



COMPANIES FORM No: 12

12

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

Please do not
write in
this margin

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

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

To the Registrar of Companies
(Address overleaf)

For official use

For official use

[] [] [] [] [] [] [] [] [] []

[] [] [] [] [] [] [] [] [] []

Name of company

* MUSEUM OF LAW

*
insert full
name of Company

I, ALAN LAWRENCE BANES

of HARCOURT HOUSE, 19 CAVENDISH SQUARE, LONDON W1A 2AW

delete as
appropriate

do solemnly and sincerely declare that I am a {Solicitor engaged in the formation of the company}#

~~SI~~ [person named as director or secretary of the company in the statement delivered to the Registrar]#

~~SI~~ (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 1 HARLEY STREET
LONDON W1

Declarant to sign below

Alan Banes

the 15th day of October

One thousand nine hundred and ninety three

before me Joseph Hoad

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):

HOWARD KENNEDY Licensee's name
(REF 6) Address line 1
HARCOURT HOUSE Address line 2
19 CAVENDISH SQUARE
LONDON W1A 2AW

For official Use
New Companies Section

19 OCT 1993
COMPANIES
HOUSE

Post room

COMPANIES
PR16
19 OCT 1993

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 block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

Name of company

* MUSEUM OF LAW

I, ALAN LAWRENCE BANES

of HARCOURT HOUSE, 19 CAVENDISH SQUARE,
LONDON W1A 2AW

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

* insert full name of company

† delete as appropriate

~~SH~~ a {Solicitor engaged in the formation of the above-named company} ~~SH~~ {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 11 HARLEY STREET
LONDON W1

Declarant to sign below

the 15th day of October

One thousand nine hundred and fourty three

before me Joseph Hales

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

Banes

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

Howard Kennedy (Ref 6)

Harcourt House, Address line 1
19 Cavendish Sq. Address line 2
London W1A 2AW

For official use

New Companies Section

19 OCT 1993

COMPANIES
HOUSE

Post room

PR16

19 OCT 1993

HOUSE



10

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

This form should be completed in black.

Company name (in full)

☒ CN

For official use ☐

MUSEUM OF LAW

Registered office of the company on
incorporation.

☒ RO

2 KAYES WALK,

STONEY STREET,
THE LACE MARKET

Post town

County/Region

NOTTINGHAM

Postcode

NG1 1PZ

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 HOWARD KENNEDY

☒ RA

Harcourt House

19 Cavendish Square

Post town LONDON

County/Region

Postcode W1A 2AW

Number of continuation sheets attached

☐

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

HOWARD KENNEDY

Harcourt House

19 Cavendish Square London

Postcode W1A 2AW

DX 42748 OXFORD CIRCUS NORTH

Telephone 071 636 1616

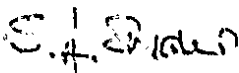
Extension 224

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
STEWART ALAN	
SWALES	
AD	5 Runcie Close
Cotgrave	
Post town Nottingham	
County/Region	
Postcode NG12 3TG	
Country ENGLAND	
I consent to act as secretary of the company named on page 1	
Signed	
Date 27.9.93	

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.

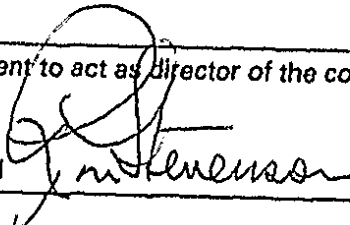
Date of birth

Business occupation

Other directorships

Voluntary details

Consent signature

CD	MR
RICHARD MICHIEL	
STEVENSON	
AD	Fiskerton House
Fiskerton	
Post town SOUTHWELL	
County/Region NOTTINGHAM	
Postcode	
Country ENGLAND	
DO	280344
Nationality NA BRITISH	
OC	COMPANY DIRECTOR
OD	Please see list attached
I consent to act as director of the company named on page 1	
Signed	
Date 27/9/93	

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
	CHRISTOPHER CHARLES
	HODSON
AD	Spinney Hill Ash Tree Close
	Post town SOUTHWELL
	County/Region NOTTINGHAM
	Postcode NG25 OLA
	Country ENGLAND
DO	27/05/45
	Nationality NA BRITISH
OC	SOLICITOR AND NOTARY PUBLIC
OD	See attached list
	I consent to act as director of the company named on page 1
Signed	<i>C. C. Hodson</i> Date 27/05/93

Delete if the form
is signed by the
subscribers.

Howard Kennedy
Signature of agent on behalf of all subscribers Date 15th Oct 1993

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

Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years when the person was a director was:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name and number.

6 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

12866265.



THE COMPANIES ACT 1985
Company Limited by Guarantee
and not having a Share Capital

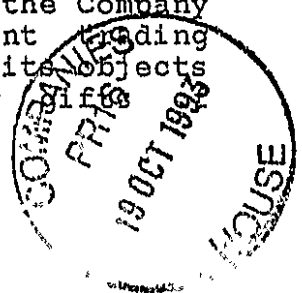
MEMORANDUM OF ASSOCIATION

OF

MUSEUM OF LAW

2

1. The name of the Company is MUSEUM OF LAW.
2. The registered office of the Company will be situate in England.
3. (a) The objects for which the Company is registered is the advancement of the education of the public in the theory practice and application (including jurisprudence, penology and criminology) of the laws of the United Kingdom of Great Britain and Northern Ireland and elsewhere and to promote and preserve for the benefit of the public a museum devoted to such matters
- (b) In furtherance of these objects but not further or otherwise the Company shall have the following powers: -
 - (i) To purchase, lease, hire or otherwise acquire and to sell, let, mortgage, dispose of, turn to account and (subject to such consents as may be required by law from time to time) manage and otherwise deal with real and personal property including places where exhibitions may take place art may be performed and education may be practised and advanced
 - (ii) To acquire, conserve, restore and repair exhibits objects and collections and to present promote organise provide manage and produce exhibitions conferences lectures tours seminars and literary musical dramatic and artistic entertainments and performances which are conducive to the advancement of such education and to formulate prepare and establish schemes therefor
 - (iii) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription donation and otherwise provided that the Company shall not undertake any permanent trading activity in raising funds for its objects and to take and accept any



property of any description whether subject to any special trusts or not for the purposes of the Company

- (iv) To promote encourage or undertake research and disseminate the useful results of such research
- (v) To procure to be written and print publish issue circulate or otherwise disseminate and communicate gratuitously or otherwise literary visual and aural educational material including reports and periodicals books pamphlets and other literature
- (vi) To enter into agreements and engagements with curators craftsmen lecturers teachers writers artists and other practitioners of the arts and learned subjects and retain advisors and to remunerate such persons and advisors (not being a member of its council of Management or Governing body) by salaries or fees and as employers to make reasonable provision for the payment of superannuation and pensions to or on behalf of employers and their dependants
- (vii) To purchase, acquire and obtain interests in the copyright of or the right to display, perform or publish any material which can be used or adapted for the objects of the Company
- (viii) To act as Trustees and undertake and execute any charitable trusts
- (ix) To co-operate with governmental and local authorities and with other charitable organisations having similar objects and to establish, promote or assist such charitable organisations and to purchase, acquire or undertake all or any of the property, liabilities and engagements of such charitable organisations and institutions
- (x) Subject to such consents as may be required by law from time to time and subject as hereinafter provided to borrow or raise money and to execute and issue security as the Company shall think fit including mortgages, charges or securities over the whole or any part of its assets, present or future
- (xi) To lend money and extend credit and to take security for such loans or credit and to guarantee, become or give security for

the performance of contracts by any person firm or company as may be necessary for the furtherance of the objects of the Company

- (xii) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments, for the purpose of or in connection with the objects of the Company
- (xiii) To invest and deal with the moneys of the Company not immediately required in such manner as the company may from time to time determine subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (xiv) To pay out of the funds of the Company the costs of forming and registering the Company
- (xv) To do all such other lawful things as shall further the attainment of the objects of the Company
- (xvi) To acquire exhibit and conserve restore and repair objects and collections of a legal nature and establish acquire manage and maintain a museum where such purposes may be achieved and where education and educational research and enquiry and the exchange and dissemination of relevant views and information may happen

(c) PROVIDED THAT: -

- (i) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts
- (ii) The Company's objects shall not extend to the regulation of relations between employees or organisations of employees and employers or 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 Directors and Members of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would 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 or the Charity Commissioners over such Directors and Members of the Company, but they 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 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 or Governing Body 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: -
 - (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Council of Management or Governing Body) for any services rendered to the Company and to any member of the Council of Management or governing Body being a solicitor or other person engaged in any profession who shall be entitled to charge and be paid all usual professional or other charges for work done by him or his firm when instructed by the Council of Management or Governing Body so to act in a professional capacity on behalf of the Company
 - (b) of interest on money lent by any member of the Company or is Directors at a reasonable and proper rate per annum
 - (c) to any member of its Council of Management or Governing Body of reasonable out-of-pocket expenses
 - (d) to a company of which a member of its Council of Management or Governing Body may be a member

holding not more than one hundredth part of the capital of such company.

5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up during the Member's period of Membership or within one year afterwards for payment of the debts and liabilities of the Company contracted before the Member ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding in the case of any Member the sum of £1.
7. If upon the winding up or dissolution of the Company there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other charity having objects similar to those of the Company and which shall be established for charitable purposes only and which shall prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Company by Clause 4 hereof such charity 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 that may be imposed in accordance with regulations of the Company for the time being in force shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be audited and the correctness of the balance sheet ascertained by a properly qualified auditor.

WE, the persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this MEMORANDUM OF ASSOCIATION

Name and Addresses of Subscribers

Richard Michiel Stevenson
Fiskerton House
Fiskerton
Southwell
Nottingham



Christopher Charles Hodson
Spinney Hill
Ash Tree Close
Southwell
Nottingham



Dated the 15th day of October 1993

Witness to the above signatures:

A. Dutton
Secretary with Peter
Stanton Nottingham
2 Kings Well
High Street
The Lane Market
Nottingham

THE COMPANIES ACT 1985

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

of

MUSEUM OF LAW

1. In these Articles: -

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"the Seal" means the common seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

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

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

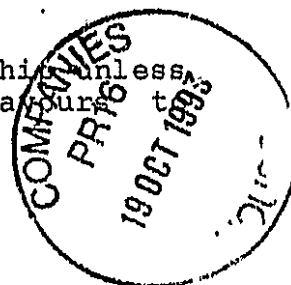
Unless the context otherwise requires words or expressions contained in these Articles shall bear the meaning as in the Act.

MEMBERS

2. The Company is established for the purposes expressed in the Memorandum of Association.
3. The number of Members with which the Company proposes to be registered is unlimited.
4. (a) The subscribers to the Memorandum of Association and such other persons being over the age of 18 years as the directors shall admit to membership shall be Members of the Company.

(b) The rights and privileges of a Member shall not be transferable.

(c) No person shall be admitted to membership unless that person is prepared to use best endeavours to ensure that



assist in the advancement of the main objects of the Company and complies with such requirements for membership as are imposed by the Directors from time to time with the consent of the Members in General Meeting.

5. A Member shall cease to be a Member of the Company: -
- (a) (if a corporation) upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed of any of its assets
 - (b) upon giving notice in writing to the Company resigning from membership
 - (c) for good and sufficient reason upon a two-thirds majority of the Directors of the Company giving the Member notice requiring the Member to resign from membership provided that the member concerned shall have a right to be heard before a decision is made
 - (d) (if an individual) upon dying, becoming of unsound mind, or bankrupt, or compounding with creditors.

REGISTERS

6. The Directors shall cause the following registers to be kept at the Registered Office of the Company: -
- (a) a Register of Members
 - (b) a Register of the interests of the Directors in debentures of the company or its associated Companies.
7. The Directors shall cause such Registers as are kept under the provisions of Article 6 hereof to be completed and made available for inspection in accordance with the provisions of the Act.

GENERAL MEETINGS

8. 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 notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the company and that of the next Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of forming a quorum, any Director 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 Directors.

NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called for the passing of a Special Resolution or a resolution appointing a person as a Director shall be called by twenty one clear day's notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special resolution shall be called by fourteen clear days' notice in writing at the least. The notice 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 the Articles of the Company, entitled to receive such notice from the Company. Provided Always that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed: -
- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having right to attend and vote at the meeting, being a majority together holding not less than ninety five per cent of the total voting rights at that meeting of all the Members.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. 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, the election of Directors in the place of those

retiring and the appointment of, and the fixing of the remuneration of the Auditors.

14. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three Members or 1/10th of the membership whichever is the greater present in person or by proxy shall be a quorum.
15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
16. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if the Chairman shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their member to be Chairman of the meeting.
17. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.
18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded (a) by the Chairman or (b) by at least two Members present in person or by proxy or (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so

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

20. Except as provided in Article 22 if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
22. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
23. Subject to the provisions of the Act a resolution in writing signed by all the Members of the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.
24. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting.

VOTES OF MEMBERS

25. Every Member shall have one vote.
26. On a poll votes may be given either personally or by proxy.
27. The instrument appointing a proxy shall be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.

28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: -
- "I/We _____ of _____
 "in the County of _____, being a Member/
 "Members of the above-named Company, hereby
 "appoint _____ of _____
 "or failing _____
 "of _____ as my/our proxy to
 "vote for me/us on my/our behalf at the
 "(Annual or Extraordinary as the case may be)
 "General Meeting of the Company to be held on
 "the _____ day of _____ 19____, and
 "at any adjournment thereof"
 "Signed this _____ day of _____ 19____."
30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

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

DIRECTORS

32. The number of Directors shall be not less than three nor until otherwise determined by a General Meeting more than nine. The subscribers to the Memorandum of Association shall be the first Directors of the Company.
33. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of

Directors shall not at any time exceed the number fixed in accordance with these Articles.

34. No person who is not a Member of the Company shall be entitled to hold office as a Director.
35. No Director shall vacate office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of having attained any particular age.

BORROWING POWERS

36. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, 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.

POWERS AND DUTIES OF DIRECTORS

37. The business of the Company shall be managed by the Directors who shall be its committee of Management and Governing Body and who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. In particular the Directors shall have power to make rules and bye-laws for regulating the use by Members and others of any property of the Company.
38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
39. The Directors shall cause minutes to be made of all appointments of officers made by them, of the names of the Directors present at each meeting of the Directors and of any committee of the Directors, and of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of the committees of Directors and any such minutes if 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.

40. The Directors may act notwithstanding any vacancy in the Board but if the number of Directors is less than the minimum prescribed herein they may only act as Directors to admit persons to membership of the Company, fill vacancies in the Board of Directors or summon a General Meeting.

DISQUALIFICATION OF DIRECTORS

41. (a) The office of Director shall be vacated if the Director: -
- (i) becomes subject to a receiving order or makes an arrangement or composition with creditors generally
 - (ii) becomes prohibited by law from being a Director or ceases to be a director by reason of any provisions of the Act or
 - (iii) becomes of unsound mind or
 - (iv) resigns from office by notice in writing to the Company or
 - (v) is removed from office by a resolution duly passed pursuant to Section 303 of the Act or
 - (vi) ceases to be Member of the Company or
 - (vii) is directly or indirectly interested in any contract with the Company and fails to declare the nature of such interest in the manner required by Section 317 of the Act.
- (b) A Director shall not vote in respect of any contract in which the Director is interested or any matter arising thereout and if the Director does so vote such vote shall not be counted.

42. The company may by ordinary resolution of which special notice has been given in accordance with Section 379 of the Act, remove any director before the expiration of the Director's period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.

43. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under Article 33 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

PROCEEDINGS OF DIRECTORS

44. (a) The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Directors shall be three directors.
- (b) The Directors may elect a Chairman of their meetings and determine the period for which the Chairman is to hold office; but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
- (c) A meeting of the Directors 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 Directors generally.
45. The Directors may delegate any of their powers to committees consisting of such Directors as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. All acts and proceedings of such committees shall be reported as soon as is reasonably practicable to the full body of Directors.
46. A Committee may elect a Chairman of its meetings; if no such chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the meeting.
47. A Committee may meet and adjourn as it thinks proper. Questions arising at any meetings 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 or casting vote.
48. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director 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 and was qualified to be a Director.

49. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

THE SECRETARY

50. The Secretary not being a Director shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
51. The Company may have a Seal if it so wishes. If the Company has a Seal the directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

ACCOUNTS AND DIRECTORS REPORT

52. The Directors shall cause proper books of account to be kept in accordance with the provisions of Section 221 of the Act with respect to: -

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place
- (b) the assets and liabilities of the Company and
- (c) all those matters required by the Act to be shown in the Accounts of the Company.

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

53. (a) The books of account shall be kept at the registered office of the Company, or, subject to Section 222 of the Act at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
- (b) The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any

account or books or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting subject nevertheless to the provision of Clause 8 of the Memorandum of Association of the Company.

54. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts balance sheets and Directors' reports as are provided for in the Act.
55. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of, the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

AUDIT

56. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

57. A notice may be given by the Company to any Member either personally or by sending it by post to the Member or to the Member's registered address, or (if the Member has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied to the Company for the giving of notice. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty four hours after the letter containing the same is posted.

58. Notice of every General Meeting shall be given in any manner hereinbefore authorised to: -

(a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them.

(b) the auditor for the time being of the Company.

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

DISSOLUTION

59. Clause 7 of the Memorandum of Association of the

Company shall have effect, & the provisions thereof were repeated herein

Name and Addresses of Subscribers

Richard Michiel Stevenson
Fiskerton House
Fiskerton
Southwell
Nottingham

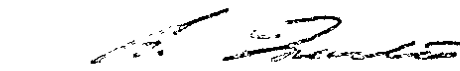
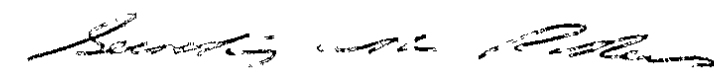

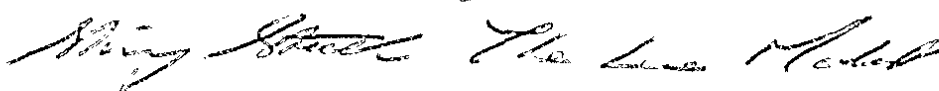
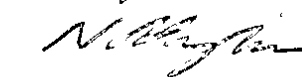


Christopher Charles Hodson
Spinney Hill
Ash Tree Close
Southwell
Nottingham



Dated the 1st day of October 19

Witness to the above signatures:

FILE COPY



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

No. 2866265

I hereby certify that

MUSEUM OF LAW

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 27 OCTOBER 1993


P. BEVAN

an authorised officer

COMPANIES ACT 1985

SPECIAL RESOLUTION

pursuant to section 378 (2) of the Companies Act 1985

OF MUSEUM OF LAW

~~LIMITED~~

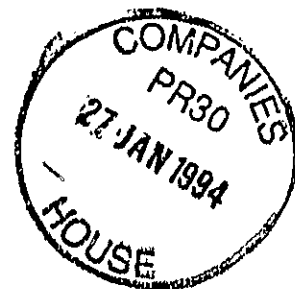
Passed 12 JANUARY 1994

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened and held at Number 2 Kayes Walk Stoney Street The Lace
Market Nottingham

on the Twelfth day of January 19 94 the following
SPECIAL RESOLUTION was duly passed:—

THAT the maximum number of Directors permitted under the Articles of
Association of the Company be increased from nine to fifteen

(Signed) 
Director



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2866265

The Registrar of Companies for England and Wales hereby certifies that
MUSEUM OF LAW

having by special resolution changed its name, is now incorporated
under the name of
MUSEUM OF LAW TRUST COMPANY

Given at Companies House, Cardiff, the 23rd August 1994



C02866265B

For the Registrar of Companies



C O M P A N I E S H O U S E

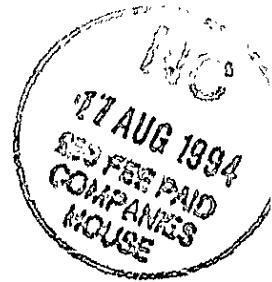
HC006B

COMPANIES ACT 1985

SPECIAL RESOLUTION

pursuant to section 378 (2) of the Companies Act 1985

OF MUSEUM OF LAW



xLIMITED:

Passed 19 July 1994

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at COUNTY HOUSE, HIGH PAVEMENT IN THE CITY OF NOTTINGHAM

on the NINETEENTH day of JULY 1994 the following SPECIAL RESOLUTION was duly passed:—

That the name of the Company be changed from MUSEUM OF LAW to MUSEUM OF LAW TRUST COMPANY



(Signed)

Director



ANZ5T3AT

A37 RECEIPT DATE: 27/07/94

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) 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

* insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

† delete as appropriate

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

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

2866265

Name of company

* MUSEUM OF LAW TRUST COMPANY

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day		Month	
3	1	1	2

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day		Month		Year			
3	1	1	2	1	9	9	4

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

6. Signed

S. J. Burke

Designation‡ COMPANY SECRETARY

Date 3.10.94.

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

Rotheras
2 Kayes Walk -
Stoney Street
The Lace Market
Nottingham NG1 1PZ

REF: CCH

For official use
D.E.B.

