

FILE COPY



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

Company No. 3087440

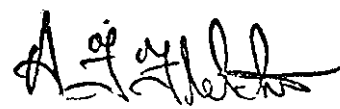
The Registrar of Companies for England and Wales hereby certifies that
THE NEWPORT MODEL ENGINEERING SOCIETY LIMITED

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 4th August 1995



N03087440D


DIRECTOR

For the Registrar of Companies



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

HC007B

G

COMPANIES FORM No. 12

12

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

CHA 116

Please do not
write in
this margin

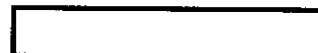
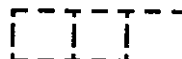
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use



Name of company

* THE NEWPORT MODEL ENGINEERING SOCIETY LIMITED

*insert full
name of Company

I, MALFORD JAMES HARRIS

of 6 HAMMET STREET, TAUNTON, SOMERSET, TA1 1RG

† 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 TAUNTON

Declarant to sign below

SOMERSET

the 25th day of JULY

One thousand nine hundred and 95

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.

D. ST. J. MAKOWE

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

Clarke Willmott & Clarke
6 Hammet Street
Taunton
Somerset TA1 1RG

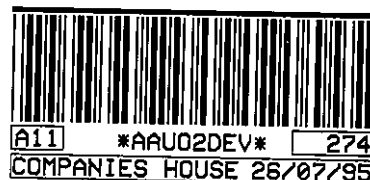
32100 TAUNTON

Ref: 453

For official Use

New Companies Section

Post room



Package: 'Laserform'
by Laserform International Ltd.

Companies House Approval No: CHA 116

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 ☐

THE NEWPORT MODEL ENGINEERING SOCIETY LIMITED

Registered office of the company on
incorporation.

RO

Y NYTH

BRYNGWYN

Post town NR. RHAGLAN

County/Region GWENT

Postcode NP5 2DD

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 CLARKE WILLMOTT AND CLARKE

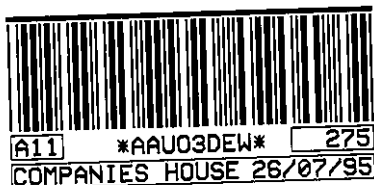
RA

6 HAMMET STREET

Post town TAUNTON

County/Region SOMERSET

Postcode TA1 1RG



Number of continuation sheets attached ☐

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

Clarke Willmott & Clarke

6 Hammet Street, Taunton, Somerset TA1 1RG

Postcode

Telephone 01823 337474

Extension 253

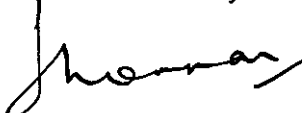
Company Secretary

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
JOHN	
NORMAN	
AD	Y NYTH
BRYNGWYN	
Post town	NR. RHAGLAN
County/Region	GWENT
Postcode	NP5 2DD
Country	WALES
I consent to act as secretary of the company named on page 1	
Signed	
Date	24/7/95

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.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD	MR
EDWARD	
ATTREE	
AD	A TREE HOUSE
PLOT 4 MANOR ROAD	
Post town	RISCA
County/Region	GWENT
Postcode	NP1 6JZ
Country	WALES
DO	15 01 45 11
Nationality	NA
OC	ENGINEER
OD	NONE
I consent to act as director of the company named on page 1	
Signed	
Date	24/7/95

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.

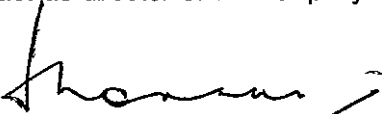
Date of birth

Business occupation


Other directorships

* Voluntary details

Consent signature

CD	MR
JOHN	
NORMAN	
AD	Y NYTH
BRYNGWYN	
Post town	NR. RHAGLAN
County/Region	GWENT
Postcode	NP5 2DD
Country	WALES
DO	2 9 0 7 3 2
Nationality	NA
OC	Retired
OD	None
I consent to act as director of the company named on page 1	
Signed	 Date 24/7/95

Delete if the form is signed by the subscribers.

	
Signature of agent on behalf of all subscribers	Date 24/7/95

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

Notes

- 1 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

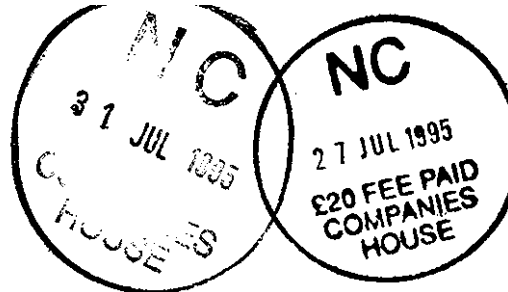
THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

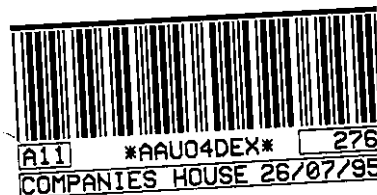
MEMORANDUM OF ASSOCIATION

OF

THE NEWPORT MODEL ENGINEERING SOCIETY LIMITED



3087440



1. The name of the Company (hereinafter called "the Company") is **THE NEWPORT MODEL ENGINEERING SOCIETY LIMITED**
2. The Registered office of the company is situate in England and Wales
3. The Company's objects are:
 - (a) To provide for its members and other persons on payment of such fees or subscriptions or other payments as it may from time to time determine the facilities of a club and as may be used by or in connection with such a club for persons having an interest in model engineering and the construction of models tools and apparatus of all kinds; and
 - (b) To promote interest in model engineering and the construction of models tools and apparatus of all kinds amongst the public and its members generally; and
 - (c) To promote good fellowship amongst persons having an interest in model engineering and the construction of models tools and apparatus of all kinds; and
 - (d) To carry on any activity which may be conveniently or advantageously carried on or combined with the foregoing

And in pursuance of its objects the Company shall have the following powers:

- (i) To provide facilities for running model locomotives, boats, road locomotives, cars and other models for experimental and other purposes and in competition with other Clubs and Societies
- (ii) To print, reproduce, publish and to collect and make available for its members and others books, treatises, photographs, diagrams, drawings and other publications of all descriptions relating to model engineering and modelling of any description
- (iii) To purchase sell, take or let on lease, take or give in exchange or on

278048

hire, or otherwise acquire, hold or dispose of any estate or interest in lands, buildings, concessions, machinery, plant, stock in trade, goodwill, trade marks, patents, copyright or licences, or any other real or personal property or any right, privilege, estate or interest

- (iv) To improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company for such consideration as the Company may think fit
- (v) To borrow or raise money in any manner for the purposes of the Company and to secure the repayment of any money borrowed issued or owing by mortgage charge or other security on the whole or any part of the Company's property and assets and by similar mortgage charge or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may be binding on it
- (vi) To promote join subscribe to or otherwise support any federation society consortium or like organisation likely to further the objects of the Company or provide facilities to or for the Company or its members
- (vii) To amalgamate with any Company or society having objects similar to those of the Company
- (viii) To pay out of the funds of the Company all expenses of, or incidental to, the formation and registration of the Company
- (ix) To invest monies of the Company not immediately required in such manner as the Management Committee of The Company may from time to time determine and to hold or otherwise deal with any investments made. Provided that in case the Company shall take or hold any property which may be subject to trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects of the Company or any of them

4. The income and property of the Company derived from any source whatsoever shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no part thereof shall be paid transferred or declared directly or indirectly by way of dividend bonus or otherwise by way of profits to Members. Provided that nothing contained herein shall prevent payment in good faith of reasonable and proper remuneration to any other officer or servant or Member of the Company as provided in this Memorandum or in the Articles of Association

5. The liability of 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 during the time that he is a Member, or within one year afterwards, for payment of debts and liabilities of the Company contracted before the time at which he 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 one pound.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree and undertake in the provisions of clause 6 hereof

Names and addresses of Subscribers

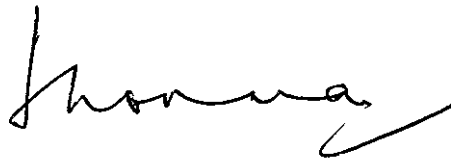
CYRIL GOULDING
3 Brynhyfryd Avenue
Newport
NP9 4FY



EDWARD ATTREE
A Treehouse
Plot 4 Manor Road
Risca
Newport NP1 6JZ

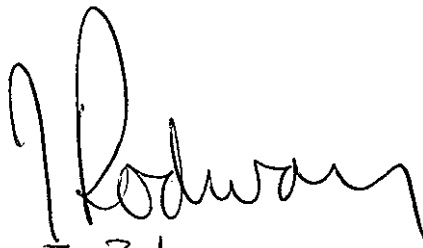


JOHN NORMAN
Y Nyth
Bryngwyn
Nr Rhaglan
Gwent NP5 2DD



Dated 24th July 1995

Witness to the above signatures:



J Rodway
5 Gifford Close
Two Oaks
Cwmbran

13 July 1995

Gwent NP24 7NX
Chief Superintendent of Police

H:\NETHER\DATA\DOCUMENT\NEWPORT.WPD

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE NEWPORT MODEL ENGINEERING SOCIETY LIMITED

GENERAL

1. The Company is a Private Company and subject as hereinafter provided and except where the same are varied or excluded by or are inconsistent with these Articles, 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 regulations being hereinafter called "Table A") shall apply to the Company and shall be deemed to form part of these Articles. References herein to Regulations are to regulations in Table A unless otherwise stated and in Table A references to "Director" shall be construed as to "Committee Member" as herein defined

DEFINITIONS

2. In these Articles unless the context otherwise requires:

"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;
"these Articles"	means these Articles of Association in their present form or as from time to time altered;
"Committee Member"	means a member of the Committee;
"Member"	means a member of the Company;
"Member in Good Standing"	means a Member who at any relevant time has paid to the Company all monies due from him to the Company by way of fees subscriptions or otherwise and is not in breach of any Rule;
"the Committee"	means the Management Committee for the time being of the

	Company;
"the Office"	means the registered office of the Company;
"Rules"	means all or any rules or regulations governing the conduct of Members and their use and enjoyment of the facilities provided by or for Members by the Company made pursuant to Article 43
"Secretary"	means any person appointed to perform the duties of the Secretary of the Company;

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company

Words importing the masculine gender only shall include the feminine gender

3. The number of Members with which the Company proposes to be registered is 200 but the Committee may from time to time increase the number of Members

MEMBERSHIP

4. The subscribers to the Memorandum of Association and all other persons as are admitted to membership in accordance with the Articles shall be Members. No person shall be admitted a Member unless he is approved by the Committee. Every person who wishes to become a Member shall deliver to the Committee an application for membership in such a form as the Committee shall require. A Member may at any time withdraw from the Company by giving at least seven clear days notice to the Company
5. Notwithstanding Article 4 no Member shall be entitled to use in any way any facilities provided by the Company or otherwise participate in the affairs of the Company unless he is a Member in Good Standing
6. Any dispute as to whether a Member is a Member in Good Standing shall be determined:
 - (a) if at a general meeting of the Company by the chairman of such meeting
 - (b) on a specific occasion by the member or members of the Management Committee present on such occasion
 - (c) where the dispute arises otherwise and the foregoing does not apply by the Management Committee

and in each case the determination shall be final and binding

7. The Company shall at each Annual General Meeting and may at any Extraordinary General Meeting determine

- (i) the yearly or other fees payable by Members and categories of Members
- (ii) the year or years or period or periods in respect of which such fees are payable
- (iii) the categories of Members for such purposes

and the same shall be determined by ordinary resolution

But provided that if the Company has for the purposes of these Articles designated a category of Members as "Life Members" or the like a consequence of which is that such persons are entitled to use and enjoy the facilities provided by the Company for their respective lives on payment of no or a single fee no alteration to the status of that category shall be made without the approval of a special resolution

8. Notwithstanding any other provision of these Articles, the Committee may refuse or decline any application for Membership or may on such grounds as it sees fit withdraw from any Member the benefits of membership on giving notice thereof with reasons therefor. Any Member whose membership has been rescinded under the provision of this Article may appeal to an Extraordinary General Meeting of the Company which shall be convened by the Secretary at the request in writing of the Member whose Membership has been rescinded, and the decision of such a meeting expressed by ordinary resolution shall be final
9. A Member shall comply with the Rules at all times

GENERAL MEETINGS

10. The Company shall hold an Annual General Meeting in every calendar year at such a time and place as may be determined by the Committee and shall specify the meeting as such in the notice 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 so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year
11. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings
12. The Committee may whenever they think fit convene an Extraordinary General Meeting

and an Extraordinary General Meeting shall be convened by the Committee on the requisition of 15 Members on a date not later than eight weeks from the date of receipt of the requisition. In default thereof any of such requisitionists may convene such a meeting

13. At least twenty one days notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution and at least fourteen days notice in writing 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 the meeting and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons as are entitled to receive such notices from the Company 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
14. The accidental omission to give notice of a meeting to or the non-receipt of such a notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

15. All business that is transacted at an Annual General Meeting shall be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Committee and of any auditors (where appointed) and the election of members of the Committee in place of those retiring.
16. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as therein otherwise provided 25 Members in Good Standing present in person shall be a quorum
17. Subject to the Companies Act 1985 and to these Articles the Company shall not be obliged to discuss at any annual general meeting any matter concerning the administration or policy of the Company unless not less than 14 days notice thereof specifying the business required to be discussed has been given to the Company by any Member as the same is proposed by the Committee
18. If from half an hour of the time appointed for the holding of a general meeting a quorum is not present the meeting if convened on the requisition of Members or by Members who are requisitionists pursuant to Article 12 shall be dissolved. In any other case it shall be adjourned to the same day the next week at the same time and place or at such other place as the Committee may determine and if a quorum is not present within half an hour of that adjourned meeting it shall be dissolved
19. The Chairman or in his absence the Vice-Chairman of the Committee shall preside at every general meeting but if neither of such persons are present within fifteen minutes

after the time appointed for holding the same or are unwilling to preside the Members present shall choose some other member of the Committee or if no such member is present or if the members of the Committee present decline to take the chair they shall choose some Member who shall be present to preside as chairman of the meeting

20. 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 Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
21. 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 show of hands demanded by the Chairman or by at least five Members present in person or by proxy and unless a poll be so demanded a declaration by the Chairman of the meeting of that a resolution has been carried or carried unanimously or by a particular majority and an entry to that effect in the minute book 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 that resolution. The demand for a poll may be withdrawn
22. Subject to the provisions of Article 21 if a poll is demanded in the manner aforesaid it shall be taken at such time and place and in such a 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. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded
23. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment
24. In the case of equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote
25. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice and to attend and vote at general meetings shall be as valid and effectual as if the same had been passed at a general meeting of the Company duly convened and held

VOTES OF MEMBERS

26. A Member shall be entitled to one vote whether in person or by proxy at general meetings of the Company

27. A Member who is below the age of 18 at the date of a meeting shall be entitled to attend but not to vote at general meetings of the Company
28. No Member shall be entitled to vote at any general meeting unless he is a Member in Good Standing
29. On a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointor or revocation of the proxy provided that no intimation in writing of such death or revocation shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used
31. An instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation either under its common seal or under the hand of some officer duly authorised in that behalf and shall be in the following form or as near thereto as circumstances will admit or in any other form which is usual or which the Committee may admit

The Newport Model Engineering Society Limited

I/We of being a
member/members of the above named Company, hereby
appoint of
or failing him of
as my/our proxy to vote in my/our name(s) and on my/our
behalf at the Annual/extraordinary general meeting of the
Company to be held on
(Date), and at any adjournment
thereof

Signed by
on (Date)

MANAGEMENT COMMITTEE

32. Unless otherwise determined by ordinary resolution of the Company in General Meeting the number of Committee Members shall be not less than 5 or more than 10.
33. The members of the first Management Committee shall be appointed by the subscribers to these Articles and shall hold office subject to these Articles until the first annual general meeting of the Company
34. The members of the Committee shall have power at any time and from time to time to

appoint any Member of the Company to be a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, but so that the total number of the Committee shall not at any time exceed 10.

35. The Committee shall at the direction of the Company in general meeting or failing such direction shall itself appoint from its members the following officers of the Company:

Chairman
Vice Chairman
Treasurer
Secretary
Public Relations Officer
Membership Secretary

But provided that no Committee Member shall other than with the approval of an ordinary resolution of the Company in general meeting be appointed to hold the same office for more than three consecutive years and provided further and in any event

- (a) the Committee Members appointed the first Chairman and Vice-Chairman of the Company shall not be eligible for re-appointment to that office at or in the year following the Annual General Meeting of the Company held in 1999
 - (b) the Committee Member appointed the first Secretary of the Company shall not be eligible for re-appointment to that office at or in the year following the Annual General Meeting of the Company held in 1998
 - (c) the Committee Member appointed the first Treasurer of the Company shall not be eligible for re-appointment to that office at or in the year following the Annual General Meeting of the Company held in 1997
36. At every Annual General Meeting all the Committee Members shall retire from office but shall be eligible for re-election as a member of the Committee.
37. The Company may by Ordinary Resolution of which special notice has been given in accordance with the Act remove any member of the Committee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Committee. The Company may by Ordinary Resolution appoint another Member of the Company in place of a member of the Committee so removed from office and without prejudice to the powers of the Committee under any other Article, the Company in general meeting may appoint any Member of the Company to be a member of the Committee either to fill a casual vacancy or by way of addition to the Committee
38. No person who is not a Member in Good Standing shall be eligible to be a member of the Committee
39. Members of the Committee shall not be entitled to any remuneration nor to travelling

or other expenses incurred by them in attending and returning from meetings of the Committee save as may be resolved by the Company in general meeting

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

40. A Committee Member shall cease to be such on the happening of any of the following events:
- (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 in Good Standing
 - (d) If by notice in writing to the Company he resigns his office
 - (e) If he ceases to hold office by reason of any order made under the Act
 - (f) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act

POWERS OF THE COMMITTEE

41. The business of the Company shall be managed by the Committee who may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these articles required to be exercised or done by the Company in general meeting subject nevertheless to these Articles and to the provisions of the Act or as may be determined by the Company in general meeting but no such determination shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made
42. The Committee shall not without the prior approval of a special resolution of the Company in general meeting
- (i) exercise any power of the Company to borrow money
 - (ii) create any security or charge over or affecting the assets of the Company
 - (iii) amalgamate with any company or other body
 - (iv) invest any monies of the Company other than on an interest-bearing account with a building society or UK clearing bank
 - (v) lend any money of the Company

nor without the prior approval of an ordinary resolution of the Company in general meeting incur capital expenditure above an amount determined by the Company from time to time in general meeting

RULES

- 43. The Committee shall make such rules and regulations ("the Rules") as it sees fit and proper to govern the conduct of Members and the basis on which Members may use and enjoy the facilities of and provided by the Company and may vary or amend the same from time to time determining in its sole discretion when such variation or amendment shall have effect
- 44. The Committee shall promptly publish or otherwise draw to the attention of the Members in such manner as it sees fit all Rules made by it and all variations and amendments thereto

PROCEEDINGS OF THE COMMITTEE

- 45. The Committee may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determined by the Company in general meeting 5 Committee Members shall be a quorum. Decisions at any meeting shall be determined on a show of hands by a majority of votes. In the case of equality of votes the Chairman of the meeting shall be entitled to a second or casting vote
- 46. A Committee Member may, and on the request of a Committee Member the Secretary shall, at any time convene a meeting of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 47. The Chairman of the Company or in his absence the Vice-Chairman shall be entitled to preside at all meetings of the Committee at which he shall be present but if no such person is appointed or if at any meeting within fifteen minutes after the time appointed for holding the same neither is present and willing to preside the Committee Members present shall choose one of their number to be the chairman of the meeting
- 48. A meeting of the Committee at which a quorum is present shall be competent subject to these Articles to exercise all the authorities powers and discretions for the time being vested in the Committee
- 49. All acts bona fide done by any meeting of the Committee or by any person acting as a member of the Committee shall notwithstanding that it will 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 Committee
- 50. The Committee shall cause proper minutes to be made of the proceedings of all meetings of the Company and of the Committee and all business 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

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

ACCOUNTS

52. The Committee shall cause proper books of accounts and other appropriate records to be kept with respect to
- (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
 - (b) the assets and liabilities of the Company.

Proper books and records shall not be deemed to be kept if there are not kept such books and records as are necessary to give a materially accurate record of the Company and to explain its transactions and to accord with the requirements of the Act

53. The books and records shall be kept at the Office or subject to the Act at such other place or places as the Committee shall think fit and shall always be open to the inspection of the members of the Committee
54. At the Annual General Meeting in every year there shall be laid before the Company accounts for the period since the last preceding accounting reference date (or in the case of the first accounts since the incorporation of the Company) such accounts to be delivered not less than twenty one clear days before the date of the meeting to all persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. Such accounts whether or not required to be audited pursuant to the Act or otherwise shall be inspected by two Members in Good Standing appointed by the Company in general meeting who shall be afforded full access to all the books and records of the Company and who shall report to the Company thereof

PRESIDENT

55. The Company in general meeting may at any time and from time to time appoint any person to be President, but a resolution so to appoint shall not be valid unless it:
- (i) sets out the duties and privileges of the President; and
 - (ii) determines the period for which he shall be hold that office
56. The President may or may not be a Committee Member

57. Notwithstanding the terms of his appointment the President may be removed from that office by ordinary resolution of the Company of which special notice is given, and upon which resolution the President shall be entitled to speak or have circulated prior to the meeting to Members written representations thereon, provided such representations are delivered to the Secretary not later than seven days prior to the date for which such meeting is called.

NOTICES

58. A notice may be served by the Company upon any member personally or by delivering it by hand 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
59. Any Member described in the register of Members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which such notice 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 Company
60. 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 a post office as a prepaid letter

INDEMNITY

61. Subject to the provisions of the Act every Committee Member, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto

DISSOLUTION

62. 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 distributed among 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. The choice of such institution or institutions shall be made by the Company at or before the time of dissolution and if and so far as effect cannot be given to such provisions then to some charitable object

Names and Addresses of Subscribers

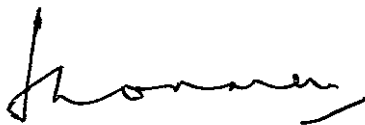
CYRIL GOULDING
3 Brynhyfryd Avenue
Newport
NP9 4FY



EDWARD ATTREE
A Treehouse
Plot 4 Manor Road
Risca
Newport NP1 6JZ



JOHN NORMAN
Y Nyth
Bryngwyn
Nr Rhaglan
Gwent NP5 2DD

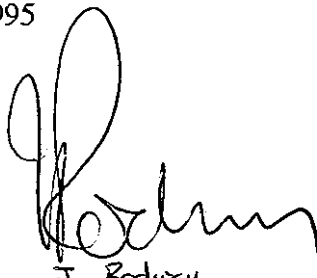


Dated

24th July

1995

Witness to the above signatures



J. Rodway
5 Gifford Close

Two locks

Cwmbran

Gwent NP44 7NX
Chief Superintendent of Police