamber.

- 40 -

(b) Any notice or circular sent by post shall be deemed to have been served the day following the day of posting and in proof of such service it shall be sufficient to show that the letter containing the notice or circular was properly addressed and put into the Post Office or any post box under the control of the Post Office Corporation.

(c) The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any Member shall not invalidate the proceedings or any meeting.

ALTERATION OF ARTICLES

23. No alteration shall be made in these Articles except by special resolution at a General Meeting of Members of which not less than twenty-one clear days' notice specifying the intention to propose the resolution as a special resolution shall have been duly given as provided by Section 378 of the Companies Act 1985. Any such resolution shall be subject to the prior approval of the Department of Trade.

DISSOLUTION (WINDING-UP)

24. The provisions of Clause 9 of the Memorandum of Association of the Chamber relating to the winding-up and dissolution of the Chamber shall apply as if those provisions were repeated here.

INDEMNITY

25. Subject to the provisions of the Act but without prejudice to any indemnity to which an Executive may otherwise be entitled, every member of the Executive

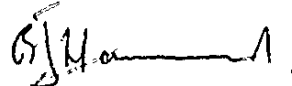
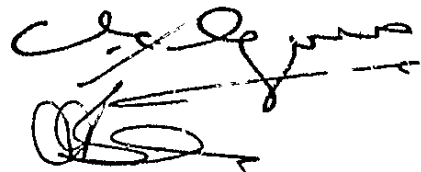
and of any committee of the Executive and the agents, auditors and other officers for the time being of the Chamber acting in relation to any of the affairs of the Chamber and every of them and every of their executors and administrators shall be indemnified out of the assets of the Chamber against any liability incurred by him in defending any proceedings whether criminal or civil in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Chambers.

Name and Addresses of Subscribers:

1. CHRISTOPHER JAMES GREEN
LONG REDAINES, BORTONS
LANE, CHALFONT ST GILES
BUCKS
2. ALAN JOHN BAILEY,
64 MEADOWCROFT
ST ALBANS, HERTS
3. BARRY JOHN HAMMOND,
14 DERWENT ROAD, LEVERSTOCK GREEN,
HEMEL HEMPSTEAD

Dated 11th day of August

Witness to above signatures



1986

Mr M.B. Patel
58 Butler Road
West Haverly,
MIDDX.



G

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

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

For official use

2055398

Name of company

* insert full name
of company

* THE WATFORD CHAMBER OF COMMERCE AND INDUSTRY
company limited by guarantee and not having a share capital

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

| | |
|--|---------|
| Abbey House, 26 The Parade, High Street, WATFORD Herts. | |
| Postcode | WD1 2HA |

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



| | |
|---------------------------------------|---------|
| REYNOLDS JOHNSON & GREEN (SOLICITORS) | |
| GRESHAM HOUSE, | |
| 53 CLARENDON ROAD, | |
| WATFORD HERTS. | |
| Postcode | WD1 1LA |

Number of continuation sheets attached (see note 1)

PRINTED AND CIRCLED BY

Johnsons

JORDAN & BOWEN
SOLICITORS
100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 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2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 2088, 2089, 2090, 2091, 2092, 2093, 2094, 2095, 2096, 2097, 2098, 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, 2108, 2109, 2110, 2111, 2112, 2113, 2114, 2115, 2116, 2117, 2118, 2119, 2120, 2121, 2122, 2123, 2124, 2125, 2126, 2127, 2128, 2129, 2130, 2131, 2132, 2

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) CHRISTOPHER JAMES GREEN | | Business occupation SOLICITOR |
| Previous name(s) (note 3) | | Nationality BRITISH |
| Address (note 4) LONG REDDINGS BURTONS | | Date of birth (where applicable) (note 6) |
| LANE CHATFONT | Postcode HP8 4BL | |
| Other directorships † WATFORD ENTERPRISE AGENCY; WENTA SERVICES LTD; CLARENDON CORPORATE SERVICES LIMITED; ABC CONVEYANCERS LTD; FIRECREST AVIATION LTD; FIRECREST AVIATION(HIRE)LTD; INTERNATIONAL SALVAGE AND MARINE CLAIMS LTD. | | |
| I consent to act as director of the company named on page 1 | | |
| Signature <i>C. Green</i> | | Date 1 August '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) ALAN JOHN BAILEY | | Business occupation ADMINISTRATION MANAGER |
| Previous name(s) (note 3) | | Nationality BRITISH |
| Address (note 4) 64 MEADOWCROFT | | Date of birth (where applicable) (note 6) |
| ST. ALBANS | Postcode AL1 1UF | |
| Other directorships † | | |
| I consent to act as director of the company named on page 1 | | |
| Signature <i>A. Bailey</i> | | Date 10. August 1986 |

| | | |
|---|-------------------------|--|
| Name (note 3) GARRY JOHN HAMMOND | | Business occupation INSURANCE BROKER |
| Previous name(s) (note 3) | | Nationality BRITISH |
| Address (note 4) 14 PERWENT RD | | Date of birth (where applicable) (note 6) |
| LEWESSTOCK GREEN | Postcode HP3 8RE | |
| Other directorships † 11066 BUSINESS LTD | | |
| I consent to act as director of the company named on page 1 | | |
| Signature <i>G. Hammond</i> | | Date 1/8/86 |

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) <i>Margaret Carney</i> | |
| Previous name(s) (note 3) | |
| Address (notes 4 & 7) <i>119 Rickmansworth Road</i> <i>Watford, Herts</i> | |
| Postcode | <i>WD1 7JD</i> |
| I consent to act as secretary of the company named on page 1 | |
| Signature <i>M. Carney</i> | Date <i>1. 8. 86</i> |

| | |
|--|------|
| 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
subscribers

| | |
|---|-----------------------------|
| <i>Reynolds Johnson + Green</i> | |
| Signature of agent on behalf of subscribers | Date <i>1st August 1986</i> |

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 |
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| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2055398

I hereby certify that

THE WATFORD CHAMBER OF COMMERCE AND INDUSTRY

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 15TH SEPTEMBER 1986

A handwritten signature in dark ink, appearing to read 'B. Norman'.

B. NORMAN
an authorised officer