

FILE COPY



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

Company No. 2916314

The Registrar of Companies for England and Wales hereby certifies that
GREYSTOKE PARK MAINTENANCE (NO. 2) LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 6th April 1994

For the Registrar of Companies



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

HC007B

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

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

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

To the Registrar of Companies

For official use

For official use

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Name of company

* Greystoke Park Maintenance (No. 2) Limited

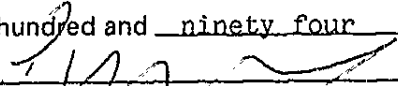
* insert full
name of CompanyI, Michael Patrick Windle
of High Priar, Stanton Townhead, Morpeth, Northumberland, NE65 8PR† delete as
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~†
[person named as ~~director~~ 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,

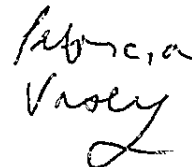
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 1-3 Langdon Terrace
9-11/27, Newcastle upon Tyne
the 25th day of March

Declarant to sign below

One thousand nine hundred and ninety four
before me 

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

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

For official Use

New Companies Section

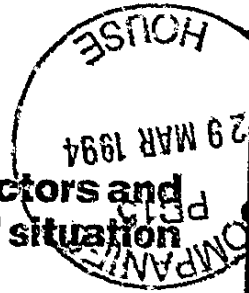
Post room





OYEZ
CHA1

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

Greystoke Park Maintenance (No. 2) Limited

Registered office of the company on
incorporation.

RO

Great North road

Gosforth

Post town Newcastle upon Tyne

County/Region Tyne and Wear

Postcode NE3 2DA

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 Keenlyside & Forster

RA

Bank Chambers

Collingwood Street

Post town Newcastle upon tyne

County/Region Tyne and Wear

Postcode NE1 1JL

Number of continuation sheets attached

1

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

A Harkness, Keenlyside & Forster

Bank Chambers, Collingwood Street,

Newcastle upon tyne

Postcode NE1 1JL

Telephone 091 232 8635

Extension

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
Michael Patrick
Windle

AD High Priar
Stanton Townhead
Post town Morpeth
County/Region Northumberland
Postcode NE65 8PR Country England
I consent to act as secretary of the company named on page 1

Signed

Date

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
William Ian
Waites

AD 42 Greystoke Park
Gosforth
Post town Newcastle upon tyne
County/Region Tyne and Wear
Postcode NE3 2DX Country England
DO 1 0 0 7 5 0 Nationality **NA** British
OC Solicitor
OD
I consent to act as director of the company named on page 1

Signed

Date

Company Secretary (See notes 1-5)

Company Name and Number

Name Greystoke Park Maintenance (No. 2) Limited

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

Signed _____

Date _____

Consent signature

Directors

Please list directors in alphabetical order.

Name

*Style/Title

CD

Mr

Forenames

George

Surname

Hall

*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

5 Mickleton Close

Great Lumley

Post town Durham

County/Region Durham

Postcode DH3 4SN

Country England

Date of birth

DO 2 | 4 | 0 | 6 | 4 | 4

Nationality **NA** British

Business occupation

OC

Surveyor

Other directorships

OD

*Voluntary details

I consent to act as director of the company named above

Signed _____

Date 21/3/94

Consent signature

P.T.O.

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

The Companies Act 1985

Company Limited by Guarantee

And Not Having A Share Capital



MEMORANDUM OF ASSOCIATION

of

GREYSTOKE PARK MAINTENANCE (NO. 2) LIMITED

1. The name of the Company (hereinafter called "the Association") is Greystoke Park Maintenance (No. 2) Limited
2. The Registered Office of the Association is to be situate in England and Wales
3. The objects for which the Association is established are :-
 - (A) To enter into and carry into effect with such (if any) modifications or alterations as may be agreed upon an agreement already prepared and expressed to be made between Cussins Homes Limited of the one part and the Association of the other part a draft of which has been subscribed with a view to identification by W. I. Waites.
 - (B) Pursuant to the aforesaid agreement to take a lease from Cussins Homes Limited of the flats in course of erection and of the surrounding land situate at Great North Road, Gosforth, Newcastle upon Tyne intended to be known as 59-76 Greystoke Park and hereinafter with the surrounding land called "59-76 Greystoke Park" such lease to be upon terms and conditions specified in the said agreement or on such other terms and conditions as may be agreed with Cussins Homes Limited.
 - (C) Pursuant to the aforesaid agreement and in accordance with the provisions thereof to grant underleases of the flats, comprised in 59-76 Greystoke Park on the terms and conditions specified in the said agreement or on such other terms and conditions as may be agreed with Cussins Homes Limited.
 - (D) As lessees to fulfil all the obligations imposed by the said lease in respect of 59-76 Greystoke Park on the Association or undertaken by the Association to its sub-lessees in respect of the said flats.
 - (E) To manage 59-76 Greystoke Park and to do all things necessary for maintaining its buildings and grounds as a good residential area.
 - (F) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

- (3) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the members is limited.
5. No person shall be admitted to be a member of the Association other than the subscribers hereto and the lessees of premises in 59-76 Greystoke Park holding underleases directly from the Association. Section 17 of the Companies Act, 1985 shall not apply to this paragraph and the alteration hereof is prohibited.
6. Every member of the Association undertakes to contribute to the assets of the Association, 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 Association contracted before he ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
7. If upon the winding up of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the members of the Association.

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

NAMES AND ADDRESSES OF SUBSCRIBERS

WILLIAM IAN WAITES,




JAMES ROBSON ANDERSON,



GEORGE HALL,



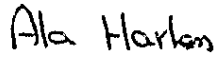
MICHAEL PATRICK WINDLE,



all of
GREAT NORTH ROAD,
GOSFORTH,
NEWCASTLE UPON TYNE,
NE3 2DA

Dated this 2nd day of March 1994

Witness to the above signatures :-


ALAN HARKNESS,
SOLICITOR,
NEWCASTLE UPON TYNE

The Companies Act 1985
Company Limited by Guarantee
And Not Having A Share Capital

ARTICLES OF ASSOCIATION

of

GREYSTOKE PARK MAINTENANCE (NO. 2) LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :-

WORDS	MEANINGS
The Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Articles of Association, and the regulations of the Association from time to time in force.
The Association ..	The above-named Company.
The Council	The Council of Management for the time being of the Association.
The Office	The registered office of the Association
The Seal	The common seal of the Association.
The United Kingdom ..	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly in one and partly in another, and other modes of representing or reproducing words in a visible form.
Clear days	In relation to a period of 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.

Flat Owner

The Lessee for the time being of a flat in 59-76 Greystoke Park holding an underlease directly from the Association. Where two or more persons jointly are the Lessee the first named shall be treated as the flat owner.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The Association is established for the purposes expressed in the Memorandum of Association.

3. The number of members with which the Association proposes to be registered is twenty two.

4. The members of the Association shall be (a) the subscribers to the Memorandum of Association and (b) flat owners.

5. Any person ceasing to be a flat owner shall immediately cease to be a member of the Association.

GENERAL MEETINGS

6. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

7. All General meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

8. The Council 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.

9. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special

Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at any Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided six members personally present shall be a quorum.

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more,

notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16. 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 upon the declaration of the result of the show of hands) demanded by the Chairman or by at least six members present in person or by proxy, or by a member or members present in person or by proxy and representing one-third of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

20. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

21. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

VOTES OF MEMBERS

22. Subject as hereinafter provided, every member shall have one vote.

23. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected

to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

25. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed 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. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

29. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit :-

GREYSTOKE PARK MAINTENANCE (NO. 2) LIMITED

"I, ,
"of ,
"a member of GREYSTOKE PARK MAINTENANCE (NO. 2) LIMITED,
"hereby appoint ,
"of ,
"and failing him, ,
"of ,
"as my proxy to vote for me on my behalf at the
"(Annual Extraordinary,) General Meeting of the
"Association to be held on
"19 , and at any adjournment thereof.

"Signed on 19 ."

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

COUNCIL OF MANAGEMENT

30. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than four nor more than eight.

31. The first members of the Council shall be as named in the Statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

32. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

33. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

34. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association, all such acts as may be exercised and done by the Association and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

35. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

36. Subject to the provisions of the Act, the Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

37. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least one member of the Council and of the Secretary, and the said member and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of a member of the Council shall be vacated :-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Association.
- (D) If by notice in writing to the Association he resigns his office.
- (E) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company.

ROTATION OF MEMBERS OF THE COUNCIL

39. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

40. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

41. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

42. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in

writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four days nor more than twenty-eight intervening days.

43. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

44. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

45. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

46. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

47. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

48. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

49. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, confirm to any regulation imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and

proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

50. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

51. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all businesses transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

52. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

53. The Council shall cause books of account or accounting records to be kept in accordance with the requirements of the Companies Acts.

54. The accounting records shall be kept at the office, or, subject to the provisions of the Companies Acts, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.

55. The Council 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 Association or any of them shall be opened to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

56. At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Statutes lay before the Association a proper income and expenditure account for the period since the last preceding accounting reference date (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for

the same being in force' and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings in accordance with section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241(2) of the Act.

AUDIT

57. In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

58. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated as the Directors mentioned in those provisions.

NOTICES

59. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

60. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

61. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

DISSOLUTION

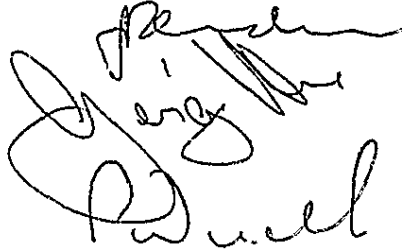
62. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

NAMES AND ADDRESSES OF SUBSCRIBERS

WILLIAM IAN WAITES,



JAMES ROBSON ANDERSON,



GEORGE HALL,

MICHAEL PATRICK WINDLE,

all of
GREAT NORTH ROAD,
GOSFORTH,
NEWCASTLE UPON TYNE,
NE3 2DA

Dated this 3rd day of March 1994

Witness to the above Signatures :-

Alan Harkness

ALAN HARKNESS,
SOLICITOR,
NEWCASTLE UPON TYNE