

G

COMPANIES FORM No. 12

12

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

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

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--

Name of company

* **TEWKESBURY ABBEY LIMITED**

* insert full
name of Company

I, TIMOTHY RANDAL WOOLLATT
of 27 Church Street Tewkesbury Gloucestershire

† delete as
appropriate

CWA
CWA

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 11 Church Street
Tewkesbury Gloucestershire

Declarant to sign below

T. J. Woollatt

the 6th day of October
One thousand nine hundred and ninety two
before me C. H. M. M. M.

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

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

Presented by:-

**THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC4Y 0HP**

For official Use
New Companies Section

Post room



THE LAW SERVICES
ASSOCIATION

The London Law Agency Limited

Company Registration Agents, Printers and Publishers

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

London Law

THE LONDON LAW AGENCY LIMITED
TEMPLE CHAMBERS, TEMPLE AVENUE
LONDON EC4Y 0HP
TELEPHONE 071 353 8476
TELEX 33053 FAX 071 343 1571
27 CHURCH STREET, LONDON, CHANCERY LANE

10

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

This form should be completed in black.

CN

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For official use

☐

Company name (in full)

TEWKESBURY ABBEY LIMITED

Registered office of the company on
incorporation.

RO

27 CHURCH STREET

Post town TEWKESBURY

County/Region GLOS.

Postcode GL20 5RH

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.



Name

RA

Presented by:-

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

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

Presented by:-

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

RW/35792

Postcode

Telephone

Extension

Company Secretary (See notes 1 - 5)

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS **MR.**
GORDON PHILIP
LONG
AD **1 GRAYSTON CLOSE**
Post town **TEWKESBURY**
County/Region **GLOS.**
Postcode **GL20 8AY** **Country**

I consent to act as secretary of the company named on page 1

Signed*C. P. Long***Date** *10.9.92***Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth**Business occupation****Other directorships***** Voluntary details****Consent signature**

CD **THE REVEREND**
MICHAEL EDWARD
TAVINOR
AD **ABBAY HOUSE**
CHURCH STREET
Post town **TEWKESBURY**
County/Region **GLOUCESTERSHIRE**
Postcode **GL20 5SR** **Country**
DO **11 09 53** **Nationality** **NA**
OC **CLERK IN HOLY ORDERS**
OD

I consent to act as director of the company named on page 1

Signed*M. E. Tavinor***Date** *10.9.92*

Directors (continued)

(See notes 1 to 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

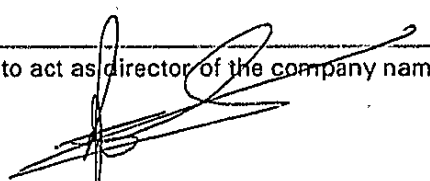
* Voluntary details

Consent signature

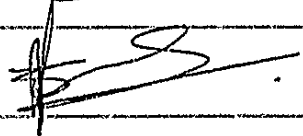
Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

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

CD	MR.
JOHN	
PARKER	
AD	52 ROSEFIELD CRESCENT
Post town TEWKESBURY	
County/Region GLOUCESTERSHIRE	
Postcode GL20 8EJ	
Country	
DO	21 6 01 7 41
Nationality NA	
OC	MANAGEMENT CONSULTANT
OD	NONE
I consent to act as director of the company named on page 1	
Signed	
Date	10/9/92

Signature of agent on behalf of all subscribers Date

Signed	M. E. Parker	Date	13/9/92
Signed		Date	10/9/92
Signed	G. P. Long	Date	10.9.92
Signed		Date	
Signed		Date	
Signed		Date	

2755583



THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
TEWKESBURY ABBEY LIMITED

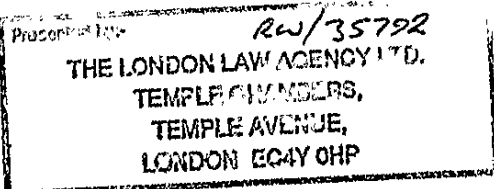
1. The name of the Company is "TEWKESBURY ABBEY LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

3.1 to carry on the business or businesses of general merchants, both wholesale and retail in all articles of commercial, industrial, scientific, manufacturing, personal and household use and consumption, ornament, recreation and amusement, proprietors of shops, workshops, film, video and record producers and publishers, printers, stationers, theatrical agents, booking agents, photographers, and to supply travel services and to act as travel agents, and suppliers of transport services and facilities of all kinds and to supply goods and services of all kinds by mail order;

3.2 to carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause 3.1 hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company;

3.3 to borrow and raise money in such manner as the Company shall think fit and to guarantee the payment or repayment of monies borrowed or owed by others and to secure any obligation incurred in connection with any written borrowing guarantee or and in any of the assets of the Company;

3.4 to sell let mortgage dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects;



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3.5 to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as the Company may think fit;

3.6 to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the Company being wound up while he is a member, or within one year after he ceases to be a member and to the costs, charges and expenses of winding up and to the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One pound.

6. 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 be paid to the Vicar, Churchwardens and Parochial Church Council of the Abbey Church of St. Mary the Virgin at Tewkesbury.

7. No person shall be admitted to membership of the Company other than:

7.1 The Vicar for the time being of the Parish.

7.2 The Churchwardens for the time being of the Parish.

7.3 Two members of the Parochial Church Council of the Parish nominated by that Council.

7.4 Two other communicant members of the Church of England appointed by the Company in general meeting.

8. The Vicar and Churchwardens of the Parish shall remain members of the Company for so long as they hold the office which entitles them to membership of the Company. Upon any one of them resigning or ceasing to hold that office that person shall be deemed to have terminated his membership of the Company.

9. The said Parochial Church Council shall determine, subject to the Articles of Association of the Company, the terms upon which the members of the Company which it nominates shall remain members subject to such rules as the Company shall, from time to time, make in general meeting.

10. Other members of the Company shall remain members subject to such rules as the Company shall, from time to time, make in general meeting.

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

NAMES AND ADDRESSES OF SUBSCRIBERS

Michael Davis

MICHAEL EDWARD TAVINOR

ABBET HOUSE

CHURCH STREET.

TEWKESBURY

GLOUCESTERSHIRE

GL20 5SR.

John Parker

JOHN PARKER

52, ROSEFIELD LANE

TEWKESBURY

GLOUCESTERSHIRE

GL20 8ET.

G.P. Long

GORDON ^{PHILIP} LONG

1 GRAYSTON CLOSE

TEWKESBURY

GLOUCESTERSHIRE

GL20 8AT.

Dated the 10th September 1942

Witness to the above Signatures:-

Terence E. Dryden

TERENCE E. DRYDEN.

3 ST. GILES ROAD,

BREDON,

TEWKESBURY,

GLOUCESTERSHIRE GL20 7EP

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
TEWKESBURY ABBEY LIMITED

INTERPRETATION

1. In these regulations:-
 - "the Act" means the Companies Act 1985 and 1989 including any statutory modification or re-enactment thereof for the time being in force.
 - "the articles" means the articles of the company.
 - "the memorandum" means the memorandum of association of the company.
 - "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 company.
 - "secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, 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 Act but excluding any statutory modification thereof not in force at the date at which these regulations become binding on the company.

MEMBERSHIP

2. The number of members with which the company proposes to be registered is seven, but it may from time to time register an increase of members provided that the number of members who are not members of the Parochial Church Council always remains below fifty per cent of the members of the company.

3. The subscribers to the memorandum and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he also accepts appointment as a director of the company.

4. Every member of the company shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

5. Any member may terminate his membership of the company by giving to the company notice in writing to that effect in such form as the directors shall reasonably require. Any member terminating his membership shall resign as a director of the company and any director of the company who resigns shall also terminate his membership of the company.

6. Any member of the company who no longer fulfils the qualification for membership set out in the Memorandum of Association which enabled him to be appointed a member shall be deemed to have terminated his membership.

GENERAL MEETINGS

7. All general meetings other than annual general meetings shall be called extraordinary general meetings.

8. The Directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

NOTICE OF GENERAL MEETINGS

9. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days notice. All other extraordinary general meetings shall be called by at least fourteen clear days notice but a general meeting may be called by shorter notice if it is so agreed -

- (a) in the case of an 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 being a majority together holding not less than seventy-five per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting shall specify the meeting as such.

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

10. No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum.

11. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time as the directors may determine.

12. The chairman, if any, of the directors or in his absence some other director shall preside as chairman of the meeting, but if the chairman of the directors (if any) is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be chairman and, if there is only one member present and willing to act, he shall be chairman.

13. The chairman may, with the consent of a 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 an adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

14. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded -

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) 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;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

15. Unless a poll is duly demanded a declaration by the chairman that a resolution has 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

16. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

17. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

19. 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 either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

20. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are not announced at the meeting at which it is demanded. In any other case at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

21. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

22. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may not vote.

23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

24. On a poll votes may be given either personally or by proxy. A member may not appoint more than one proxy to attend on the same occasion.

25. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"Tewkesbury Abbey Limited

I/We,

of

being a member/members of the above-named company, hereby appoint

of

or failing him,

of

as my/our proxy to vote in my/our name(s) and on my/our behalf
at the annual/extraordinary general meeting of the company to be
held on 19 , and at any
adjournment thereof.

Signed on 19 ."

26. Where it is desired to afford members an opportunity of
instructing the proxy how he shall act the instrument appointing a proxy
shall be in the following form (or in a form as near thereto as
circumstances allow or in any other form which is usual or which the
directors may approve) -

"Tewkesbury Abbey Limited

I/We,

of

being a member/members of the above-named company, hereby appoint

of

or failing him

of

as my/our proxy to vote in my/our name(s) and on my/our behalf at
the annual/extraordinary general meeting of the company, to be
held on 19 , and at any
adjournment thereof.

This form is to be used in respect of the resolutions mentioned below:

Resolution No.1 *for *against
Resolution No.2 *for *against

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain
from voting.

Signed on 19 ."

27. The instrument appointing a proxy and any authority under which it
is executed or a copy of such authority certified notarially or in some
other way approved by the directors may -

(a) be deposited at the office or at such other place within the
United Kingdom as is specified in the notice convening the meeting or in
any instrument of proxy sent out by the company in relation to the meeting
not less than 48 hours before the time for holding the meeting or adjourned
meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll taken more than forty eight hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken more than forty-eight hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

28. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

DIRECTORS

29. Unless otherwise determined by ordinary resolution, the number of directors shall be the same as the number of members.

30. The directors shall not deliberate upon or negotiate, nor shall the company enter into any contract or arrangement of any form, other than a contract of employment, with any person who is for the time being a director of the company.

31. The first directors of the company shall be the subscribers hereto.

POWERS OF DIRECTORS

32. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the affairs of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

DELEGATION OF DIRECTORS' POWERS

33. The directors may delegate the day to day administration of the company or any part thereof to any committee consisting of one or more directors, or to any managing director, or to any person or body of persons holding executive office in relation to the company. Any such delegation may be made subject to the condition that all acts and proceedings of any such committee, managing director, or person or body of persons holding executive office shall be promptly and fully reported by them or him to the directors and may be made subject to any other conditions the directors may impose, which may be revoked or altered at any time. Subject to any such

conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of the directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

34. The company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as to the maximum number of directors.

35. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as to the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.

36. No person may be appointed a director of the company unless he complies with the provisions of the Memorandum and Articles of Association.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

37. The office of a director shall be vacated if -

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangements or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either -
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the company; or
- (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
- (f) he is no longer a member of the company.

REMUNERATION OF DIRECTORS

38. The directors shall not be entitled to any remuneration for acting as a director. This article shall not prevent the payment of a salary to any director for managing a particular enterprise carried on by the company.

DIRECTORS' EXPENSES

39. The directors may be paid all reasonable expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or otherwise in connection with the discharge of their duties subject to the prior agreement of the members.

PROCEEDINGS OF DIRECTORS

40. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of equality of votes, the chairman shall have a second or casting vote.

41. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be three.

42. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

43. The directors shall appoint a chairman of the directors at the first meeting of the directors after each annual general meeting. He shall preside at every meeting of the directors at which he is present. But if there is no person holding that office, or if the person holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

44. All acts done by any meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director 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 a director and had been entitled to vote.

45. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.

46. 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;

- 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 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 debenture of the company, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debenture by the company for subscription, purchase or exchange.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director.

47. 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.

48. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

49. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

50. Subject to the provisions of the Act, the secretary shall be appointed by the 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.

MINUTES

51. The directors shall cause minutes to be made in books kept for the purpose -

- a. of all appointments of officers made by the directors; and
- b. of all proceedings at meetings of the company and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

SEAL

52. The company shall not have a seal and any documents requiring execution by the company shall, with the authority of the directors, be signed as a deed on its behalf by a director and the secretary of the company or by a second director.

NOTICES

53. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

54. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

55. A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

56. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

WINDING UP

57. The provisions of the memorandum relating to the winding up and dissolution of the company shall have effect as if such provisions were here repeated.

INDEMNITY

58. 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 company in relation to the affairs of the company.

NAMES AND ADDRESSES OF SUBSCRIBERS

Michael J. Tavinor
MICHAEL EDWARDS TAVINOR
ABBET HOUSE
CHURCH STREET
TENNESBURY
GLOUCESTER SHIRE GL20 5SR.

John Parker
JOHN PARKER
52, ROSEFIELD CRESSENT
TENNESBURY
GLOUCESTER SHIRE GL20 8ET.

G. P. Long
GORDON ^{PHILIP} LONG,
1 GRAYSTON CLOSE
TENNESBURY
GLOUCESTERSHIRE GL20 8AT.

Dated the 13 day of September, 1992

Witness to the above Signatures:-

Albert Woods

ALBERT WOODS
4 PRIORS COURT
BACK OF AVON
TENNESBURY
GLOUCESTERSHIRE GL20 5BA

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2755583

I hereby certify that

TEWKESBURY ABBEY 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 14 OCTOBER 1992

M. ROSE
M. ROSE

an authorised officer

G

COMPANIES FORM No. 224

224

Notice of accounting reference date
(to be delivered within 9 months of
incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2755583

Name of company

* TEWKESBURY ABBEY LIMITED

* insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important

The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

31 01

5 April
Day Month

05 04

30 June
Day Month

30 06

31 December
Day Month

31 12

‡ Insert

Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

G. P. Long

Designation‡

Director
Secretary Date 4-3-93

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

G. P. LONG,
1, GRAYSTON CLOSE,
TEWKESBURY, GLOS.
GL20 8AY
0684-293614

For official use
D.E.B.

Post room

COMPANIES HOUSE
09 MAR 1993
M 42



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