



The New Montessori Pre-School

The Companies Act 1985 and 1989
Company Limited by Guarantee and not having a
Share Capital

Memorandum of Association of
The New Montessori Pre-School

- 1 The Company's name is The New Montessori Pre-School (and in this document it is called "the Charity").
- 2 The Charity's registered office is to be situated in England.
- 3 The Charity's objects ("the Objects") are within the District of Worthing ("the area of benefit").
 - 3.1 To advance the education of children below compulsory school age in accordance with the Montessori aims, philosophy and method.
 - 3.2 To provide, conduct, develop or otherwise support The New Montessori Pre-School currently established in Worthing, West Sussex.
 - 3.3 To advance the education and training of persons in the provision of such educational care.
 - 3.4 To encourage any other charitable activities through which parents and guardians may assist their children.
- 4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity;
 - b) to raise funds, to invite and receive contributions and to borrow money on such provided terms and on such security as may be thought fit;
 - c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - d) subject to Clause 5 below to employ such staff, who shall not be directors of the Charity ("the trustees") as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and super annuation to staff and their dependants;
 - e) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the performance of their duties as may be thought fit;
 - f) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - g) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - h) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
 - i) to do all such other lawful things as are necessary for the achievement of the Objects.

- 5 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing in this document shall prevent any payment in good faith by the Charity:
- a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf, provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner is under discussion;
 - b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
 - c) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
 - d) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of the company;
 - e) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
 - f) to any trustee of reasonable out of pocket expenses.
- 6 The liability of the members is limited.
- 7 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding one pound) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be member for payment of Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributions among themselves.
- 8 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits any distribution of its or their income and property to an extent at least as great as is imposed on the Charity by clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then some other charitable object.

The New Montessori Pre-School

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names and Addresses of Subscribers.

Brighton Director Limited
Formation House
381 Kingsway
HOVE
East Sussex BN3 4QD

Brighton Secretary Limited
Formation House
381 Kingsway
HOVE
East Sussex BN3 4QD

Company Secretary

Dated: 23.12.99

Witness to the above Signatures:

Miss Liana B Tanner
Formation House
381 Kingsway
HOVE
East Sussex BN3 4QD

**The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital**

**Articles of Association of
The New Montessori Pre-School**

Interpretation

1 In these articles:

- 1.1 "the Act" means the Companies Act 1985.
- 1.2 "the Articles" means these Articles of Association of the Charity.
- 1.3 "the Charity" means the company intended to be regulated by these articles.
- 1.4 "clear days" in relation to the period of a notice means the 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.
- 1.5 "executed" includes any mode of execution.
- 1.6 "the memorandum" means the memorandum of association of the Charity.
- 1.7 "office" means the registered office of the Charity.
- 1.8 "the seal" means the common seal of the Charity if it has one.
- 1.9 "secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint assistant or deputy secretary.
- 1.10 "the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning).
- 1.11 "the United Kingdom" means Great Britain and Northern Ireland.
- 1.12 Words importing the masculine gender only shall include the feminine gender.
- 1.13 Subject to the preceeding clauses words or expressions contained in the Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.
- 1.14 A reference to a statute or subordinate legislation includes reference to any statutory modification or re-enactment for the time being in force.

Members

- 2.1 The members of the charity shall be
 - a) the subscribers to this memorandum; and
 - b) such other individuals, clubs, associations or businesses as may be approved by the trustees in accordance with the rules made under Article 61.
- 2.2 No member or non-member shall, unless authorised in advance by the trustees:
 - a) be permitted either directly or indirectly to speak on behalf of the Charity; or
 - b) use the name of the Charity either directly or indirectly for the promotion of either themselves, on behalf of a club, association or a business and especially when it is a marketing exercise for financial gain.

- 2.3 The trustees may unanimously and for good reason terminate the membership of any individual or member organisation. The individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Trustees before a final decision is made. At such a hearing the member has the right to be accompanied by a professional or other advisor.

General Meetings

- 3 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Charity and that of the next; provided that the Charity holds it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than the annual general meetings shall be called extraordinary general meetings.
- 4 Any trustee or member of the charity may call a general meeting and, on the requisition of members pursuant to the provisions of the Act, the trustees shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

Notice of General Meetings

- 5.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least 21 clear days notice. All other extraordinary general meetings shall be called by at least 14 clear days notice but a general meeting may be called by shorter if it is so agreed:
- a) in the case of an annual general meeting by all members entitled to attend and vote; or
 - b) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95% of the total voting rights at the meeting of all the members
- 5.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of annual general meetings, shall specify the meeting as such.
- 5.3 The notice shall be given to all the members and to the trustees and auditors.
- 6 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 the meeting.

Proceedings at General Meetings

- 7 No business shall be transacted at any meeting unless a quorum is present. Four persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being present, whichever is the greater shall constitute a quorum.

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- 8 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
- 9 The chairman, if any, of the trustees or, in his or her absence, some other trustee nominated by the trustees shall preside as chairman of the meeting but if neither the chairman nor such other trustee (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he or she shall be chairman.
- 10 If no trustee is willing to act as chairman, or if no trustee is present within 15 minutes after the time appointed for holding the meeting the members present and entitled to vote shall choose one of their number to be chairman.
- 11 A trustee shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting.
- 12 The chairman may, with the consent of the 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days notice shall be given specifying the time and place of the adjournment meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 13 A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to provisions of the Act a poll may be demanded
 - a) by the chairman; or
 - b) by at least two members having the right to vote at the meeting; or
 - c) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
- 14 Unless a poll is demanded a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 15 The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 16 A poll shall be taken as the chairman directs and he or she may appoint scrutineers (who need to be members) and fix a time and a place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 17 In the case of equality in the votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he or she may have.

- 18 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 19 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

Votes of Members

- 20 Subject to Article 17, every member shall have one vote.
- 21 No member shall be entitled to vote at any general meeting unless all monies then payable by him or her to the Charity have been paid.
- 22 No objection shall be raised to the qualification of any voter except at the 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.
- 23 Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- 23.1 The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- 23.2 Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.
- 24 Any organisation which is a member of the Charity may, by resolution of its Council or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Charity and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he or she represents as the organisation could exercise if it were an individual member of the Charity.

Trustees

- 25 The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 26 The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

Powers of trustees

- 27 Subject to the provisions of the Act, the memorandum and the articles and any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.
- 28 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
- a) to expand the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expand the proceeds of any such sale in furtherance of the Objects of the Charity.
 - b) to enter into contracts on behalf of the Charity.

Appointment and retirement of trustees

- 29 At the first annual general meeting all the trustees shall retire from office and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office, but if there is only one trustee who is subject to retirement by rotation then he or she shall retire.
- 30 Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 31 If the Charity at the meeting at which a trustee retires by rotation does not fill the vacancy, the retiring trustee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the trustee is put to the meeting and lost.
- 32 No person other than a trustee retiring by rotation shall be appointed or re-appointed a trustee at any general meeting unless:
- a) he or she is recommended by the trustees; or
 - b) not less than 14 nor more than 35 days before the date appointed for the meeting notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he or she were so appointed or re-appointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his or her willingness to be appointed or re-appointed.
- 33 No person may be appointed as a trustee:
- a) unless he or she has attained the age of 18 years; or

- b) in circumstances such that, had he or she already been a trustee, he or she would have been disqualified from acting under the provisions of Article 38.
- 34 Not less than 7 or more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all the persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or re-appointment at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him or her at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of trustees.
- 35 Subject to these articles, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
- 36 The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.
- 37 Subject to these articles, a trustee who retires at an annual general meeting may, if willing to act, be re-appointed.

Disqualification and removal of trustees

- 38 A trustee shall cease to hold office if he or she:
- a) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993; or
 - b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
 - c) resigns his or her office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - d) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated.

Trustees expenses

- 39 The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.

Trustees appointments

- 40 Subject to the provisions of the Act and to clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or

to any other unremunerated executive office under the Charity. Any appointment of a trustee to an executive office shall terminate if he or she ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.

41. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of trustees

- 42 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a 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.
- 43 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than two thirds of their number or three trustees, whichever is greater.
- 44 The trustees may act notwithstanding any vacancies in their number but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees may act only for the purpose of filling vacancies or of calling a general meeting.
- 45 The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he or she is present. But if there is no trustee holding that office, or if the trustee holding it is not present within five minutes after the time appointed for the meeting the trustees present may appoint one of their number to be chairman of the meeting.
- 46 The trustees may appoint one or more committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a committee, provided that all acts and proceedings of any such committees shall be fully and promptly reported to the trustees.
- 47 All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be trustee and had been entitled to vote.
- 48 A resolution in writing, signed by all trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

- 49 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for payments of money from such accounts shall be signed by at least two trustees.

Secretary

- 50 Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term at such remuneration (if not a trustee) and upon such conditions as they may think fit and any secretary so appointed may be removed by them.

Minutes

- 51 The trustees shall keep minutes in books kept for the purpose:
- a) of all appointments of officers made by the trustees; and
 - b) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the name of the trustees present at each such meeting.

The Seal

- 52 The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a seconded trustee.

Accounts

- 53 The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 53.1 The Directors must keep accounting records as required by sections 221 and 222 of the Act.

Annual Report

- 54 The trustees shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

Annual Return

- 55 The trustees shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

Notices

- 56 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

- 57 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member or his or her registered address or by leaving it at the address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address but otherwise no such member shall be entitled to receive any notice from Charity.
- 58 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 59 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

- 60 Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

- 61 The trustees may from time to time make such rules or bylaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bylaws regulate:
- a) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - b) the conduct of members of the Charity in relation to one another and to the Charity's servants;
 - c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - d) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
 - e) generally, all such matters as are commonly the subject matter of company rules.
62. The Charity in general meeting shall have the power to alter, add to or repeal the rules or bylaws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bylaws, which shall be binding on all members of the Charity provided that no rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in the memorandum or the articles.

Signatures, Names and Addresses of Subscribers.

Brighton Director Limited
Formation House
381 Kingsway
HOVE
East Sussex BN3 4QD

Brighton Secretary Limited
Formation House
381 Kingsway
HOVE
East Sussex BN3 4QD

Company Secretary

Dated: 23.12.99

Witness to the above Signatures:

Miss Liana B Tanner
Formation House
381 Kingsway
HOVE
East Sussex BN3 4QD