

**G**

COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

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

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

To the Registrar of Companies

For official use

For official use

\* Insert full  
name of Company

Name of company

\* The Telecottage Association

I, Timothy Edward Pyper

of Shannon Court, Corn Street, Bristol, BS99 7JZ

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,  
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at Shannon Court

Corn Street, Bristol

BS99 7JZ

Declarant to sign below

the twelfth day of FebruaryOne thousand nine hundred and ninety-threebefore me S. M. Cook

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

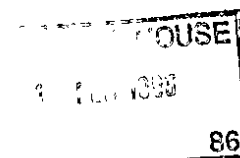
Presenter's name address and  
reference (if any):

LAWRENCE TUCKETTS  
SHANNON COURT  
CORN STREET  
BRISTOL BS99 7JZ  
TEP/IS

For official Use

New Companies Section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

4-66 BHAM

5017173

\*\*\*\*\*

Companies G12

# G

COMPANIES FORM No. 30(5)(a)

**Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent**

# 30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

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

**Note**

This declaration should accompany the application for the registration of the company

\* insert full name of company

† delete as appropriate

For official use

--	--	--	--

Company number

--

Name of company

\* The Telecottage Association

I, Timothy Edward Pyper

of Shannon Court, Corn Street, Bristol, BS99 7JZ

a [~~Solicitor engaged~~] in the formation of the above-named company [~~person named as director or secretary of the above company in the statement delivered under section 10 of the above Act~~]† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at Shannon Court

Corn Street, Bristol

BS99 7JZ

the 3. 11. 88 day of Nov

One thousand nine hundred and 1988

before me David J. Jones

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

Declarant to sign below

*Timothy Edward Pyper*

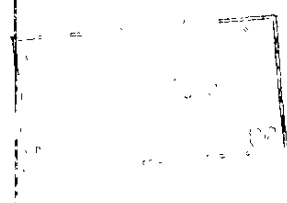
Presentor's name address and reference (if any):

LAWRENCE TUCKETTS  
SHANNON COURT  
CORN STREET  
BRISTOL BS99 7JZ  
TEP/IS

For official Use

New Companies Section

Post room





**OVER**  
**CHA1**

**10**

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

This form should be completed in black.

<b>CN</b>	7794823	For official use
Company name (in full) The Telecottage Association		

Registered office of the company on  
incorporation.

<b>RO</b>	THE OTHER COTTAGE
	SHORTWOOD
Post town	NAILSWORTH
County/Region	GLOS
Postcode	GL6 0SH

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
<b>RA</b>
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?

Telephone	Postcode
	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  
ALAN PETER  
DENBIGH

AD THE OTHER WATGUES  
SHORTWOOD

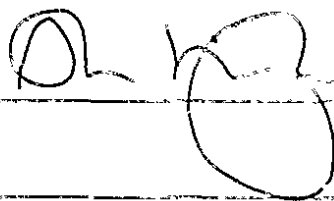
Post town NAILSWORTH

County/Region GLOS

Postcode GL6 0SH Country

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

Signed



Date

8/2/93

**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

AD

Post town

County/Region

Postcode

Country

DO

Nationality NA

OC

OD

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

Signed

Date

(See notes 1 - 5)

**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

AD

Post town

County/Region

Postcode

Country

DO

Nationality

NA

OC

OD

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

Signed

Date

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date 12. February 1953

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	Racem	Date	15.1.93
Signed	Simon Berry	Date	18 Jan '93
Signed	Geoffrey Bluff	Date	22 Jan 93
Signed	Steven Brooks	Date	27 Jan 93
Signed	V.C. Leake	Date	3/2/93.
Signed	M. A. Walther	Date	9/2/1993

# COMPANIES FORM 10 (cont.)

## Company Secretary (See notes 1-5)

Company Name and Number

Name \_\_\_\_\_  
No \_\_\_\_\_

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.

**CS** \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
**AD** \_\_\_\_\_  
\_\_\_\_\_  
Post town \_\_\_\_\_  
County/Region \_\_\_\_\_  
Postcode \_\_\_\_\_ Country \_\_\_\_\_

I consent to act as secretary of the company named above

Consent signature

Signed

Date

## Directors

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.

**CD** **MR** \_\_\_\_\_  
VICTOR CAIRN  
BENDLOW  
\_\_\_\_\_  
\_\_\_\_\_  
**AD** OGD SCHOOL LONG MARLOW  
\_\_\_\_\_  
Post town APPLEY  
County/Region CURTIS  
Postcode CA16 6JP Country UK

Date of birth

**DO** 01 11 24 64 Nationality **NA** BRITISH

Business occupation

**OC** VISITOR CENTRE MANAGER

Other directorships

**OD** EDEN BRIDGE ENTERPRISES LTD

I consent to act as director of the company named above

\*Voluntary details

Consent signature

Signed

Date

3/2/93

[P.T.O.]

**Directors (continued)****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****AD**

Post town

County/Region

Postcode

Country

**DO**

Nationality

**NA****OC****OD**

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

Signed

Date

Signature of agent on behalf of all subscribers Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

**Directors (continued)****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

MR

PATRICK RAYMOND

MONDPOST

☐ AD

"TYNYRHÔS" BWLECHYDDAR

LLANGEDWIN

Post town OSWESTRY, SHROPSHIRE

County/Region CLWID

Postcode SY10 9LT

Country UK

☐ DO 212016417Nationality ☐ NA BRITISH☐ OC TELEWORK CONSULTANT☐ OD COMMUNITY ENTERPRISE WALES LTD

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

Signed

Date

1<sup>st</sup> FEB 1993

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers Date

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



# COMPANIES FORM 10 (cont.)

## Company Secretary (See notes 1-5)

Company Name and Number

Name THE TELECOTTAGE ASSOCIATION

No

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.

CS

AD

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named above

Consent signature

Signed

Date

## Directors

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.

CD

MR

GODFREY

CLAFF

AD

198 HIGH ST. WEST

Post town GLOSSOP

County/Region DERBYSHIRE

Postcode SK13 8ER

Country UK

Date of birth

DO 11 7 03 4 4

Nationality NA BRITISH

Business occupation

OC CHARITY DIRECTOR

Other directorships

OD ~~PERE~~ ~~5002~~

NONE

\*Voluntary details

Consent signature

I consent to act as director of the company named above

Signed

*Godfrey Claff*

Date 22 Jan 93

[P.T.O.]

# COMPANIES FORM 10 (cont.)

## Company Secretary (See notes 1-5)

Company Name and Number

Name THE TELEPHONE ASSOCIATION

No. \_\_\_\_\_

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.

CS

AD

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named above

Consent signature

Signed

Date

## Directors

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.

CD

AD

Post town

County/Region

Postcode

Country

Date of birth

Business occupation

Other directorships

DO

OC

OD

Nationality

NA

I consent to act as director of the company named above

Signed

Date

\*Voluntary details

Consent signature

*Simon James Brooks*

27-1-93

P.T.O.

**Directors (continued)****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****AD**

Post town

County/Region

Postcode

Country

**DO**

Nationality

**NA****OC****OD**

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

Signed

Date

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers Date

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

**COMPANIES FORM 10 (cont.)****Company Secretary (See notes 1-5)**

Company Name and Number

Name THE TELECOTTAGE ASSOCIATION

No. \_\_\_\_\_

Name

\*Style/Title

**CS**

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.

**AD**

Post town \_\_\_\_\_

County/Region \_\_\_\_\_

Postcode \_\_\_\_\_

Country \_\_\_\_\_

I consent to act as secretary of the company named above

**Consent signature**

Signed \_\_\_\_\_

Date \_\_\_\_\_

**Directors***Please list directors in alphabetical order.*

Name

\*Style/Title

**CD**MR

Forenames

SIMON

Surname

BERRY

\*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.

**AD**BEAM ENDS, CAWSTON WAYBILTONPost town RUGBYCounty/Region WARWICKSHIREPostcode CV22 7NRCountry UK**DO**016 016 516

Nationality

**NA**BRITISH**OC**PROJECT MANAGER**OD**

Date of birth

Business occupation

Other directorships

\*Voluntary details

**Consent signature**

I consent to act as director of the company named above

Signed

SIMON BERRY

Date

18 Jan '93

P.T.O.

**Directors (continued)****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.

<b>CD</b>	Mrs
	Margaret Ann
	Waltho
<b>AD</b>	3 Braggs Cottages, Penstone, Colebrooke
	Post town Crediton
	County/Region Devon
	Postcode EX17 5JN
	Country England
<b>DO</b>	140954
	Nationality <b>NA</b> British
<b>OC</b>	Telecentre Manager
<b>OD</b>	Devon Teleworking (South West) Ltd.
I consent to act as director of the company named on page 1	
Signed	M.A. Waltho
Date	9/2/93

Signature of agent on behalf of all subscribers Date

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

**Directors (continued)**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.

<b>CD</b>	MR	
	ASHLEY CHARLES	
	DOBBS	
<b>AD</b>	THE HOVEL, PELTON FARM	
	STOKE EOTH	
	Post town	HEREFORD
	County/Region	
	Postcode	HR1 4HP
	Country	UK
<b>DO</b>	6	5
	1	2
	6	0
	Nationality	NA BRITISH
<b>OC</b>	PROPERTY DEVELOPER	
<b>OD</b>	ACORN RESTORATION LTD, PELTON COURT MANAGEMENT LTD	
	I consent to act as director of the company named on page 1	
Signed	Date 20/1/93	

Signature of agent on behalf of all subscribers Date

Signed Date

Signed Date

Signed Date

Signed Date

Signed Date

Signed Date

# COMPANIES FORM 10 (cont.)

## Company Secretary (See notes 1-5)

Company Name and Number

Name THE TELECOTTAGE ASSOCIATION  
No. \_\_\_\_\_

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.

**CS**  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
**AD**  
\_\_\_\_\_  
Post town \_\_\_\_\_  
County/Region \_\_\_\_\_  
Postcode \_\_\_\_\_ Country \_\_\_\_\_  
I consent to act as secretary of the company named above

Consent signature

Signed

Date

## Directors

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.

**CD** MR  
JOHN FRANCIS  
LAKEMAN  
\_\_\_\_\_  
\_\_\_\_\_  
**AD** 64, ST EDMUNDS CHURCH STREET  
\_\_\_\_\_  
Post town SALISBURY  
County/Region WILTSHIRE  
Postcode SP1 1EQ Country ENGLAND  
**DO** 171247 Nationality **NA** BRITISH  
**OC** BUSINESS CONSULTANT  
**OD** \_\_\_\_\_

Date of birth

Business occupation

Other directorships

I consent to act as director of the company named above

Signed

Date

15.1.93

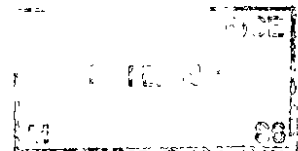
\*Voluntary details

Consent signature

[P.T.O.]

COMPANY NUMBER

THE COMPANIES ACT 1985



MEMORANDUM AND  
ARTICLES OF ASSOCIATION

- of -

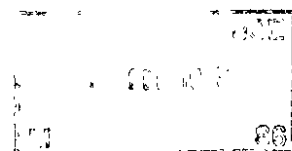
The Telecottage Association

(Incorporated on 1993)



COMPANY NUMBER

THE COMPANIES ACT 1985



MEMORANDUM AND  
ARTICLES OF ASSOCIATION

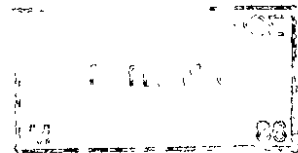
- of -

The Telecottage Association

(Incorporated on 1993)

COMPANY NUMBER

THE COMPANIES ACT 1985



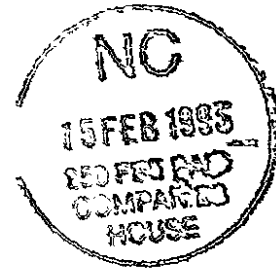
MEMORANDUM AND  
ARTICLES OF ASSOCIATION

- of -

The Telecottage Association

(Incorporated on 1993)

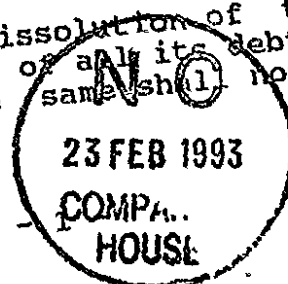
THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION



of

The Telecottage Association

1. The name of the Company (hereinafter called "the Company") is The Telecottage Association
2. The registered office of the Company will be situate in England.
3. The objects of the Company are the improvement in employment, training and services for people living in rural areas and the development of local economies through the use of information technology and telecommunications including shared facilities in local centres and the doing of all such other things which, in the opinion of the Directors, are incidental or conducive to the attainment of these objects.
4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding a reasonable and proper commercial rate of interest on money lent or reasonable and proper rent for premises demised or let by any member to the Company
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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 amongst themselves such amount as may be required not exceeding £1.
7. If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or



121967

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

8. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

We the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association

# Names, Addresses and Description of Subscribers

JOHN FRANCIS LAKEMAN  
64, ST EDMUNDS CHURCH STREET  
SALISBURY WILTS SP1 1ER

*[Signature]*  
BUSINESS CONSULTANT

SIMON BENNY, BEAM ENDS  
CAWSTON WAY, BILTON  
RUGBY, WARCS CV22 7NR

*Simon Benny*  
TELECOTTAGE PROJECT MANAGER

ASHLEY C. DOBBS, THE HOUSE  
PEKTON FARM, HELEFORD HRI 4HP

*Ashley C. Dobbs*  
PROPERTY PORTFOLIO

GODFREY CLAFF  
198, HIGH ST. WEST  
GLOSSOP, DERBYSHIRE, SK13 8ER  
PADDY MOUNDET  
TINYPHOS BUNCHYDDEE WYNDHAM  
NR OSMESTRY (SHROPSHIRE) CWYD SY10 9LJ

*Godfrey Claff*  
CHARITY DIRECTOR

*Paddy Moundet*  
FINANCIAL CONSULTANT

V C BENDEROW  
OLD SCHOOL, LONG MARTON,  
APPELBY, CAMBRIDGESHIRE

*V.C. Benderow*  
VISITOR CENTRE MANAGER

Margaret Ann Waltho  
3 Braggs Cottages, Tenstone,  
Colebrooke, Crediton, Devon EX17 5JN

*M.A. Waltho*  
Telecentre Manager

Dated the 12 day of 1993

Witness to the above signatures

ASHLEY STUART, LL.B.  
10 PORTLAND PLACE  
BATH AVON BA1 2RU

*Ashley Stuart*  
ANGLICAN MINISTER.

TINA SHAW  
6 KINLEY RD  
SOUTHAM WARWICKSHIRE CV40 3JF  
ROYANNA DOBBS, THE HOUSE  
PEKTON FARM, STOKES GOITH  
HELEFORD HRI 4HP

*Tina Shaw*  
ADMINISTRATOR

Simon Benny  
17 WOODHILL RD  
BILTON RUGBY  
CAROLYN MOUNDET  
TINYPHOS, BUNCHYDDEE  
WYNDHAM NR OSMESTRY  
Helen Benderow  
Old School, Long Marton  
Harlebury

*Simon Benny*  
TELECOTTAGE PROJECT MANAGER  
*Carolyn Moundet*  
FINANCIAL CONSULTANT  
*Helen Benderow*  
- 3 - Housewife

M WALTHO  
3 BRAGGS COTT. CREDITON EX17 5JN

*M.A. Waltho*  
Teacher

*M.A. Waltho* Teleworker.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

The Telecottage Association

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) Clauses 2 to 35 (inclusive), 57, 59, 102 to 108 (inclusive) 110, 114, 116 and 117 in Table A shall not apply to the Company.

(c) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

INTERPRETATION

2. Clause 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom.

MEMBERS

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be Members of the Company. No person shall be admitted as a Member of the Company unless he or she is approved by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for membership, in such form as the Directors require, executed by him or her.

4. (a) A Member may at any time withdraw from the Company by giving at least forty eight hours notice to the Company. Membership shall not be transferable and shall cease on death. In the case of a Member other than an individual Member membership shall cease on the winding up or dissolution of the Member.

(b) The Directors shall have an absolute right to return any subscription or to refuse to allow any subscription to be

renewed without being required to give any explanation and the member whose subscription is return or refused shall cease to be a Member. The Directors shall also have an absolute discretion to cancel the membership of any Member.

#### MEMBERSHIP CLASSES

5. (a) There shall be three classes of member:-

- (i) Telecottage Members;
- (ii) Corporate Members;
- (iii) Individual Members.

(b) Unless otherwise stated in these Articles the expression "Member" shall include Members of all three classes.

(c) Telecottage Membership shall be open to individual Telecottages subject in each case to the approval of applications by the Board in accordance with Article 3 and the Board shall have the right at its sole discretion to decide which category of membership shall be granted to any applicant.

(d) Corporate Membership shall be open to any corporate or unincorporated bodies other than Telecottages including firms, companies, statutory bodies and unincorporated associations, subject in each case to the approval of applications by the Board in accordance with Article 3 and the Board shall have the right at its sole discretion to decide which category of membership shall be granted to any applicant.

(e) Individual Membership shall be open to any individual person subject in each case to the approval of applications by the Board in accordance with Article 3 and the Board shall have the right at its sole discretion to decide which category of membership shall be granted to any applicant.

(f) The Directors may with the consent of the Members by ordinary resolution alter any category of Membership or create additional categories of Membership.

(g) Each class of Member shall pay an annual subscription of such amount as the Directors shall determine. The subscription may be different for different classes of Member. The initial subscription rates shall be:-

Telecottage Members	£20
Corporate Members	£100
Individual Members	£15

#### VOTES OF MEMBERS

6. (a) All Members shall be entitled to notice of and to attend general meetings of the Company but only Telecottage Members and Individual Members shall be entitled to vote at such meetings. Each such voting Member present in person or by proxy shall have one vote both on a show of hands and on a poll.

(b) At any meeting confined to the Members of an individual class, each member present in person or by proxy shall have one vote both on a show of hands and on a poll.

#### NOTICE OF GENERAL MEETINGS

7. (a) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a Director 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:-

- (i) in the case of an Annual General Meeting, by all the Members entitled both to attend and to vote thereat; and
- (ii) in the case of any other General Meeting by a majority in number of the Members having a right both to attend and to vote being a majority together holding not less than ninety five per cent of the total voting rights at the Meeting of all Members entitled to vote.

(b) The notice shall specify the time and place of the Meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.

(c) The notice shall be given to all Members and to the Directors and Auditors.

(d) Clause 38 in Table A shall not apply to the Company.

#### PROCEEDINGS AT GENERAL MEETINGS

8. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

9. (a) Any Member of the Company entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a Member or not) as his or her proxy to attend and vote instead of him or her and any proxy so appointed shall have the same right as the Member to speak at the Meeting. Every notice convening a General Meeting shall comply with the provisions of Section 373(3) of the Act as to giving information to Members in regard to their right to appoint proxies.

(b) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence and the quorum shall



be five persons entitled to vote.

(c) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved.

(d) Clause 41 in Table A shall not apply to the Company.

10. Clause 44 in Table A shall be read and construed as if the words "and at any separate meeting of the holders of any class of shares in the Company" were omitted therefrom.

11. Clause 46 in Table A shall be read and construed as if paragraph (d) was omitted therefrom.

12. The rules relating to the conduct of meeting stated in Article 5 shall apply to the meetings of each individual class, save that notice of such a class meeting shall only be given to the members of the class concerned, the Directors and the Auditors.

13. Clauses 54 and 55 in Table A shall not apply to the Company.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

14. (a) Clause 64 in Table A shall not apply to the Company.

(b) There shall be two classes of Directors. Any Director who is at the time of his appointment a Telecottage Member or who is at that time an officer trustee or Director of any Telecottage Member shall be a Telecottage Director. All other directors shall be ordinary directors.

(c) The maximum number and minimum number respectively of each class of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination the maximum number of each class of Directors shall be the number of Directors who take office on the incorporation of the Company and the minimum number of each class of Directors shall be three Telecottages Directors and two ordinary directors.

(d) There must at all times be more Telecottage Directors than Ordinary Directors.

(e) The office of a Telecottage Director shall be vacated if he or she ceases to qualify as a Telecottage Director and he or she shall cease to be a Director

15. (a) At the first and every subsequent subsequent Annual General Meeting one third of the Directors who are subject to retirement by rotation, or if their number is not three or a

② or representative appointed in writing by  
any Telecottage Member

*Stalen*  
*SBK*  
*John Hall*  
*Phyllis*  
*V.C. Neale*  
*M.A. Walter*

multiple of three, the number nearest to one third, shall retire from office; but, if there is only one Director who is subject to retirement by rotation, he or she shall retire

(b) Clause 73 in Table A shall not apply to the Company

#### DIRECTORS' EXPENSES

16. Clause 83 in Table A shall be read and construed as if the words "of any class of shares or" were omitted therefrom.

#### PROCEEDINGS OF DIRECTORS

17. (a) The Continuing Directors may act notwithstanding any vacancies in their number, but, if:-

- (1) the number of directors is less than the minimum number fixed at any time; or
- (2) the number of Telecottages Directors does not exceed the number of ordinary directors

the continuing directors may act only for the purpose of filling vacancies or calling a general meeting

(b) Clause 90 in Table A shall not apply to the Company

18. (a) The Directors shall elect a Chairman from among their number and he or she shall hold office for three years from the date of his or her election as Chairman. The Chairman may be re-elected but shall not serve a term of more than three consecutive years. The Chairman shall not retire as a director by rotation during his period of office.

(b) Clause 91 of Table A shall be modified accordingly.

19. (a) A Director may vote, at any meeting of the Director or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he or she has, directly or indirectly, any kind of interest whatsoever, and if he or she shall vote on any such resolution as aforesaid his or her vote shall be counted; and in relation to such resolution as aforesaid he or she shall (whether or not he or she shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### BORROWING POWERS

20. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### ALTERNATE DIRECTORS

21. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he or she may be paid by the Company such part (if any) of the remuneration otherwise payable to his or her appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he or she represents in addition to his or her own vote (if any) as a Director, but they shall count as only one for the purpose of determining whether a quorum is present.

#### DISQUALIFICATION OF DIRECTORS

22. The office of a Director shall be vacated if he or she becomes incapable by reason of illness or injury of managing and administering his or her property and affairs, and Clause 81 in Table A shall be modified accordingly.

#### MINUTES

23. Clause 100 in Table A shall be read and construed as if the words "of the holders of any class of shares in the Company" were omitted therefrom.

#### NOTICES

24. Clause 112 in Table A shall be read and construed as if the words "or of the holders of any class of shares in the Company" were omitted therefrom.

25. Clause 113 in Table A shall be read and construed as if the words "or of the holders of any class of shares in the Company" were omitted therefrom.

#### INDEMNITY

26. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto, including any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him or her by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

(b) Clause 118 in Table A shall not apply to the Company.

Names, addresses and description of Subscribers

JOHN FRANCIS LAKEMAN 64, ST EDMUND'S CHURCH STREET SALISBURY, WILTS SP1 1EQ	<i>John Lake</i> - BUSINESS CONSULTANT
SIMON BERRY, BEAM ENDS CAWSTON WAY, BILTON RUGBY, WARCS CV22 7NR	<i>Simon Berry</i> TELEPHONE PROJECT MANAGER
ASHLEY DOBBS, THE HURD PESTON FARM, STONE FORTH HOLLEFORD HRI 4HP	<i>Ashley Dobbs</i> PROPERTY DEVELOPER
GODFREY CLAFF 198, HIGH ST. WEST GLOSOP DERBYSHIRE SK13 8ER	<i>Godfrey Claff</i> CHARITY DIRECTOR
PADDY MOINDROT "TYNARHOS" BUCHYDDAR LLANGOMYN NR OS WENLY (SHROPSHIRE) CW22 5Y109LS	<i>Paddy Moindrot</i> THRUWICK CONSULTANT
V.C. BENDERLOW OLD SCHOOL, LONG MARTON, APPELBY, CUMBRIA CA16 6SP	<i>V.C. Benderlow</i> VISITOR CENTRE MANAGER
Margaret Ann Waltho, 3 Braggs Cottages, Tenstone, Colebrooke, Crediton, Devon EX17 5JN	<i>M.A. Waltho</i> Telecentre Manager

Dated the 12<sup>th</sup> day of June 1993

Witness to the above signatures

*Ashley & Paddy Lees.*  
10 Portland Place  
BATH AVON BA1 1DE

*Angus Decker.*

TINA DRAW  
3 LINCOLN RD  
SOUTHAM, WARCS CV40 1ES

*June Jones*  
ADMINISTRATOR

*John Jones*  
100, STONE  
THE BURY, STONE, STAFFS ST10 0PH

*James Bell*  
100, STONE  
STAFFS ST10 0PH

*Simon Hockley*  
100, STONE  
STAFFS ST10 0PH

*V.C. Benderlow*  
Housewife.

*Cardyn Moindrot*  
Tynarhos, Bwchuddar  
Llangomyn, N. Shropshire

*John Benderlow*  
Old School, Long Marton  
Appelby

*John Benderlow*  
Teacher.

*M.A. Waltho*  
3 BRAGGS COTTAGES  
COLEBROOK, DEVON. EX17 5JN

*M.A. Waltho* Teleworker.

**FILE COPY**



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

No. 2794823

I hereby certify that

**THE TELECOTTAGE ASSOCIATION**

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 1 MARCH 1993

*P. A. Morgan*  
P. A. Morgan (CIP)

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

2794823

Name of company

THE TELECOMS ASSOCIATION

\*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

3 1 0 8

5 April

Day Month

0 5 0 4

30 June

Day Month

3 0 0 6

31 December

Day Month

3 1 1 2

+ Insert

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

Signed

ALAN DENISON

Designation +

Secretary

Date

12/11/93

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

For official use

D.E.B.

Post room



# COMPANIES HOUSE

If you need to contact us regarding  
this notice, please quote reference

THE DIRECTORS  
THE TELECOTTAGE ASSOCIATION  
THE OTHER COTTAGE  
SHORTWOOD  
NAILSWORTH  
GLOS GL6 0SH

ARD 1/ 02794823

Date: 6 OCTOBER 1993

## COMPANIES ACT 1985 (as amended by Companies Act 1989)

This company has until 1/12/93 to specify an accounting  
reference date. This may be done on the form 224 overleaf.

Should it not do so, the accounting reference date will  
be 31/03 and the first accounts will cover the period  
1/ 3/93 to 31/ 3/94

COMPANIES HOUSE  
CARDIFF  
CF4 3UZ

Tel: Cardiff (0222) 380209

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**dti**

Companies House is an executive agency within the Department of Trade and Industry

HR102A