

**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

To the Registrar of Companies

For official use

For official use

Please complete  
legibly, preferably  
in black type, or  
bold block lettering\* insert full  
name of Company

Name of company

\* CHAROVAL LIMITED

I, Christopher John Curling  
of 30 Queen Charlotte Street, Bristol BS99 7QQr 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)(1)~~ 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 30 Queen Charlotte St  
Bristol  
BS99 7QQ

Declarant to sign below

the 11 day of December  
One thousand nine hundred and ninety-two  
before me James Law

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):Osborne Clarke  
30 Queen Charlotte Street  
BRISTOL BS99 7QQ

Ref: 173

For official Use

New Companies Section

Post room

Printed and supplied by

**Jordans**

Jordan & Sons Limited

21 St. Thomas Street, Bristol BS1 6JS  
Tel: 0272 230600 Telex 449119



**10**

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

This form should be completed in black.

**CN**

0277 5034

For official use

☐

Company name (in full)

CHAROVAL LIMITED

Registered office of the company on  
incorporation.

**RO**

30 QUEEN CHARLOTTE STREET

Post town BRISTOL

County/Region AVON

Postcode BS99 7QQ

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.

☒ X

Name OSBORNE CLARKE

**RA**

30 QUEEN CHARLOTTE STREET

Post town BRISTOL

County/Region AVON

Postcode BS99 7QQ

Number of continuation sheets attached

☐ 0

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

Osborne Clarke

30 Queen Charlotte Street, Bristol

Postcode BS99 7QQ

Telephone 0272 230220

Extension 427

**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**

OVALSEC LIMITED

**AD**

30 QUEEN CHARLOTTE STREET

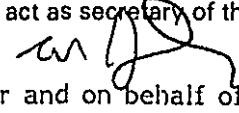
Post town BRISTOL

County/Region AVON

Postcode BS99 7QQ

Country UK

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

Signed  for and on behalf of  
Ovalsec LimitedDate 10<sup>th</sup> December 1992**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**

OVAL NOMINEES LIMITED

**AD**

30 QUEEN CHARLOTTE STREET

Post town BRISTOL

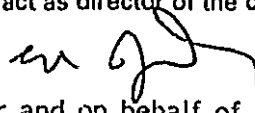
County/Region AVON

Postcode BS99 7QQ

Country UK

**DO** 2 2 1 1 8 4Nationality **NA** BRITISH**OC** Nominee Company**OD**

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

Signed  for and on behalf of  
Oval Nominees LimitedDate 10<sup>th</sup> December 1992

**Directors** (continued)

(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.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

**CD**

OVALSEC LIMITED

**AD**

30 QUEEN CHARLOTTE STREET

Post town BRISTOL

County/Region AVON

Postcode BS99 7QQ

Country UK

**DO**

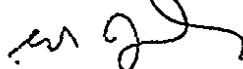
19 07 78

Nationality **NA** BRITISH**OC**

Secretarial Company

**OD**

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

Signed  for and on behalf of  
Ovalsec Limited

Date 10<sup>th</sup> December 1992

Delete if the form  
is signed by the  
subscribers.

Osborne Clarke

Signature of agent on behalf of all subscribers

Date 10<sup>th</sup> December 1992

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.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---



MEMORANDUM OF ASSOCIATION  
OF  
CHAROVAL LIMITED

02775034

1. The Company's name is CHAROVAL LIMITED.
2. The Company's registered office is to be situated in England.
3. The objects for which the Company is established are:-
  - (a) To promote, maintain, improve and advance education by the development of artistic and cultural life in Bristol through the encouragement of the arts and cultural activities including theatre, drama, mime, dance, opera, singing, music, video, cinematography, radio, television fine art, literature, craft, photography and all other activities of an artistic or cultural nature and to formulate, prepare and establish schemes therefor provided that all objects of the Company shall be of a charitable nature
  - (b) to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be thought fit for the purpose of raising voluntary funds in support of the objects of the Company in the form of donations, annual subscriptions or otherwise and to receive and accept the same PROVIDED that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company

114398

- (c) to take and accept subscriptions, donations, devises and bequests of any real or personal property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company
- (d) to establish and support or aid in the establishment and support of any charitable association, society, corporation or trust and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company
- (e) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company
- (f) to undertake and execute any charitable trusts which may lawfully be undertaken by the Company
- (g) to make any subscriptions, donations, devises, bequests and gifts of property whether subject to any special trust or not for any one or more of the objects of the Company
- (h) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research
- (i) to provide for the delivery holding and documentation of lectures, exhibitions, meetings and commission and make cinematograph films and video tapes and to sponsor or to arrange radio and television broadcasts in furtherance of the objects of the Company
- (j) to cause to be written and printed or otherwise reproduced and circulated either gratuitously or by way of sale, any reports, periodicals, newsletters, magazines, books, leaflets or films or recorded tapes which are desirable for the promotion of the Company and its objects
- (k) to promote or organise or assist in the promotion or organisation of touring groups, companies, exhibitions, lecturers and teachers both at home and abroad and of educational and instructional tours

and visits in the furtherance of the objects or purposes of the Company

- (l) to co-operate with educational authorities and institutions whether public or private and wheresoever situated and societies or other groups of persons in disseminating knowledge in promotion of the objects of the Company
- (m) to establish, subsidise, promote, co-operate, federate with, amalgamate, affiliate or co-operate with and subscribe to any association, society, company, institution or trust whose objects shall be of an exclusively charitable nature and to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any such association, society, company, institution or trust and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association
- (n) to enter into guarantees, contracts of indemnity and suretyships of all kinds
- (o) to invest the funds of the Company not immediately required for its purposes in or upon such shares, stocks, funds, securities or freehold or leasehold property or other land or investments in any part of the world and on such terms 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 as hereinafter provided
- (p) to engage the services of such investment advisor or advisors as the Council of Management may from time to time think fit ("the investment advisor") to advise the Council of Management in respect of the investment and reinvestment of such of the funds of the

Company as are not immediately required for its purposes with power for the Council of Management without being liable for any consequent loss to delegate to the investment advisor discretion to manage all or any part of the said funds within the limits and for the period from time to time stipulated by the Council of Management and the Council of Management shall settle the terms and conditions for the remuneration of the investment advisor and the reimbursement of his expenses as the Council of Management shall in its absolute discretion think fit and such remuneration and expenses shall be paid by the Council of Management out of the funds of the Company PROVIDED THAT the Council of Management shall not be bound to enquire into nor be in any manner responsible for any changes in the legal status of the investment advisor nor shall the Council of Management incur any liability for any action taken pursuant to or otherwise following the advice of the investment advisor however communicated

- (q) to accept and retain or refuse any new shares, stock debentures or debenture stock in any company or undertaking which may be allocated to the Company in respect of investments held by them as part of the funds of the Company and to discharge any liabilities affecting leasehold or other property of a wasting nature
- (r) to acquire, underwrite and dispose of the stock, shares, securities and interests in any association, society, corporation or trust so established
- (s) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to open and operate bank accounts
- (t) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property (whether or not subject to any trust), and in particular any land, buildings apparatus,



appliance and any rights or privileges which may be thought fit necessary or convenient for the promotion of the objects of the Company and to construct, maintain or alter the same for any of the purposes of the Company

- (u) to improve, manage, cultivate, develop, exchange, let on lease or otherwise grant rights and privileges in respect of or otherwise deal with, sell, mortgage, dispose of, or turn to account all or any of the property, rights or assets of the Company with the approval or consent as may be required by law and as may be thought expedient with a view to the promotion of its objects
- (v) to borrow or raise money for the objects of the Company on such terms as may be thought fit and to secure the repayment of any money borrowed, raised or owing, and interest thereon, by mortgage, charge or lien upon the whole or any part of the property or assets (whether present or future) of the Company and whether by the creation and issue of debentures or debenture stock or otherwise and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake
- (w) to pay and discharge any rent, rates, taxes costs or insurance, improvements, repairs or other outgoings payable from time to time in respect of any freehold, leasehold or other property of the Company and any legal or other administrative expenses payable from time to time in connection therewith
- (x) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company
- (y) to employ and pay any person or persons to supervise organise carry on the work of and advise the Company

(z) 'to insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit

(aa) (i) Subject to the provisions of and so far as may be permitted by the Companies Act 1985 and any statutory modification or amendment or re-enactment thereof the Council of Management of the Company may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a member of the Council of Management or other officer employee or auditor of the Company against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company;

(ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability;

Provided that any such insurance or indemnity shall not extend to any claim against a member of the Council of Management of the company arising from fraud, wrongdoing or wilful neglect or default on the part of such a member of the Council of Management.

(bb) to make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants

(cc) to do all such other lawful things as shall promote the attainment and furtherance of the above objects or any of them

PROVIDED that :-

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts;
  - (ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
  - (iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 Council of management shall be chargeable for any such property that may come into its hands and be answerable and accountable for its own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as such Council of Management would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Council of Management but it shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
4. The affairs of the Company shall at all times be conducted with a view to avoiding the acquisition of any profit or gain, but in the event that any such profit or gain shall nonetheless be acquired by the Company it shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association.

5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this memorandum of association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no Member of its Council of Management shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company. PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:-

- (i) of reasonable and proper remuneration to any member, officer or employee of the Company (not being a member of the Council of Management) in return for any service rendered to the Company;
- (ii) of reasonable and proper remuneration to any solicitor chartered accountant or other professional person for professional services rendered by him or his firm to the Company;
- (iii) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management;
- (iv) to any of the members of the Council of Management of reasonable out-of-pocket expenses;
- (v) of interest on money lent by any member of the Company or of the Council of Management at a rate per annum not exceeding 2 per cent less than the base lending rate prescribed for the time being by a clearing bank selected by the Council of Management or 3 percent whichever is the greater,
- (vi) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management may be a member holding not more than 1/100th part of the capital of that Company

6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £100) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or charitable institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the Council of Management at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.
9. No alteration or addition shall be made to this memorandum of association which if made would deprive the Company of its status as a registered charity or which would result in its ceasing to be a company to which Section 30 Companies Act 1985 applies.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

---

NAMES AND ADDRESSES OF SUBSCRIBERS

---

FOR AND ON BEHALF OF  
OVAL NOMINEES LIMITED  
30 Queen Charlotte Street  
Bristol



FOR AND ON BEHALF OF  
OVALSEC LIMITED  
30 Queen Charlotte Street  
Bristol

James Law

DATED this 11<sup>th</sup> day of December 1992

WITNESS to the above signatures:-



JH MOORE  
30 QUEEN CHARLOTTE STREET  
BRISTOL  
SOLICITOR.

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

OF

CHAROVAL LIMITED

GENERAL

1. In these Articles except where the context otherwise requires:-

(1) the following words and expressions shall have the meanings assigned to them, namely:-

- (a) "the Act" means The Companies Act 1985 and any statutory modification or amendment or re-enactment thereof;
- (b) "the Company" means the above-named company;
- (c) "the Council of Management" means the persons for the time being holding office as members of the Council of Management;
- (d) "the Secretary" means the persons appointed to perform the duties of the Secretary of the Company;
- (e) "the Office" means the registered office of the Company
- (f) "the Seal" means the common seal of the Company;
- (g) "the United Kingdom" means Great Britain and Northern Ireland;
- (h) "month" means Calendar Month;

(i) 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;

(3) words importing the masculine shall include the feminine and words in the singular shall include the plural and vice versa; and

- (4) words importing persons shall include corporations; and
- (5) subject as aforesaid and unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date of incorporation of the Company.

#### OBJECTS

- 2. The Company is established for the purposes expressed in the memorandum of association.

#### MEMBERS AND THE COUNCIL OF MANAGEMENT

- 3. The number of members with which the Company proposes to be registered is twenty, but the Council of Management may from time to time register an increase of member or accept as sufficient a number fewer than twenty.
- 4. The following persons shall be the members of the Company:
  - (1) the subscribers to the memorandum of association;
  - (2) the members of the Council of Management; and
  - (3) such other persons (if any) as the Council of Management may from time to time admit to membership
- 5. An application for membership may be approved or rejected by the Council of Management. The Council of Management shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made.



6. The Secretary shall keep an accurate Register of the members of the Company and of the Council of Management.
7. Unless the members of the Council of Management or the Company in general meeting shall make other provision pursuant to the powers contained in Article 84 the members of the Council of Management may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than three.
8. Every member of the Company shall be entitled to receive a copy of the Annual Report and Accounts of the Company, and to receive notice of and to attend and vote at any General Meeting of the Company.

#### GENERAL MEETINGS

9. 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. 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 after its incorporation it need not hold it in the year of its incorporation or in the following year. Each Annual General Meeting shall be held at such time and place as the Council of Management shall appoint.
10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

11. The 'Council of Management may, whenever it 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 members of the Council of Management capable of acting to form a quorum, any member of the Council of Management or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council of Management.

#### NOTICE OF GENERAL MEETINGS

12. 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 any other meeting shall be called by fourteen days' notice in writing at the least. The notice in every case shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting, and shall specify the place, the day and the hour of 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 these articles of association or under the Act, 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:-

- (1) in the case of a meeting called as the Annual General Meeting, by all the members of the Company entitled to attend and vote thereat; and

- (2) in the case of any other meeting, by a majority in number of the members of the Company having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.

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

#### PROCEEDINGS AT GENERAL MEETINGS

14. The business to be transacted at an Annual General Meeting shall include the consideration of the income and expenditure accounts, balance sheets, and the reports of the Council of Management and of the auditors, the election of members of the Council of Management in the place of those retiring, the appointment of, and the fixing of the remuneration of the auditors and any other business which under these articles ought to be transacted at an Annual General Meeting.
15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, two members of the Company present in person or by their nominated representatives shall be a quorum.
16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members of the Company, 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 Chairman

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 of the Company present shall be a quorum.

17. The Chairman (if any) of the Council of Management shall preside as Chairman at every general meeting of the Company. If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for the meeting, or is unwilling to preside, those members of the Company present shall elect one of their number to chair the meeting.
18. If at any meeting no member of the Council of Management is willing to act as Chairman or if no member of the Council of Management is present within fifteen minutes after the time appointed for the meeting, the members of present shall choose one of their number to chair the meeting.
19. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
20. 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

- (1) by the chairman; or
- (2) by at least three members of the Company present in person by their nominated representatives or by proxy; or
- (3) by any member or members of the Company present in person by nominated representative or by proxy and representing not less than one-tenth of the total voting rights of all members of the Company having the right to vote at the meeting.

21. Unless a poll is 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 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.
22. The demand for a poll may be withdrawn.
23. Except as provided in Article 25, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
25. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. 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. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
27. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held, but this provision shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by statute or these presents is required to be dealt with in General Meeting of the Company. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

#### VOTES OF MEMBERS

28. Subject as hereinafter provided, every member of the Company shall have one vote.
29. No member of the Company shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company (if any) have been paid.

30. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company.
31. On a show of hands a member of the Company present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by Article 36.
32. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation either under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
33. 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 office not less than forty-eight hours before the time appointed for 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. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
34. 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 the death, insanity or revocation as aforesaid shall have been received at the

Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

35. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances shall admit

CHAROVAL LIMITED

"I/We

"of

"a member of CHAROVAL LIMITED

"hereby appoint

"of,

"and failing him,

"of,

"as my/our proxy to vote for me/us and on my/our behalf at the/Annual, or Extraordinary, or Adjourned (as the case may be) General Meeting of the Company to be held on the       day of 19       and at every adjournment thereof.

AS WITNESS my hand this       day of       19

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COMPANIES ACTING BY REPRESENTATIVE

36. Any organisation 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 organisation which he represents as that organisation could exercise if it were an individual member of the Company.

#### THE COUNCIL OF MANAGEMENT

37. The maximum and minimum number of Council of Management members shall be determined by the Company in general meeting, but unless and until so fixed there shall be no maximum number and the minimum number of Council of Management members shall be two.
38. The first members of the Council of Management shall be the subscribers to the memorandum.
39. (1) The Council of Management by writing under the hand of a majority of its members may from time to time and at any time appoint any person to be a member of the Council of Management, either to fill a casual vacancy or as an addition to the existing members of the Council of Management, but so that the total number of members of the Council of Management shall not at any time exceed any maximum number fixed in accordance with these articles. Any member of the Council of Management so appointed shall retain his office only until the next annual general meeting, but shall then be eligible for re-election.  
(2) Subject to such appointment being approved by resolution of members of the Company at the next following annual general meeting a member of the Council of Management may be appointed under this Clause to hold office for life or any other period, subject to Clauses 40 and 52 hereof, and such member shall not during that period be subject

to retirement by rotation or be taken into account in determining the retirement by rotation of members of the Council of Management PROVIDED THAT no person who is in receipt of a salary, fees, remuneration or other benefit, in money or money's worth from the Company (save as permitted by Clause 5 of the memorandum of association) shall be eligible to be a member of the Council of Management and PROVIDED FURTHER THAT no person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Council of Management

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL OF MANAGEMENT

40. The office of a Council of Management member shall be vacated if the member:

- (1) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (2) becomes prohibited from being an Council of Management member by reason of any order made under Section 295 of the Act; or
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (4) resigns his office by notice in writing to the Company; or
- (5) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act.

41. A member of the Council of Management shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

42. No member of the Council of Management shall vacate office or be ineligible for re-election, nor shall any person be ineligible for appointment as a member of the Council of Management by reason only of his obtaining or having obtained any particular age.

#### BORROWING POWERS

43. The Council of Management may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property and assets, including its guaranteed capital, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### OTHER POWERS AND DUTIES OF THE COUNCIL OF MANAGEMENT

44. The business of the Company shall be managed by the Council of Management who shall be regarded as directors of the Company, and who shall be under no greater responsibility or subject to any stricter rules than directors.
45. The Council of Management may pay all expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company and may exercise all such powers of the Company and do on behalf of the Company all such acts, as are not by the Act or by these Articles required to be exercised or done by the Company in general meeting. Any such requirement may be imposed either by the Act or by these articles or by any regulation made by the Company in general meeting; but no such regulation shall invalidate any prior act of the

Council of Management which would have been valid if that regulation had not been made.

46. The Council of Management shall take all reasonable and necessary steps to insure to its full value any assets and property of whatever nature held in the name of the Company.
47. The Council of Management shall cause minutes to be made in books provided for the purpose:-
- (1) of all appointments of officers made by the Council of Management;
  - (2) of all appointments of new members of the Council of Management;
  - (3) of the names of the members of the Council of Management present at each Council of Management meeting;
  - (4) of all resolutions and proceedings at all meetings of the Company and of the Council of Management and of any sub-committee.

And any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

#### ELECTION OF COUNCIL OF MANAGEMENT MEMBERS

48. Subject to the provisions of Article 39(2), at the annual general meeting of the Company in every year one-third of the members of the Council of Management for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. A retiring member of the Council of Management shall be eligible for re-election. The members of the Council of Management to retire in every year shall be those who have been longest in office since their last election, but as between persons who

became members of the Council of Management on the same day, and in any case at the first and second annual general meeting of the Company, those to retire shall be determined by the Council of Management or failing such determination shall be determined by lot.

49. The Company at the meeting at which a member of the Council of Management retires in the above manner may and in default the retiring member of the Council of Management shall, if offering himself for re-election be deemed to have been re-elected, fill the vacated office by electing a person to it, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
50. No person not being a member of the Council of Management retiring at the meeting shall, unless recommended by the Council of Management, be eligible for election to the Council of Management at any general meeting unless, not less than three nor more than twenty one days before the day set for the meeting, there shall have been given to the Secretary notice in writing, signed by a member of the Company qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.
51. The Company may from time to time by ordinary resolution increase or reduce the number of members of the Council of Management.
52. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any member of the Council of Management before the expiration of his period of office notwithstanding anything in these articles or in any agreement between

the Company and such member. The Company may by an Ordinary Resolution appoint another person in place of the Council of Management member removed under this article but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have been held the same if he had not been removed.

#### PROCEEDINGS OF THE COUNCIL OF MANAGEMENT

53. The members of the Council of Management may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. Each of the members of the Council of Management shall have one vote. In the case of an equality of votes the Chairman shall have a second or casting vote.
54. A member of the Council of Management may, and on the request of a member of the Council of Management the Secretary shall, at any time summon a meeting of the Council of Management by notice served upon the several members of the Council of Management. It shall not be necessary to give notice of a meeting to any member of the Council of Management for the time being absent from the United Kingdom.
55. The quorum necessary for the transaction of the business of the Council of Management may be fixed by the Committee and, unless so fixed, shall be one-third of the membership of the Committee, subject to a minimum of two.
56. A meeting of the Council of Management at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by

or under the regulations of the Company for the time being vested in the Council of Management generally.

57. The Council of Management may act notwithstanding any vacancy in its body but, if and so long as its number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of members, the Council of Management may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Company but for no other purpose.
58. The Council of Management may elect a chairman of its 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 members of the Council of Management present may choose one of their number to chair the meeting.
59. The Council of Management may confer and delegate any of its powers to sub-committees consisting of such persons as it thinks fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Council of Management and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.
60. A sub-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 chair the meeting.
61. A sub-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 the case of an equality of votes the chairman shall have a second casting vote.

62. All acts bona fide done by any meeting of the Council of Management or of any sub-committee or by any person acting as a member of the Council of Management or as a member of a sub-committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person 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 member of the Council of Management or member of the sub-committee.
63. A resolution in writing, signed by all the members for the time being of the Council of Management or of any sub-committee of the Council of Management who are duly entitled to receive notice of a meeting of the Council of Management or of such sub-committee, shall be as valid and effectual as if it had been passed at a meeting of the Council of Management or of such sub-committee duly convened and constituted, and may consist of several documents in like form each signed by one or more members of the Council of Management or the sub-committee (as the case may be).
64. 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 Council of Management shall from time to time resolve, provided that cheques shall be signed by at least two officers of the Company.



65. The members of the Council of Management and any sub-committee of the Council of Management may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council of Management or any sub-committee of the Council of Management or general meetings of the Company or in connection with the promotion of the objects of the Company.

#### THE SECRETARY

66. Subject to Section 293 of the Act the Secretary of the Company shall be appointed by the Council of Management for such term and at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by it PROVIDED THAT no member of the Council of Management may occupy the salaried position of Secretary. The Council of Management may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there is no secretary capable of acting.

#### THE TREASURER

67. The Council of Management may appoint a Treasurer who, if so appointed shall hold office for such time and upon such conditions it may think fit, and any Treasurer so appointed may be removed by Council of Management, provided always that any Treasurer so appointed shall not have the powers and duties of a trustee of a trust nor of a director of a company.

## PROJECT CO-ORDINATOR

68. The Council of Management may from time to time invite to become and appoint as, Project Co-ordinator of the Company such person as it thinks fit, and may at any time without showing cause also remove him from office. The Project Co-ordinator may attend meetings of the Council of Management, but notices of meetings of the Council of Management shall not be served upon him unless he requests the Secretary of the Company in writing to do so. If the Project Co-ordinator attends a meeting of the Council of Management he shall not by virtue of the holding of such office be entitled to vote thereat and shall not be counted for the purpose of a quorum. The Project Co-ordinator shall be entitled to receive notice of, and to attend and speak at, any general meeting of the Company, but shall not by virtue of the holding of any such office be entitled to vote thereat and shall not be counted for the purpose of a quorum

## HONOURARY OFFICERS

69. It shall be lawful for the Council of Management to provide for the creation of the office of President and one or more Vice-President and Patrons, for the admission and retirement of persons to such offices and for the powers, rights, duties and liabilities (if any) of such persons but so that such persons shall not by virtue only of having been admitted to be Honourary Officers be Members of the Company and that such rights shall not include a right to speak or vote at General Meetings of the Company or Meetings of the Council of Management.

## ADVISORY COUNCIL

70. The Council of Management may, if it thinks fit, nominate persons to serve on Advisory Councils of the Company if in the opinion of the Council of Management the advice of such persons on any matter referred to them by the Council of Management, or on any field of activity of the Company, would assist the Council of Management in deciding matters of policy, and the Council of Management shall have power to establish such Advisory Councils and to refer matters to them for reports PROVIDED THAT the Council of Management shall have regard to the views and reports of any such Advisory Council as and when the Council of Management thinks fit and PROVIDED FURTHER THAT any member of the Advisory Council so appointed shall not have the power and duties of a trustee of a trust nor of a director of a company.

## MANAGEMENT

71. The Council of Management may from time to time appoint any person, whether or not such person is a member of the Company or the Council of Management, to be the holder of any executive office, on such terms (subject nevertheless to clause 5 of the Memorandum of Association) as to the payment of proper and reasonable remuneration for services to be rendered to the Company and upon such other terms and for such period as they may determine. Any person so appointed who is not a member of the Council of Management, shall, unless the Council of Management resolve to the contrary in respect of any meeting or meetings, attend all meetings of the Council of Management, but shall not be entitled to vote or be counted for the purposes of a quorum at such meetings.

## OTHER EMPLOYEES

72. The Council of Management may at their discretion appoint remove or suspend such other staff, secretaries, officers, clerks, agents and servants whether for permanent, temporary or special services, as they may from time to time think fit, and determine their duties and powers, and fix their salaries.

## THE SEAL

73. The Council of Management shall provide for the safe custody of the seal, which shall be used only by the authority of the Council of Management or of a sub-committee authorised by the Council of Management in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council of Management and shall be countersigned by the Secretary or by a second member of the Council of Management or by some other person appointed by the Council of Management for the purpose, and in favour of any purchaser or person bona fide dealing with the Company such signature shall be conclusive evidence of the fact that the seal has been properly affixed.

## ACCOUNTS

74. The Council of Management shall cause proper books of account to be kept with respect to:-
- (1) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
  - (2) all sales and purchases of goods by the Company; and
  - (3) 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 affairs of the Company and to explain its transactions.

75. The books of account shall be kept at the office, or, at such other place or places as the Council of Management shall think fit, and shall always be open to the inspection of the members of the Council of Management.
76. The Company in general meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of members at all reasonable times during business hours.
77. At the annual general meeting in every year the Council of Management shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council of Management and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be read before the meeting as required by the Act.

## AUDIT

78. Once at least in every year the accounts of the Company 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.
79. Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 392 of the Act, the members of the Council of Management being treated as the directors mentioned in those sections.

## NOTICES

80. A notice may be given by the Company to any member either personally or by sending it by post to him or to 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. 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, unless the contrary is proved, be deemed to be given at the expiration of forty eight hours after the envelope containing it was posted.
81. Notice of every general meeting shall be given in any manner authorised by these articles to:-
- (1) every member of the Company 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;

- (2) every person being a legal representative or a trustee-in-bankruptcy of a member of the Company where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (3) the auditor for the time being of the Company.
- (4) each Council of Management member.

No other person shall be entitled to receive notice of General Meetings.

#### INDEMNITY

82. Subject to the provisions of Section 310 of the Act every member of the Council of Management, the Secretary and other officer and auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all losses and liabilities incurred by him in or about the execution and discharge of the duties of his office.

#### DISSOLUTION

83. Clause 8 of the memorandum of association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

#### RULES OR BYELAWS

84. The Council of Management may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of the conditions of membership, and in particular but without prejudice to the generality of the above, it may be such rules or byelaws regulate:
  - (1) the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of

- membership and the terms on which members may resign or have their membership terminated;
- (2) the conduct of members of the Company in relation to one another, and to the Company's employees;
  - (3) the setting aside of the whole or any part or parts of the Company's premises (if any) at any particular time or times or for any particular purposes or purposes,
  - (4) the procedure at general meetings and meetings of the Council of Management and sub-committees in so far as such procedure is not regulated by these articles; and
  - (5) generally all such matters as are commonly the subject matter of Company rules.

85. The Company in general meeting shall have power to alter or repeal the rules or byelaws and to make additions to them and the Council of Management shall adopt such means as it deems sufficient to bring to the notice of members of the Company all such rules or byelaws, which so long as they shall be in force, shall be binding on all members of the Company provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the memorandum or articles of association of the Company.

#### HEADINGS

86. The headings in these articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.



NAMES AND ADDRESSES OF SUBSCRIBERS

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FOR AND ON BEHALF OF  
OVAL NOMINEES LIMITED  
30 Queen Charlotte Street  
Bristol

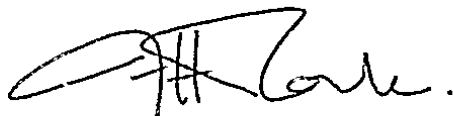


FOR AND ON BEHALF OF  
OVALSEC LIMITED  
30 Queen Charlotte Street  
Bristol

Janis Law

DATED this 11<sup>th</sup> day of December 1992

WITNESS to the above signatures:-



JH MOULE  
30 QUEEN CHARLOTTE STREET  
BRISTOL  
SOLICITOR.

No of Company: '

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
CHAROVAL LIMITED

---

OSBORNE CLARKE  
30 QUEEN CHARLOTTE STREET  
BRISTOL  
BS99 7QQ



**FILE COPY**



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

No. 2775034

I hereby certify that

**CHAROVAL 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 18 DECEMBER 1992

  
M. ROSE

an authorised officer