



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

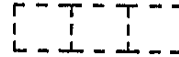
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use



226135

Name of company

• ELDONIAN DEVELOPMENT TRUST LIMITED

*Insert full name of
company

I, LAWRENCE HOLDEN

of 1 DALE STREET, LIVERPOOL L2 2ET

†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 LIVERPOOL

Declarant to sign below

the 10 day of May

One thousand nine hundred and eighty-eight

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.~~Presentor's name, address and
reference (if any):BRABNER HOLDEN AND COMPANY
1 DALE STREET
LIVERPOOL L2 2ET

For official use

New Companies Section

Post room

COMPANIES REGISTRATION

11 MAY 1988

OFFICE

8

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

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

* insert full name
of company

To the Registrar of Companies

For official use

Name of company

* ELDONIAN DEVELOPMENT TRUST LIMITED

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

31 ELDON STREET LIVERPOOL 3 MERSEYSIDE

Postcode L3

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



BRABNER HOLDEN & COMPANY (SOLICITORS)

1 DALE STREET

LIVERPOOL

Postcode L2 2ET

Number of continuation sheets attached (see note 1)

8

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

Brabner Holden & Company
1 Dale Street
Liverpool L2 2ET

LH.ARH.

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) Margaret Lillian Clarke		Business occupation Housewife
Previous name(s) (note 3) None		Nationality British
Address (note 4) 29a Eldon Street Liverpool		Date of birth (where applicable) (note 6)
	Postcode L3 6HQ	
Other directorships † Eldonian Community Trust Ltd		
I consent to act as director of the company named on page 1		
Signature <i>M L Clarke</i>		Date <i>13th April 1988</i>

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

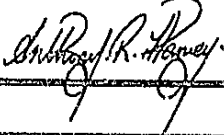
Name (note 3) Anthony McGann		Business occupation Parochial Club Manager
Previous name(s) (note 3) None		Nationality British
Address (note 4) 98 Burlington Street Liverpool 3		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships † Eldonian Housing Co-op Ltd		
Eldonian Community Trust Ltd		
I consent to act as director of the company named on page 1		
Signature <i>A McGann</i>		Date <i>8-4-88</i>

Name (note 3) William Little		Business occupation Horticultural Supervisor
Previous name(s) (note 3) None		Nationality British
Address (note 4) 9 McKeown Close Liverpool 5		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships † Eldonian Community Trust Ltd		
I consent to act as director of the company named on page 1		
Signature <i>W Little</i>		Date <i>6.4.88</i>

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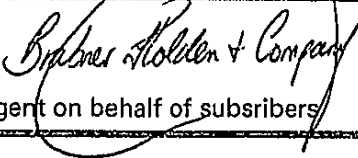
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bold block lettering

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)		Anthony Robert Harvey		
Previous name(s) (note 3)				None
Address (notes 4 & 7)				Flat 4 13 Caroline Place Oxton Wirral
			Postcode	L43 1TR
I consent to act as secretary of the company named on page 1				
Signature				
		Date 9th April 1988.		

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

		Date 6th May 1988.	
Signature of agent on behalf of subscribers			

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
Sig...d	Date

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COMPANIES FORM No. 10 (cont.)

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

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 1
to Form No. 10

Company number

Name of company

* Insert full name
of company

* ELDONIAN DEVELOPMENT TRUST LIMITED

Particulars of other directors (continued)

Name (note 3) Alice White		Business Occupation Retired Factory Worker
Previous name(s) (note 3) None		Nationality British
Address (note 4) 3 Sylvester Street Liverpool 5		Date of birth (where applicable) (note 6)
	Postcode	
I consent to act as director of the company named above (notes 9 and 10)		
Signature <i>Alice White</i>		Date <i>8-4-88</i>

Particulars of other directorships

Eldonian Community Trust Ltd

† delete if
inappropriate

continued overleaf †

Please do not
write in
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COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No 2
to Form No. 10


Company number

Name of company

* insert full name
of company

* ELDONIAN DEVELOPMENT TRUST

Particulars of other directors (continued)

Name (note 3) John Forrest	Business Occupation Council Caretaker
Previous name(s) (note 3) None	Nationality British
Address (note 4) 34 Eldon Street Liverpool 3	Date of birth (where applicable) (note 6)
Postcode 6HQ	
I consent to act as director of the company named above (notes 9 and 10)	
Signature 	Date 8/4/88

Particulars of other directorships

Eldonian Community Trust Ltd

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Please complete
legibly, preferably
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bold block lettering

* insert full name
of company

COMPANIES FORM No. 10 (cont.)

Statement of first directors and secretary and intended situation of registered office (continuation)


Continuation sheet No 3
to Form No. 10

Company number

Name of company

* ELDONIAN DEVELOPMENT TRUST LTD

Particulars of other directors (continued)

Name (note 3) Paul Morris		Business Occupation Tailor
Previous name(s) (note 3) None		Nationality British
Address (note 4) 47 Blenheim Towers Liverpool 5		Date of birth (where applicable) (note 6)
	Postcode L58XB	
I consent to act as director of the company named above (notes 2 and 10)		
Signature 		Date 13 April 1988

Particulars of other directorships

Eldonian Community Trust Ltd

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Please complete
legibly, preferably
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bold block lettering

† insert full name
of company

COMPANIES FORM No. 10 (cont.)

Statement of first directors and secretary and intended situation of registered office (continuation)

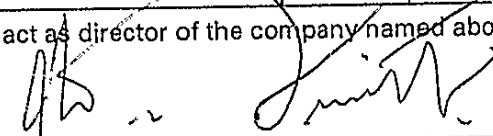
Continuation sheet No ⁴ _____
to Form No. 10

Company number

Name of company

* ELDONIAN DEVELOPMENT TRUST LTD

Particulars of other directors (continued)

Name (note 3) John Wilson Smith CBE, DL, JP		Business Occupation Director
Previous name(s) (note 3) None		Nationality British
Address (note 4) Pine Close 16 Mill Lane Gayton Heswall		Date of birth (where applicable) (note 6)
Postcode	L60 2TG	
I consent to act as director of the company named above (notes 9 and 10)		
Signature 		Date 8.4.88

Particulars of other directorships

Connor Finance Corporation Ltd
Dorpar Ltd
Gayton Consultants Ltd
L.F.C. Leisure Ltd
L.F.C. Properties Ltd
Liverpool Football Club and Athletic Grounds plc
Merseyside Cable Vision Ltd
Public Entertainments Ltd
Insignia Personalised Products Ltd
Merseyside Development Corporation

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Please complete
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* Insert full name
of company

COMPANIES FORM No. 10 (cont.)

Statement of first directors and secretary and intended situation of registered office (continuation)

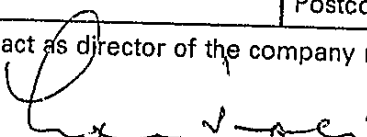
Continuation sheet No 5
to Form No. 10

Company number

Name of company

* ELDONIAN DEVELOPMENT TRUST LTD

Particulars of other directors (continued)

Name (note 3)	Geoffrey Stuart Fairfax Piper	Business Occupation	Chartered Accountant
Previous name(s) (note 3)	None	Nationality	British
Address (note 4)	The Croft Thornton Hough Wirral	Date of birth (where applicable) (note 6)	
	Merseyside		
	Postcode	L63 1JA	
I consent to act as director of the company named above (notes 9 and 10)			
Signature			Date
			8.4.1988.

Particulars of other directorships

Harrington Chambers Ltd

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Please complete
legibly, preferably
in black type, or
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* insert full name
of company

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

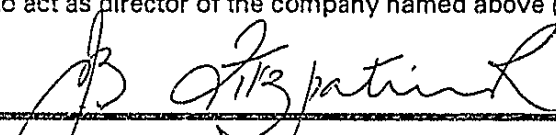
Continuation sheet No 6
to Form No. 10

Company number

Name of company

* ELDONIAN DEVELOPMENT TRUST

Particulars of other directors (continued)

Name (note 3)	James Bernard Fitzpatrick	Business Occupation	Chairman, Liverpool Health Authority
Previous name(s) (note 3)	None	Nationality	British
Address (note 4)	District Headquarters 1 Myrtle Street	Date of birth (where applicable) (note 6)	
	Liverpool		
	Postcode	L7 7DE	
I consent to act as director of the company named above (notes 9 and 10)			
Signature			Date 8 th April 1988

Particulars of other directorships
Plan Invest Group plc
Business in Liverpool Ltd (Enterprise Agency)

† delete if
inappropriate

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write in
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COMPANIES FORM No. 10 (cont.)

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

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 7
to Form No. 10

Company number

Name of company

*Insert full name
of company

* ELDONIAN DEVELOPMENT TRUST LTD

Particulars of other directors (continued)

Name (note 3)	HAROLD ALFRED THOMAS	Business Occupation	COMPANY DIRECTOR
Previous name(s) (note 3)	—	Nationality	BRITISH
Address (note 4)	106, VICTORIA ROAD, FRESHFELD MERSEYSIDE.	Date of birth (where applicable) (note 6)	
	Postcode	L37 1LP	

I consent to act as director of the company named above (notes 9 and 10)

Signature *H. A. Thomas*

Date *6/5/88*

Particulars of other directorships

MERSEYSIDE TOURISM BOARD
THE LITTLEWOODS ORGANISATION

†Delete if
inappropriate

continued overleaf†

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COMPANIES FORM No. 10 (cont.)

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

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No. 8
to Form No. 10

Company number

Name of company

*Insert full name
of company


* ELDONIAN DEVELOPMENT TRUST

Particulars of other directors (continued)

Name (note 3) <u>LAWRENCE HOLDEN</u>	Business Occupation <u>SOLICITOR</u>
Previous name(s) (note 3) <u>—</u>	Nationality <u>BRITISH</u>
Address (note 4) <u>HOLLYBANK, 12 PINE WALKS,</u> <u>PRENTON, WIRRAL</u>	Date of birth (where applicable) (note 6) <u>—</u>
Postcode <u>—</u>	

I consent to act as director of the company named above (notes 9 and 10)

Signature

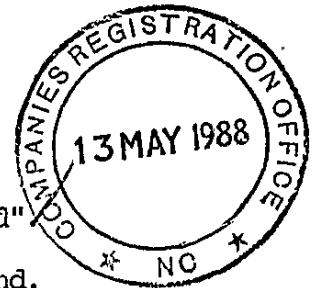


Date 8th May 1988

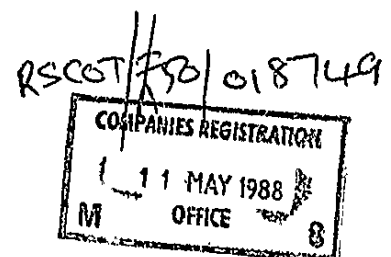
Particulars of other directorships

LIVERPOOL COUNCIL ~~FOR~~ ^{OF} SOCIAL SERVICE LIMITED
UNIVERSITY OF LIVERPOOL PENSION FUND TRUSTEES LIMITED

THE COMPANIES ACT 1985
 COMPANY LIMITED BY GUARANTEE AND NOT
 HAVING A SHARE CAPITAL
 MEMORANDUM OF ASSOCIATION
 OF
 ELDONIAN DEVELOPMENT TRUST LIMITED



1. The name of the Company is "Eldonian Development Trust Limited"
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To stimulate and promote the creation within Liverpool with priority in the neighbourhood of Vauxhall, Liverpool (the area of benefit) new enterprises having as an objective the provision of goods or services in or the creation of employment opportunity or the making of an addition to the economic well-being of the area of benefit.
 - (b) To provide assistance whether financial or otherwise to help existing small firms to expand within the area of benefit.
 - (c) To advise firms within the area of benefit whether existing or in course of creation as to appropriate management structures the keeping of accounts and the provision of controls whether in respect of finance, stock, production, quality or otherwise. To encourage and assist with commercial and industrial training within the area of benefit.
 - (d) To promote and assist in the creation and continuing operation of new enterprises by individuals and groups who are financially disadvantaged or lack employment opportunities by reason of their sex, race, social or geographical circumstances or otherwise.
 - (e) To promote and assist in the creation and continuing operation of new enterprises which are owned and controlled by employees or which are operated by and for the benefit of particular communities which suffer from economic disadvantage.
 - (f) To provide a means whereby the business community of Liverpool and the North-West can contribute to the well being of the area of benefit.



- (g) To consider all questions connected with trade commerce and manufactures and especially how those affect either small firms or the creation of those firms in the area of benefit.
- (h) To promote support or oppose legislative or other measures affecting trade commerce and manufactures particularly any such concerning small firms in the area of benefit.
- (i) To represent express and give effect to the opinions of firms on industrial and commercial questions.
- (j) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the UK or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, design protections and concessions.
- (k) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined to hold or otherwise deal with any investments made.
- (l) To enter into any arrangements with any Government or Authority (Supreme, Municipal, Local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them.
- (m) To act as agents or brokers and as Trustees for any person, firm or company and to undertake and perform sub-contracts.
- (n) To remunerate any person, firm or company rendering services to the Company.
- (o) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (p) To collaborate with any organisation or department of Government, Local Government or any firm or company having objects similar in whole or in part with those of the Company.
- (q) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of attaining the objects of the Company or any one or more of them.
- (r) To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company for the furtherance of the objects of the Company or any one or more of them.
- (s) In the furtherance of the Company's objects, to lend and advance money or give credit on such terms as seem expedient and with or without security to customers and others; to enter into guarantees, contracts of indemnity and suretyships of all kinds

and to receive money on deposit or loan upon such terms as the Company may approve.

- (t) In the furtherance of the Companies objects to pay the whole or any part of the net profits of the Company to Eldonian Community Trust Limited or such other registered charity provided that any sums so paid are held by such other registered charity on trusts prescribed by the Company and to enter into a Deed or Deeds of Covenant for such purposes
 - (u) Generally to do all such other lawful things as are incidental or conducive to the attainment of the objects of the Company or all or any of them.
4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members and management of the Company.
- Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer, director or servant of the Company or to any member of the Company, in return for any services actually rendered to the Company.
5. The liability of the Members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding up for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding One pound.
7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company, at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision 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

Anthony McGann	<i>A. McGann</i>	98 Burlington Street, Liverpool Parochial Club Manager
Margaret Lillian Clarke	<i>M. L. Clarke</i>	29A Eldon Street, Liverpool Housewife
Alice White	<i>A. White</i>	3 Silvester Street, Liverpool Retired
John Forrest	<i>J. Forrest</i>	34 Eldon Street, Liverpool Caretaker
Paul Morris	<i>P. Morris</i>	47 Blenheim Towers Liverpool L5 Tailor
William Little	<i>W. Little</i>	9 McKeown Close Liverpool L5 Horticultural Supervisor
Harold Thomas	<i>H. Thomas</i>	106, Victoria Road Freshfield Merseyside L37 Company Director
John Wilson Smith	<i>J. W. Smith</i>	Pine Close 16 Mill Lane Heswall Wirral Company Director

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

James Bernard Fitzpatrick

1 Myrtle Street
Liverpool

Chairman - Liverpool
Health Authority

Geoffrey Steuart Fairfax Piper

The Croft
Thornton Hough
Wirral

Chartered Accountant

Lawrence Holden

Hollybank
12 Pine Walks
Prenton
Wirral

Solicitor

DATED this

6th

day of

May

1988

WITNESS to the above Signatures-

Name

ANTHONY ROBERT HARGREY

Address

1 DALE STREET
LIVERPOOL L2 2ET

Occupation

TRAINEE SOLICITOR

Anthony R. Hargrey

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
ELDONIAN DEVELOPMENT TRUST LIMITED

INTERPRETATION

1. In these Articles:-

- "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
- "the Seal" means the common seal of the Company.
- "secretary" means any person appointed to perform the duties of the secretary of the Company.
- "The United Kingdom" means Great Britain and Northern Ireland.

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

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The first members of the Association shall be Eldonian Community Trust Limited and Anthony McGann.
3. (a) A member may at any time withdraw from the Company by giving at least 7 clear days' written notice to the Company. Membership shall not be transferable and shall cease on death.
- (b) The directors may also at their discretion terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the director or a committee of directors.



GENERAL MEETINGS

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors may appoint.
5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any directors or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

7. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days notice in writing at the least and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and in case of special business the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are, under the articles of the Company, entitled to receive such notices from the Company

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

- (a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than ninety five per cent

of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the directors, the election of directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.
11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
12. The chairman (if any) of the board of directors shall preside as chairman at every general meeting, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
13. If at any meeting no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
14. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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.

15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded.

(a) by the Chairman; or

(b) by at least three members present in person; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

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

The demand for a poll may be withdrawn.

16. Except as provided in Article 21, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

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

VOTES OF MEMBERS

20. Every member shall have one vote.

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

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

23. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
24. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
25. An instrument appointing a proxy shall be in the following form or at a form as near thereto as circumstances admit:

"ELDONIAN DEVELOPMENT TRUST LIMITED"

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

Signed this day of 198

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

"ELDONIAN DEVELOPMENT TRUST LIMITED"

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

Signed this day of 198

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

* Strike out whichever is not desired.

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

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

APPOINTMENT OF DIRECTORS

30. (a) Unless and until otherwise decided the number of directors shall be eleven and the first directors shall be the subscribers to the Memorandum of Association and shall serve until the next Annual General Meeting.
- (b) Subsequent directors shall be nominated by Eldonian Community Trust Limited at each annual general meeting until the following annual general meeting and shall comprise:-
- (i) five persons who are experienced with the practical running of business
 - (ii) six members of Eldonian Community Trust Limited
- (c) Eldonian Community Trust Limited shall have power at any time and from time to time to appoint any person as an addition to the existing directors, but so that the number shall not at any time exceed the number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next following annual general meeting when with the consent of that meeting the directors may add to the list of appointors referred to in article 30(d) hereof
- (d) In the event of any director resigning his office or becoming for any reason unable to act the body referred to in Article 30(c) above which appointed such director shall be entitled to appoint a replacement director to serve until the following annual General Meeting
- (e) A retiring Director shall be eligible for re-appointment

31. The Company may from time to time by special resolution increase the number of directors.

POWERS OF THE BOARD OF DIRECTORS

32. The business of the Company shall be managed by the directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised exercised by the Company in general meeting subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
33. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the directors shall from time to time by resolution determine.
34. The directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the directors
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors
 - (c) of all resolutions and proceedings at all meetings of the Company and of the directors and of committees of directors;

DISQUALIFICATION OF DIRECTORS

35. The office of a director shall be vacated if the director:-
- (a) without the consent of the Company in general meeting holds any other office of profit under the Company; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a director by reason of any order made under Sections 295 to 299 of the Act; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the company; or
 - (f) ceases to be a director by virtue of Section 293 of the Act; or
 - (g) If by notice in writing to the Association he resigns his office.

- (h) If he is removed from office by a resolution duly passed pursuant to sections 303 of the Act.
- (i) If he ceases to be a member by virtue of section 293 of the Act.
- (j) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by Section 317 of the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

PROCEEDINGS OF DIRECTORS

- 36 The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A director, may and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.
- 37 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be 5.
- 38 Notwithstanding Article 37 should the number of directors fall below 3 the continuing directors may act until such time as replacement directors are appointed under provisions of Article 30 above.
- 39 The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same the directors present may choose one of their number to be chairman of the meeting.
- 40 The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.
- 41 A committee may elect a chairman of its meetings; if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
- 42. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of

the members present, and in case of an equality of votes the chairman shall have a second or casting vote.

43. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a director.
44. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
45. Subject to the provisions of the Act and the Memorandum of Association and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
 - (a) may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
46. For the purposes of regulation 53:
 - (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his
47. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any

resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries or by virtue of his being, or intending to be a director or other officer of such subsidiary on behalf of or as a trustee or nominee for the Company.
48. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

SECRETARY

- 49 The Secretary shall be appointed by directors 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.
- 50 A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place, of the secretary.

THE SEAL

- 51 The directors shall provide for the safe custody of the seal which shall only be used by the authority of the directors or a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or be a second director or by some other person appointed by the directors for the purpose.

ACCOUNTS

- 52 The directors shall cause books of account to be kept with respect to:

- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the company;
- (c) the assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and explain its transactions.

- 53 The books of account shall be kept at the registered office of the company or subject to the provisions of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
- 54 The Board of Management shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the directors or by the company in General Meeting.
- 55 The directors shall from time to time in accordance with Section 240 and 246 of the Act and cause to be prepared and to be laid before the company in General Meeting such profit and loss accounts balance sheets group accounts (if any) and reports as are referred to in those sections.
- 56 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in General Meeting together with a copy of the Auditors Report shall not less than twenty-one clear days before the date of the meeting, be sent to every member of the company provided that this article shall not require a copy of those documents to be sent to any person of whose address the company is not aware.

AUDIT

- 57 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

- 58 A notice may be given by the company to any member, either personally or by sending it through the post to him or his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the company for the giving of notice to him. Where a notice is sent by post service of the notice shall be deemed to be effective by

properly addressing, prepaying and posting a letter containing this notice and to have been effected in the case of a notice of meeting at the expiration of twenty-four hours after the letter containing the same is posted and in any case at the time at which the letter would be delivered in the ordinary course of post.

59 Notice of every general meeting shall be given in any manner herein-before authorised to:

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

No other person shall be entitled to receive notices of general meetings.

INDEMNITY

60. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, 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 Company.

PRESIDENT, VICE-PRESIDENTS AND PATRONS

61. The directors may appoint any person to be the president and any person or persons to be vice-presidents or patrons of the Company for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointments be directors or members of the Company.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Anthony McGann	<i>A. McGann</i>	98 Burlington Street, Liverpool
		Parochial Club Manager
Margaret Lillian Clarke	<i>M. L. Clarke</i>	29A Eldon Street, Liverpool
		Housewife
Alice White	<i>A. White</i>	3 Silvester Street, Liverpool
		Retired
John Forrest	<i>J. Forrest</i>	34 Eldon Street, Liverpool
		Caretaker
Paul Morris	<i>P. Morris</i>	47 Blenheim Towers Liverpool L5
		Tailor
William Little	<i>W. Little</i>	9 McKeown Close Liverpool L5
		Horticultural Supervisor
Harold Thomas	<i>H. C. Thomas</i>	106, Victoria Road Freshfield, Merseyside L37
		Company Director
John Wilson Smith	<i>J. W. Smith</i>	Rine Close 16 Mill Lane Heswall Wirral
		Company Director

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

James Bernard Fitzpatrick

1 Myrtle Street
Liverpool

Chairman - Liverpool
Health Authority

Geoffrey Steuart Fairfax Piper

The Croft
Thornton Hough
Wirral

Chartered Accountant

Lawrence Holden

Hollybank
12 Pine Walks
Prenton
Wirral

Solicitor

DATED this 6th day of May 1988

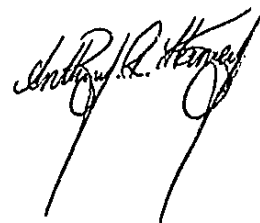
WITNESS to the above Signatures-

Name ANTHONY ROBERT HARVEY

Address 1 DALE STREET

Occupation LIVERPOOL L2 2ET

TRAINEE SOLICITOR



FILE COPY



CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 2261135

I hereby certify that

ELDONIAN DEVELOPMENT TRUST LIMITED

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 23 MAY 1988

Mrs. M. Moss
MRS. M. MOSS

an authorised officer