

FILE COPY



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

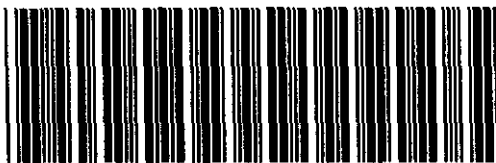
Company No. 4210225

The Registrar of Companies for England and Wales hereby certifies that

CHICHESTER FESTIVAL THEATRE

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 2nd May 2001



N042102253

H Jones
K. L. Jones

For The Registrar Of Companies



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

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

CHICHESTER FESTIVAL THEATRE

I, MIRANDA ELIZABETH CHAPPLE

of 5 EAST PALLANT, CHICHESTER, WEST SUSSEX, PO19 1TS

† Please 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 19 of the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

M E Chapple

Declared at

Hubbard Co. West Pallant, Chichester

Day Month Year

On

01 05 2001

① Please print name.

before me ①

M. Field M. FIELD

Signed

M. Field

Date

1st May 2001

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Thomas Eggar Church Adams
5 East Pallant, Chichester, West Sussex, PO19 1TS

CONTACT: M CHAPPLE Tel (01243) 786111
DX number 30300 DX exchange Chichester

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



A11
COMPANIES HOUSE

0471
02/05/01

30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHWP007

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full

CHICHESTER FESTIVAL THEATRE

I,

MIRANDA ELIZABETH CHAPPLE

of

5 EAST PALLANT, CHICHESTER, WEST SUSSEX, PO19 1TS

† Please delete as appropriate

a [Solicitor engaged in the formation of the company] [person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985] † do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

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

Declarant's signature

M. Chapple

Declared at

Hubbard + Co, West Pallant, Chichester

Day Month Year

on

01 05 2001

◆ Please print name.

before me ◆

M. FIELD

Signed

M. Field

Date

1st May 2001

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available
a DX number and Exchange of the
person Companies House should
contact if there is any query.

Thomas Eggar Church Adams

5 East Pallant, Chichester, West Sussex

PO19 1TS

Tel 01243 786111

DX number 30300

DX exchange CHICHESTER



A11
COMPANIES HOUSE

0469
02/05/01

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Package: 'Laserform'
by Laserform International Ltd.

10

*Please complete in typescript,
or in bold black capitals.*

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

CHICHESTER FESTIVAL THEATRE

Proposed Registered Office

OAKLANDS PARK

(PO Box numbers only, are not acceptable)

Post town CHICHESTER

County / Region WEST SUSSEX

Postcode PO19 4AP

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

x

Agent's Name THOMAS EGGAR CHURCH ADAMS

Address 5 EAST PALLANT

CHICHESTER

Post town

County / Region WEST SUSSEX

Postcode PO19 1TS

Number of continuation sheets attached

1

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Thomas Eggar Church Adams
5 East Pallant, Chichester, West Sussex, PO19 1TS

DX number 30300

Tel (01243) 786111

DX exchange Chichester



When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name CHICHESTER FESTIVAL THEATRE

NAME

*Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

JOHN

Surname

BAILEY

Previous forename(s)

Previous surname(s)

Address

5 CHATSWORTH AVENUE

Usual residential address

For a corporation, give the registered or principal office address.

COSHAM

Post town

PORTSMOUTH

County / Region

HAMPSHIRE

Postcode

PO6 2UG

Country

ENGLAND

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

Consent signature

Date

28-4-01

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc

O.B.E, D.L, L.L.B

Forename(s)

CLIFFORD LIONEL

Surname

HODGETTS

Previous forename(s)

Previous surname(s)

Address

SHRUBLANDS

Usual residential address

For a corporation, give the registered or principal office address.

GRAFFHAM

Post town

PETWORTH

County / Region

WEST SUSSEX

Postcode

GU28 0PT

Country

ENGLAND

Day Month Year

Date of birth

1 | 2 | 0 | 5 | 1 | 9 | 3 | 4

Nationality

BRITISH

Business occupation

RETIRED SOLICITOR

Other directorships

SEE ATTACHED LIST

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

Consent signature

Date

28-4-01

Directors

(continued)

(see notes 1-5)

* Voluntary details

NAME***Style / Title**

MR

Honours etc*Forename(s)**

NEVILLE DENIS

Surname

LACEY

Previous forename(s)**Previous surname(s)****Address**

123 OIVING ROAD

Usual residential address

For a corporation, give the registered or principal office address.

Post town

CHICHESTER

County / Region

WEST SUSSEX

Postcode

PO19 4EP

Country

ENGLAND

Date of birth

Day Month Year

1 4 0 6

1 9 5 2

Nationality

BRITISH

Business occupation

ACCOUNTANT

Other directorships

SEE ATTACHED LIST

Consent signature

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

Date

29.04.01.

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed****Date**

01/05/01

Or the subscribers**Signed****Date***(i.e those who signed
as members on the
memorandum of
association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

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

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and 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.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

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.

3. Directors details:

- Show for each individual director the director's 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 person 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, or
- 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, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

Company name CHICHESTER FESTIVAL THEATRE

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

THE RT. HONORABLE

*Honours etc

LRD YOUNG OF GRAFFHAM

Forename(s)

DAVID IVOR

Surname

YOUNG

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

FAIRACRES

GRAFFHAM

PETWORTH

WEST SUSSEX

GU28 0NZ

ENGLAND

Day Month Year

Date of birth

2 | 7 | 0 | 2 | 1 | 9 | 3 | 2

Nationality BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

SEE ATTACHED LIST

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

Consent signature

Date

28-4-01

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

Forename(s)

* Voluntary details

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

PERSONAL APPOINTMENTS

[Go Back](#)

Name : CLIFFORD HODGETTS, MR
Nationality : ENGLISH
Address : 5 EAST PALLANT
CHICHESTER
WEST SUSSEX
Postcode : PO19 1TS
Date of Birth: 12/05/1934
Company Appointments : 2 / Resignations : 1

To view company details, click on the appropriate company number.

DIRECTOR Appointed: 02/08/1994
Occupation : SOLICITOR
Company Number: 02938071
Company Name: WESTMINSTER ABBEY DEVELOPMENT LIMITED
Active

DIRECTOR Appointed: pre 11/01/1993
Occupation : SOLICITOR
Company Number: 00204265
Company Name: CHICHESTER THEOLOGICAL
COLLEGE,LIMITED.(THE)
Dissolved

DIRECTOR Appointed: pre 13/09/1991
Resigned: 30/06/2000
Occupation : SOLICITOR
Company Number: 01300783
Company Name: WESTMINSTER ABBEY ENTERPRISES LIMITED
Active



PERSONAL APPOINTMENTS

**Go Back**

Name : CLIFFORD LIONEL HODGETTS , DL OBE
Nationality : BRITISH
Address : SHRUBLANDS
GRAFFHAM
PETWORTH
WEST SUSSEX
Postcode : GU28 0PT
Date of Birth: 12/05/1934
Company Appointments : 9 / Resignations : 9

To view company details, click on the appropriate company number.

DIRECTOR Appointed: pre 06/01/1991
Occupation : SOLICITOR
Company Number: 01781116
Company Name: SUSSEX TRAINING
Active

DIRECTOR Appointed: pre 01/04/1991
Occupation : SOLICITOR
Company Number: 02463609
Company Name: TRAINING & ENTERPRISE (SOUTHERN) LIMITED
Dissolved

DIRECTOR Appointed: pre 28/11/1991
Occupation : SOLICITOR
Company Number: 00902869
Company Name: WESTBOURNE HOUSE SCHOOL EDUCATIONAL
TRUST LIMITED
Active

DIRECTOR Appointed: pre 01/10/1991
Occupation : SOLICITOR
Company Number: 01171418
Company Name: CHICHESTER CATHEDRAL ENTERPRISES LIMITED
Active

DIRECTOR Appointed: 26/07/1994
Occupation : SOLICITOR
Company Number: 02112984
Company Name: SUSSEX TRAINING SERVICES LIMITED
Active

DIRECTOR Appointed: 06/04/1995
Occupation : SOLICITOR
Company Number: 03042724
Company Name: SHOPWYKE ACTIVITIES LIMITED
Active

DIRECTOR Appointed: 13/12/1997
Occupation : SOLICITOR
Company Number: 00703132
Company Name: CHICHESTER FESTIVAL THEATRE PRODUCTIONS
COMPANY LIMITED(THE)
Active

DIRECTOR Appointed: 13/12/1997
Occupation : SOLICITOR
Company Number: 00687593
Company Name: CHICHESTER FESTIVAL THEATRE TRUST
LIMITED(THE)
Active

DIRECTOR Appointed: 16/04/1999
Occupation : RETIRED SOLICITOR
Company Number: 00508519
Company Name: WEST WITTERING ESTATE P L C
Active

SECRETARY Appointed: 28/04/1994
Resigned: 16/04/1999
Occupation : SECRETARY
Company Number: 00508519
Company Name: WEST WITTERING ESTATE P L C
Active

SECRETARY Appointed: 01/03/1997
Resigned: 30/04/1999
Occupation :
Company Number: 02289495
Company Name: WEBB'S LAND LIMITED
Active

SECRETARY Appointed: 22/11/1996
Resigned: 30/04/1999
Occupation :
Company Number: 00520965
Company Name: **CAKEHAM MANOR ESTATE LIMITED**
Active

DIRECTOR Appointed: pre 06/01/1991
Resigned: 09/10/1992
Occupation : **SOLICITOR**
Company Number: 02112984
Company Name: **SUSSEX TRAINING SERVICES LIMITED**
Active

DIRECTOR Appointed: pre 20/10/1991
Resigned: 01/11/1993
Occupation : **SOLICITOR**
Company Number: 02307330
Company Name: **LAW SOUTH GROUP LIMITED**
Active

DIRECTOR Appointed: pre 05/01/1993
Resigned: 14/03/1997
Occupation : **SOLICITOR**
Company Number: 01991966
Company Name: **CATHEDRAL WORKS ORGANISATION
(CHICHESTER) LIMITED**
Active

DIRECTOR Appointed: pre 25/11/1991
Resigned: 20/02/1998
Occupation : **SOLICITOR**
Company Number: 01802101
Company Name: **THESIS ASSET MANAGEMENT PLC**
Active

DIRECTOR Appointed: pre 17/01/1993
Resigned: 21/04/1999
Occupation : **SOLICITOR**
Company Number: 02277905
Company Name: **SUSSEX DOWNS ENTERPRISE AGENCY LIMITED**
Active

DIRECTOR Appointed: pre 18/12/1991
Resigned: 30/04/1999

Occupation : SOLICITOR
Company Number: 02249164
Company Name: THESIS NOMINEES LIMITED
Active

PERSONAL APPOINTMENTS

[Go Back](#)

Name : NEVILLE DENIS LACEY
Nationality : BRITISH
Address : 123 Oving Road
CHICHESTER
WEST SUSSEX
Postcode : PO19 4EP
Date of Birth: 14/06/1952
Company Appointments : 4 / Resignations : 1

To view company details, click on the appropriate company number.

SECRETARY Appointed: 12/09/1997
Occupation :
Company Number: 03433345
Company Name: PENICOL LIMITED
Active

DIRECTOR Appointed: 27/03/1996
Occupation : CHARTERED ACCOUNTANT
Company Number: 03178501
Company Name: JONES AVENS LIMITED
Dissolved

DIRECTOR Appointed: 13/12/1997
Occupation : ACCOUNTANT
Company Number: 00703132
Company Name: CHICHESTER FESTIVAL THEATRE PRODUCTIONS
COMPANY LIMITED(THE)
Active

DIRECTOR Appointed: 28/02/1998
Occupation : ACCOUNTANT
Company Number: 00687593
Company Name: CHICHESTER FESTIVAL THEATRE TRUST
LIMITED(THE)
Active

SECRETARY

Appointed: 26/11/1999

Resigned: 01/06/2000

Occupation :

Company Number:

03688952

Company Name:

SOUTHERN FREIGHT LIMITED

Active

PERSONAL APPOINTMENTS[Go Back](#)

Name : NEVILLE DENIS LACEY
Nationality : BRITISH
Address : PIPER HOUSE 4 DUKES COURT
BOGNOR ROAD
CHICHESTER
WEST SUSSEX
Postcode : PO19 2FX
Date of Birth:
Company Appointments : 0 / Resignations : 1

To view company details, click on the appropriate company number.

SECRETARY**Appointed: 13/02/1998****Resigned: 11/01/2001****Occupation :****Company Number:****03510512****Company Name:****UNIVERSAL RACE TECHNOLOGY LIMITED****Active**



PERSONAL APPOINTMENTS

[Go Back](#)

Name : DAVID IVOR YOUNG, THE RT HON LORD YOUNG OF GRAFFHAM
Nationality : BRITISH
Address : 28 YORK TERRACE WEST
LONDON
Postcode : NW1 4QA
Date of Birth: 27/02/1932
Company Appointments : 16 / **Resignations :** 46

To view company details, click on the appropriate company number.

DIRECTOR Appointed: 01/10/1996
Occupation : COMPANY DIRECTOR
Company Number: 03249820
Company Name: SECOND OPINION UK LIMITED
Active

DIRECTOR Appointed: 29/09/1995
Occupation : COMPANY CHAIRMAN
Company Number: 03110418
Company Name: CENTRE FOR THE PERFORMING ARTS
Dissolved

DIRECTOR Appointed: 06/02/1997
Occupation : COMPANY CHAIRMAN
Company Number: 03289864
Company Name: EDUCATIONAL LOW-PRICED SPONSORED TEXTS
Active

DIRECTOR Appointed: 14/10/1998
Occupation : CHAIRMAN
Company Number: 03585738
Company Name: BUSINESS FOR STERLING
Active

DIRECTOR Appointed: 03/11/1998
Occupation : COMPANY CHAIRMAN

Company Number: 03633295
Company Name: **PRECIS (1676) LIMITED**
Dissolved

DIRECTOR **Appointed: 08/02/2000**
Occupation : **CHAIRMAN**
Company Number: 03654407
Company Name: **AUTOHIT PLC**
Active

DIRECTOR **Appointed: 29/06/2000**
Occupation : **COMPANY DIRECTOR**
Company Number: 03990908
Company Name: **ELFIN SYSTEMS LIMITED**
Active

DIRECTOR **Appointed: 12/07/2000**
Occupation : **COMPANY DIRECTOR**
Company Number: 04010427
Company Name: **PERE (UK) LIMITED**
Active

DIRECTOR **Appointed: 27/09/2000**
Occupation : **COMPANY DIRECTOR**
Company Number: 04078998
Company Name: **ACACIA CITY LIMITED**
Active

DIRECTOR **Appointed: 14/08/1997**
Occupation : **COMPANY DIRECTOR**
Company Number: 03410618
Company Name: **DIRECTFOUR LIMITED**
Dissolved

DIRECTOR **Appointed: 13/11/1997**
Occupation : **COMPANY CHAIRMAN**
Company Number: 02626037
Company Name: **PIXOLOGY LIMITED**
Active

DIRECTOR **Appointed: 02/12/1997**
Occupation : **COMPANY DIRECTOR**
Company Number: 03477297
Company Name: **NEOSCORP LIMITED**

Active

DIRECTOR Appointed: 10/02/1999
Occupation : COMPANY DIRECTOR
Company Number: 03701990
Company Name: NEWHAVEN MANAGEMENT SERVICES LIMITED
Active

DIRECTOR Appointed: 26/01/2001
Occupation : COMPANY CHAIRMAN
Company Number: 03139094
Company Name: THE DIGITAL CAMERA COMPANY LIMITED
Active

DIRECTOR Appointed: 12/01/2001
Occupation : COMPANY CHAIRMAN
Company Number: 04140339
Company Name: GLOBALSWIFT LIMITED
Active

DIRECTOR Appointed: 20/02/1996
Occupation : COMPANY DIRECTOR
Company Number: 03164279
Company Name: YOUNG ASSOCIATES LIMITED
Active

DIRECTOR Appointed: 10/07/1995
Resigned: 20/03/1996
Occupation : COMPANY CHAIRMAN
Company Number: 00357059
Company Name: LONDON PHILHARMONIC ORCHESTRA LIMITED
Active

DIRECTOR Appointed: pre 07/06/1991
Resigned: 31/05/1995
Occupation : COMPANY CHAIRMAN
Company Number: 01109384
Company Name: OXFORD CENTRE FOR HEBREW AND JEWISH STUDIES
Active

DIRECTOR Appointed: pre 28/03/1992
Resigned: 06/05/1994
Occupation : INVESTMENT BANKER
Company Number: 01763297

Company Name:	SALOMON BROTHERS INTERNATIONAL LIMITED
	Active
DIRECTOR	Appointed: pre 24/08/1992
	Resigned: 12/04/1995
Occupation :	CHAIRMAN CABLE & WIRELESS
Company Number:	<u>00730466</u>
Company Name:	ROYAL OPERA HOUSE TRUST
	Active
DIRECTOR	Appointed: pre 31/07/1992
	Resigned: 21/11/1995
Occupation :	CHAIRMAN
Company Number:	<u>00238525</u>
Company Name:	CABLE AND WIRELESS PUBLIC LIMITED COMPANY
	Active
DIRECTOR	Appointed: pre 31/12/1992
	Resigned: 21/11/1995
Occupation :	CHAIRMAN
Company Number:	<u>01541957</u>
Company Name:	CABLE & WIRELESS COMMUNICATIONS (MERCURY)
	Active
DIRECTOR	Appointed: pre 26/10/1991
	Resigned: 12/12/1995
Occupation :	COMPANY CHAIRMAN
Company Number:	<u>02552695</u>
Company Name:	THE PRINCE OF WALES INTERNATIONAL BUSINESS LEADERS FORUM
	Active
DIRECTOR	Appointed: 06/02/1992
	Resigned: 19/01/1996
Occupation :	COMPANY CHAIRMAN
Company Number:	<u>02679838</u>
Company Name:	NOUR FOUNDATION (UK) LIMITED
	Dissolved
DIRECTOR	Appointed: 06/04/1992
	Resigned: 19/01/1996
Occupation :	COMPANY CHAIRMAN
Company Number:	<u>02690881</u>
Company Name:	KIBO FOUNDATION (UK) LIMITED
	Dissolved

DIRECTOR
Appointed: pre 30/10/1992
Resigned: 01/11/1995
Occupation : **COMPANY CHAIRMAN**
Company Number: **02124695**
Company Name: **TECHNOLOGY COLLEGES TRUST**
Active

DIRECTOR
Appointed: 01/09/1993
Resigned: 22/04/1996
Occupation : **COMPANY DIRECTOR**
Company Number: **02804425**
Company Name: **INDUSTRY IN EDUCATION LIMITED**
Active

DIRECTOR
Appointed: 01/08/1993
Resigned: 01/10/1996
Occupation : **COMPANY CHAIRMAN**
Company Number: **01056119**
Company Name: **BRITISH EXECUTIVE SERVICE OVERSEAS**
Active

DIRECTOR
Appointed: pre 16/10/1992
Resigned: 18/02/1997
Occupation : **CHAIRMAN**
Company Number: **02432546**
Company Name: **JOHN CABOT C.T.C. BRISTOL TRUST**
Active

DIRECTOR
Appointed: 10/11/1993
Resigned: 29/07/1997
Occupation : **COMPANY CHAIRMAN**
Company Number: **02836858**
Company Name: **JEWISH CONTINUITY**
Active

DIRECTOR
Appointed: 02/10/1995
Resigned: 05/11/1997
Occupation : **COMPANY DIRECTOR**
Company Number: **03109885**
Company Name: **ST. JOHN'S GARDENS DEVELOPMENTS PLC**
Liquidation

DIRECTOR
Appointed: 19/01/1996
Resigned: 05/11/1997
Occupation : **COMPANY DIRECTOR**
Company Number: **03150817**

Company Name:	COMBINED SERVICES ESTATES PLC Liquidation
DIRECTOR	Appointed: 14/12/1995 Resigned: 05/11/1997
Occupation :	COMPANY DIRECTOR
Company Number:	<u>03139638</u>
Company Name:	RICHMOND RETAIL CORPORATION PLC Liquidation
DIRECTOR	Appointed: pre 29/10/1993 Resigned: 10/09/1996
Occupation :	COMPANY CHAIRMAN
Company Number:	<u>01056119</u>
Company Name:	BRITISH EXECUTIVE SERVICE OVERSEAS Active
DIRECTOR	Appointed: pre 20/11/1991 Resigned: 31/12/1997
Occupation :	DIRECTOR
Company Number:	<u>02447900</u>
Company Name:	JEWISH CARE Active
DIRECTOR	Appointed: 13/12/1995 Resigned: 31/12/1997
Occupation :	DIRECTOR
Company Number:	<u>00329785</u>
Company Name:	STEPNEY JEWISH (B'NAI B'RITH) CLUBS & SETTLEMENT LIMITED Active
DIRECTOR	Appointed: 21/06/1995 Resigned: 31/12/1997
Occupation :	DIRECTOR
Company Number:	<u>03071151</u>
Company Name:	JEWISH CARE COMMUNITY FOUNDATION Active
DIRECTOR	Appointed: 05/08/1996 Resigned: 22/12/1997
Occupation :	COMPANY DIRECTOR
Company Number:	<u>03234181</u>
Company Name:	WHITEHALL INVESTORS LIMITED Dissolved

DIRECTOR
Appointed: 13/08/1995
Resigned: 22/12/1997
Occupation : COMPANY DIRECTOR
Company Number: 03091700
Company Name: WHITEHALL CORPORATION PLC
Liquidation

DIRECTOR
Appointed: 11/12/1996
Resigned: 07/12/1998
Occupation : DIRECTOR
Company Number: 03080512
Company Name: WHITE CITY (SHEPHERDS BUSH) GENERAL PARTNER LIMITED
Active

DIRECTOR
Appointed: 15/04/1997
Resigned: 07/02/1999
Occupation : COMPANY DIRECTOR
Company Number: 03356593
Company Name: LUTON INTERNATIONAL DEVELOPMENT CORPORATION PLC
Liquidation

DIRECTOR
Appointed: 25/07/1997
Resigned: 07/02/1999
Occupation : COMPANY DIRECTOR
Company Number: 03412167
Company Name: EUROPEAN LAND MANAGEMENT SERVICES LIMITED
Active

DIRECTOR
Appointed: 08/07/1997
Resigned: 27/02/1999
Occupation : COMPANY DIRECTOR
Company Number: 03402776
Company Name: GRESHAM STREET CORPORATION LIMITED
Active

DIRECTOR
Appointed: 19/06/1997
Resigned: 07/02/1999
Occupation : COMPANY DIRECTOR
Company Number: 03216155
Company Name: CHELSEA LAND DEVELOPMENT CORPORATION PLC
Active

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**PERSONAL APPOINTMENTS****Go Back**

Name : DAVID IVOR YOUNG, THE RT HON LORD YOUNG OF GRAFFHAM
Nationality : BRITISH
Address : 28 YORK TERRACE WEST
LONDON
Postcode : NW1 4QA
Date of Birth: 27/02/1932
Company Appointments : 16 / **Resignations :** 46

To view company details, click on the appropriate company number.

DIRECTOR**Appointed:** 17/12/1996**Resigned:** 07/02/1999**Occupation :****COMPANY DIRECTOR****Company Number:****03295581****Company Name:****HAVERING RIVERSIDE CORPORATION PLC**
Liquidation**DIRECTOR****Appointed:** 10/01/1997**Resigned:** 07/02/1999**Occupation :****COMPANY DIRECTOR****Company Number:****03302799****Company Name:****IMPERIAL WHARF DEVELOPMENT CORPORATION**
PLC
Active**DIRECTOR****Appointed:** 18/04/1997**Resigned:** 07/02/1999**Occupation :****COMPANY DIRECTOR****Company Number:****03358964****Company Name:****NEW VILLAGE PROPERTIES PLC**
Dissolved**DIRECTOR****Appointed:** 05/07/1996**Resigned:** 15/09/1999**Occupation :****CHAIRMAN(YOUNG ASSOCIATES LTD)****Company Number:****03174667****Company Name:****THE SOUTH BANK FOUNDATION LIMITED**

Active**DIRECTOR****Appointed: 12/09/1996****Resigned: 12/10/1999****Occupation :****BANKER****Company Number:****03105379****Company Name:****POWERDESK PLC****Active****DIRECTOR****Appointed: 11/02/1994****Resigned: 07/02/2000****Occupation :****COMPANY CHAIRMAN****Company Number:****02872559****Company Name:****UK LOTTERIES LIMITED****Active****DIRECTOR****Appointed: 01/02/1994****Resigned: 07/02/2000****Occupation :****COMPANY CHAIRMAN****Company Number:****02895139****Company Name:****THE LOTTERY FOUNDATION****Active****DIRECTOR****Appointed: 12/12/1996****Resigned: 11/08/2000****Occupation :****DIRECTOR****Company Number:****02300862****Company Name:****PADDINGTON BASIN DEVELOPMENTS LIMITED****Active****DIRECTOR****Appointed: 17/11/1995****Resigned: 11/08/2000****Occupation :****COMPANY DIRECTOR****Company Number:****03128558****Company Name:****PADDINGTON DEVELOPMENT CORPORATION LIMITED****Active****DIRECTOR****Appointed: 24/11/1995****Resigned: 25/11/2000****Occupation :****COMPANY DIRECTOR****Company Number:****03132165****Company Name:****EUROPEAN LAND & PROPERTY CORPORATION (KC & UMDS) LIMITED****Active**

DIRECTOR
Appointed: 26/08/1997
Resigned: 25/11/2000
Occupation : **COMPANY DIRECTOR**
Company Number: **03426993**
Company Name: **EUROPEAN LAND (FOUR SURPLUS SITES) LIMITED**
Active

DIRECTOR
Appointed: 24/12/1997
Resigned: 25/11/2000
Occupation : **COMPANY DIRECTOR**
Company Number: **03462654**
Company Name: **552 KINGS ROAD LIMITED**
Active

DIRECTOR
Appointed: 24/12/1997
Resigned: 25/11/2000
Occupation : **COMPANY DIRECTOR**
Company Number: **03462661**
Company Name: **MANRESA ROAD LIMITED**
Active

DIRECTOR
Appointed: 24/12/1997
Resigned: 25/11/2000
Occupation : **COMPANY DIRECTOR**
Company Number: **03462673**
Company Name: **CAMPDEN HILL (CAMPUS) LIMITED**
Active

DIRECTOR
Appointed: 24/12/1997
Resigned: 25/11/2000
Occupation : **COMPANY DIRECTOR**
Company Number: **03462689**
Company Name: **CAMPDEN HILL (ATKINS) LIMITED**
Active

DIRECTOR
Appointed: 23/01/1996
Resigned: 25/11/2000
Occupation : **COMPANY DIRECTOR**
Company Number: **03151920**
Company Name: **AGP (2001) PLC**
Active

DIRECTOR
Appointed: 14/11/1997
Resigned: 07/02/2000
Occupation : **COMPANY CHAIRMAN**
Company Number: **03254610**

Company Name: **FONEXCO GROUP LIMITED**
Active

DIRECTOR **Appointed: 26/06/1997**
Resigned: 23/12/1999

Occupation : **COMPANY CHAIRMAN**

Company Number: **03070465**

Company Name: **CDT HOLDINGS PLC**
Active

PERSONAL APPOINTMENTS

[Go Back](#)

Name : DAVID IVOR YOUNG, THE RIGHT HONOURABLE LORD YOUNG OF GRAFFHAM PC
Nationality : BRITISH
Address : FAIRACRES
GRAFFHAM
PETWORTH
WEST SUSSEX
Postcode : GU28 0NZ
Date of Birth: 27/02/1932
Company Appointments : 2 / Resignations : 0

To view company details, click on the appropriate company number.

DIRECTOR	Appointed: 13/12/1997
Occupation :	COMPANY DIRECTOR
Company Number:	<u>00703132</u>
Company Name:	CHICHESTER FESTIVAL THEATRE PRODUCTIONS COMPANY LIMITED(THE)
	Active

DIRECTOR	Appointed: 13/12/1997
Occupation :	COMPANY DIRECTOR
Company Number:	<u>00687593</u>
Company Name:	CHICHESTER FESTIVAL THEATRE TRUST LIMITED(THE)
	Active

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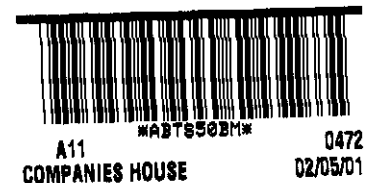
THE COMPANIES ACTS 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

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MEMORANDUM OF ASSOCIATION

of

CHICHESTER FESTIVAL THEATRE

-
1. The name of the Company is "CHICHESTER FESTIVAL THEATRE".
 2. The registered office of the Company will be situated in England.
 3. The objects for which the Company is established are:-
 - (A) To encourage the promotion and advancement of aesthetic education and the cultivation and improvement of public taste in drama, opera, music, painting and the other arts by providing, presenting, producing, organising, managing and conducting performances of plays, opera, ballet, films, concerts, classical, educational and other similar events of cultural value to the community. This shall be the main object of the Company.
 - (B) To employ, retain and pay managers, producers, actors, singers, professional and technical advisers, secretaries, clerks and others whose services are required or deemed expedient for carrying out the main object of the Company.
 - (C) To purchase, hire, take on, lease, or in exchange or otherwise acquire and hold, any theatre, stage, properties, plant, furniture, fittings, scenery, effects, rights, privileges and real and personal property of any kind necessary or convenient for the promotion of the main object of the Company.
 - (D) To take such steps as may from time-to-time be deemed expedient for the purpose of obtaining money by way of donations, grants and contributions to the main object of the Company.
 - (E) To accept and receipt gifts of real and personal property for the main object of the Company.
 - (F) To borrow or raise money for the purposes of the Company in such manner and upon such terms and such securities as may be thought fit and whether by the creation and issue of debentures or debenture stock or otherwise.

- (G) To lend and advance money or give credit to any person or company to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company, to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company and otherwise to assist any person or company.
- (H) To sell, manage, let, mortgage, improve, dispose of or otherwise deal with all or any of the property of the Company as may be thought expedient.
- (I) To construct, maintain, improve and alter any buildings necessary or convenient for the promotion of the main object of the Company.
- (J) To undertake and execute any trusts which may lawfully be undertaken by the Company and are conducive to its main object.
- (K) To invest the monies of the Company not immediately required for its main object in such manner as may be thought fit but so that monies subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such investments and with such sanction (if any) as may for the time being be subscribed by law.
- (L) To pay out of the funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company.
- (M) To do all such things as are incidental or conducive to the attainment of the main object of the Company.
- (N) To make all reasonable and necessary provision for payments of pensions and superannuation to or on behalf of employees and their widows or other dependants and to assist in cases of need employees, former employees and their dependants.

PROVIDED ALWAYS AND IT IS HEREBY DECLARED that the Company exists only for purposes which are charitable and notwithstanding anything hereinbefore contained nothing shall be an object of the Company which is not charitable.

PROVIDED ALSO that the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Company and no member of its Board of Directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:-
 - (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Directors) for any services rendered to the Company;
 - (b) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors;

- (c) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Directors may be a member;
- (d) to any member of its Board of Directors of out-of-pocket expenses.

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound-up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £10.
7. If upon the 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 charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some other charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.
9. No alteration or addition shall be made to this Memorandum of Association without the consent in writing of the Charity Commissioners for England and Wales.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

CLIFFORD LIONEL HODGETTS, O.B.E
Shrublands
Graffham
Petworth
West Sussex
GU28 0PT

C. L. Hodgetts

NEVILLE DENIS LACEY
123 Oving Road
Chichester
West Sussex
PO19 4EP

N. D. Lacey

THE RIGHT HONOURABLE LORD YOUNG OF GRAFFHAM
DAVID IVOR YOUNG
Fairacres
Graffham
Petworth
West Sussex
GU28 0NZ

D. I. Young

Dated this 28 day of April 2001

Witness to the above Signatures:

Signature:

John Bailey

Name:

JOHN BAILEY

Address:

5 CHICHESTER AVENUE COSHAM BRISBORTH

Occupation:

ACCOUNTANT

THE COMPANIES ACTS 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

CHICHESTER FESTIVAL THEATRE

1. In these Articles:

'THE ACT' means the Companies Acts 1985 and 1989 including any statutory modification or re-enactment thereof for the time being in force

'THE ARTICLES' means the Articles of the Company

'CLEAR DAYS' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

'EXECUTED' includes any mode of execution

'OFFICE' means the registered office of the Company

'THE SEAL' means the common seal of the Company

'SECRETARY' means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary

'THE UNITED KINGDOM' means Great Britain and Northern Ireland Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

MEMBERS

2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him.

3. A member may at any time withdraw from the Company by giving at least 7 clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

4. The directors may also at their discretion terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the directors or a committee of the directors.

5. The Company is established for the purposes expressed in Clause 3 of the Memorandum of Association.

6. It shall be lawful for the directors to provide for the admission of such persons as they may think fit to be friends or associates of the Company and for the rights duties and liabilities (if any) of such friends or associates but so that such persons shall not by virtue of being friends or associates as aforesaid be members of the Company and their rights (if any) shall not include a right to speak or vote at general meetings of the Company. The Secretary shall keep an accurate register of such friends or associates of the Company.

GENERAL MEETINGS

7. The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting in each year shall be held at such time and place as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

8. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

9. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 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 notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

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 an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the directors and auditors.

10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

12. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such 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 other time as the directors may determine.

13. The chairman of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

14. If no director is willing to act as chairman, or if no director 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.

15. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

16. The chairman may, with the consent of a 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 the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

17. 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 the 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;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

18. Unless a poll is duly 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.

19. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

20. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

22. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other 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 the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.

23. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

24. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

25. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

26. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

27. 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.

28. An instrument appointing a proxy shall be in writing, Executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

I/We _____, of _____
being a member/members of Chichester Festival Theatre 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 _____ and at _____

any adjournment thereof.

Signed this day of 20 .

29. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

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 20 , and
at an adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 +for +against

Resolution No 2 +for +against

+ strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 20 .

30. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:

- (a) be deposited at the office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

31. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

32. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

ALTERNATE DIRECTORS

33. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

34. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.

35. An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his re-appointment.

36. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other matter approved by the directors.

37. Save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

POWERS OF DIRECTORS

38. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

39. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS POWERS

40. The directors may delegate any of their powers to any committee consisting of one or more directors or other persons. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

41. At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, but, if there is only one director who is subject to retirement by rotation, he shall retire.

42. Subject to the provisions of the Act, the directors 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 directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

43. If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director 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 director is put to the meeting and lost.

44. No person other than a director retiring by rotation shall be appointed or re-appointed director at any general meeting unless:

- (a) he is recommended by the directors; or
- (b) not less than 14 nor more than 35 Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or re-appointed.

45. Not less than 7 nor more than 28 Clear Days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or re-appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or re-appointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Company's register of directors.

46. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.

47. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate his office at the conclusion thereof.

48. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

49. The office of a director shall be vacated if:
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (d) he resigns his office by notice to the Company; or
 - (e) he shall for more than 6 consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

REMUNERATION OF DIRECTORS

50. The provisions of the Memorandum of Association as to the remuneration of directors shall apply.

DIRECTORS EXPENSES

51. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committee of directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

DIRECTORS APPOINTMENTS AND INTERESTS

52. Subject to the provisions of the Act and of the Memorandum of Association, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.

53. Subject to the provisions of the Act and the Memorandum of Association and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
- (a) may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or

arrangement shall be liable to be avoided on the ground of any such interest or benefit.

54. For the purposes of regulation 53:

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

55. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director 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. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

56. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

57. For the purpose of determining whether a quorum exists for the transaction of the business of the board of directors:

- (a) in the case of a resolution agreed by directors in telephonic or audio-visual communication with one another, all such directors shall be counted in the quorum and any resolution so agreed shall be valid and effective as if passed at a meeting of the board of directors duly convened and held;
- (b) in the case of a meeting of the board of directors, in addition to the directors present at the meeting, any director in telephonic or audio-visual communication with such meeting shall be counted in the quorum and entitled to vote; and
- (c) any person attending a meeting of the board, or in telephonic or audio-visual communication with such a meeting, who is acting as an alternate director for one or more directors shall be counted as one for each of the directors for whom he is so acting and, if he is a director, shall also be counted as a director, but not less than two individuals, whether both present at the meeting or in telephonic or audio-visual communication with each other, can be a quorum.

58. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

59. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

60. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director 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 a director and had been entitled to vote.

61. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors as (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

62. A director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company. For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

63. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

64. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

65. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

66. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

67. Subject to the provisions of the Act, the Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

MINUTES

68. The directors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the directors; and
 - (b) of all proceedings at meetings of the Company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

THE SEAL

69. The Seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by two directors.

PRESIDENT, VICE-PRESIDENTS AND PATRONS

70. The directors may appoint any person to be the president and any person or persons to be vice-presidents or patrons of the Company for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointments be directors or members of the Company.

ACCOUNTS

71. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

NOTICES

72. 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 directors need not be in writing.

73. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

74. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

75. 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.

WINDING UP

76. On the winding-up and dissolution of the Company the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

INDEMNITY

77. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Names, addresses, and descriptions of subscribers

CLIFFORD LIONEL HODGETTS, O.B.E
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C. L. Hodgetts

NEVILLE DENIS LACEY
123 Oving Road
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PO19 4EP

N. D. Lacey

THE RIGHT HONOURABLE LORD YOUNG OF GRAFFHAM
DAVID IVOR YOUNG
Fairacres
Graffham
Petworth
West Sussex
GU28 0NZ

D. I. Young

Dated this 28th day of April 2001

Witness to the above signatures

Signature:

J. Bailey

Name:

JOHN BAILEY

Address:

5 CHATELWORTH AVENUE COSHAM PORTSMOUTH

Occupation:

ACCOUNTANT