



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
COMMUNITY INTEREST COMPANY**

Company No. 6658197

The Registrar of Companies for England and Wales hereby certifies that:

**EAST GARSTON COMMUNITY SHOP COMMUNITY
INTEREST COMPANY**

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



N06658197T

Given at Companies House on **28th July 2008**.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

101295/135

CIC 36

Declarations on Formation of a Community Interest Company

For official use
(Please leave blank)

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

Company Name in
full

EAST GARSTON COMMUNITY SHOP CIC

SECTION A: DECLARATIONS ON FORMATION OF A COMMUNITY INTEREST COMPANY

1. We/~~I~~, the undersigned, declare that the company whose proposed name appears above will not be.

- (a) a political party,
 - (b) a political campaigning organisation; or
 - (c) a subsidiary of a political party or of a political campaigning organisation
- (as defined in regulation 2 of the Community Interest Company Regulations 2005 ("**the Regulations**")) (See note 1)

2. We/~~I~~ further declare that the company will carry on its activities for the benefit of the community, or a section of the community, (as defined in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 ("**the Act**") and the Regulations Please insert a short description of the community, or section of the community, which it is intended that the company will benefit, in the space provided below (See note 2)

*The company's activities will provide benefit to. THE VILLAGE OF
EAST GARSTON AND THE SURROUNDING AREA*

TUESDAY
TH



A44	*A6SUX1MM*	22/07/2008	197
COMPANIES HOUSE			
A46	*AKT940WW*	26/06/2008	214
COMPANIES HOUSE			

COMPANY NAME

EAST GARSTON COMMUNITY SHOP CIC

SECTION B: COMPANY ACTIVITIES

Please indicate how it is proposed that the company's activities will benefit the community (or a section of the community) Please provide as much detail as possible to enable the Regulator to make a properly informed decision about whether your company is eligible to be a community interest company (See note 3) We would find it useful if you brought out how you think your company will be different from a commercial company providing similar services or products for individual, personal gain

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? (The community will benefit by)
TO PROVIDE A VILLAGE SHOP AND POST OFFICE	THE COMMUNITY WILL HAVE THE BENEFIT OF A SHOP IN THE VILLAGE WHICH WILL MEAN LOCAL RESIDENTS CAN BUY GROCERIES AND WITHOUT HAVING TO DRIVE. IT IS HOPEO THAT THE SHOP WILL BECOME A FOCAL POINT FOR THE LOCAL COMMUNITY
If the company makes any surplus it will be used for TO SUPPORT CHARITABLE OR OTHER BENEVOLENT ORGANISATIONS WHOSE PURPOSE IS TO BENEFIT EAST GARSTON AND THE SURROUNDING COMMUNITY	

(Please continue on separate continuation sheet if necessary.)

COMPANY NAME

EAST GARSTON COMMUNITY SHOP CIC

SECTION C: SIGNATORIES

**Each person
who will be a
first director
of the
company
must sign
the
declarations.**

Signed

Maria Carver

Date

30/5/08

Signed

Date

30/5/08

Signed

Date

Signed

Date

Signed

Date

(Please continue on separate continuation sheet if necessary.)

CHECKLIST

These declarations must be accompanied by the following documents under section 10 of the Companies Act 1985 or Article 21 of the Companies (Northern Ireland) Order 1986 – have you included them with your application?

- (a) Memorandum and articles of association, which comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (b) Form 10 or Form 21 - First directors and secretary and intended situation of registered office
- (c) Form 12 or Form 23 - Declaration on application for registration
- (d) Any completed continuation sheets

You do not have to give any contact information in the box opposite but if you do, it will help the Registrar of Companies to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

MARIA LUISA CARVER

FROG HOLLOW ROGERS LANE

EAST GARSTON HUNGERFORD

RG17 7HE

Tel 01488 648801

DX Number

DX Exchange

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 **DX235 Edinburgh**
for companies registered in Scotland **or LP – 4 Edinburgh 2**

or

Companies Registry, Department of Enterprise, Trade and Investment, Waterfront Plaza, 8
Laganbank Road Belfast BT1 3BS
for companies registered in Northern Ireland



Companies House
for the record

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Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHWP000

Company Name in full

EAST GARSTON COMMUNITY SHOP CIC

I,

MARIA LUISA CARVER

of

FROG HOLLOW ROGERS LANE EAST GARSTON RG17 7HE

† 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 10 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

Maria Carver

Declared at

THOMAS EGGAR SOLICITORS LLP NEWBURY

Day Month Year

On

1 6 0 7 2 0 0 8

● Please print name

before me ●

JOANNE BLAZEY

Signed

J Blazey

Date

16 July 2008

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

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MARIA CARVER

FROG HOLLOW ROGERS LANE EAST GARSTON

RG17 7HE

Tel 01488 648801

DX number

DX exchange

Companies House receipt date barcode

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Form revised 10/03

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

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10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

EAST GARSTON COMMUNITY SHOP CIC

Proposed Registered Office

(PO Box numbers only, are not acceptable)

FROG HOLLOW

ROGERS LANE EAST GARSTON

Post town

HUNGERFORD

County / Region

WEST BERKSHIRE

Postcode

RG17 7HE

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

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record

MARIA CARVER

FROG HOLLOW ROGERS LANE EAST GARSTON

HUNGERFORD

Tel 01488 648801

DX number

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for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary ¹(see notes 1-5)

* Voluntary details

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Company name

EAST GARSTON COMMUNITY SHOP CIC

NAME *Style / Title

MRS

*Honours etc

Forename(s)

MARIA LUISA

Surname

CARVER

Previous forename(s)

Previous surname(s)

Address **

FROG HOLLOW ROGERS LANE

EAST GARSTON

Post town

HUNGERFORD

County / Region

WEST BERKSHIRE

Postcode

Country

ENGLAND

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

Consent signature

Queen Carver

Date

21/05/08

Directors ¹(see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

KEITH MICHAEL

Surname

HUBBER

Previous forename(s)

Previous surname(s)

Address **

SCHOOL HOUSE SCHOOL LANE

EAST GARSTON

Post town

HUNGERFORD

County / Region

WEST BERKSHIRE

Postcode

RG17 7HR

Country

ENGLAND

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

8 03 1964

Nationality

ENGLISH

Business occupation

COMPANY SECRETARY BC GROUP PLC

Other directorships

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

Consent signature

[Signature]

Date

21/05/08

Directors (see notes*1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MRS		*Honours etc	
* Voluntary details	Forename(s)	MARIA LUISA CARVER			
	Surname	CARVER			
	Previous forename(s)				
	Previous surname(s)				
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	Address ††	FROG HOLLOW ROGERS LANE			
		EAST GARSTON			
	Post town	HUNGERFORD			
	County / Region	WEST BERKSHIRE	Postcode	RG17 7HE	
	Country	ENGLAND			
	Date of birth	Day	Month	Year	Nationality
		02	09	1965	ENGLISH
	Business occupation	DIRECTOR			
	Other directorships				
I consent to act as director of the company named on page 1					
	Consent signature	Maria Carver -		Date	30/5/08 ✓

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed	Maria Carver -	Date	30/5/08 ✓
	Signed	[Signature]	Date	30/5/08 ✓
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	

101295/35

The Companies Acts 1985 and 2006

Company Limited by Shares

**Memorandum of Association
of
East Garston Community Shop
Community Interest Company**

1 COMMUNITY INTEREST COMPANY

The Company is to be a community interest company

2 NAME

The Company's name is "East Garston Community Shop Community Interest Company"

3 REGISTERED OFFICE

The Company's registered office will be in England and Wales

4 OBJECTS

The Company's object is to carry on activities which benefit the community and in particular (without limitation) to.

- (a) to provide a village shop and associated services and amenities for the benefit of the community of East Garston, Berkshire and the surrounding area (the "local community") and to apply any trading surpluses in support of good causes and other activities for the benefit of the local community;
- (b) to carry on any other business or activity which the Directors consider is, or may be, capable of being carried on directly or indirectly for the benefit of the local community,
- (c) to do all other things as may be deemed, or as the Directors consider, incidental or conducive to the attainment of the above objects or any of them, including (but not limited to) acquiring, holding and dealing with any real or personal property or rights whatsoever and (without prejudice to the generality



holding any real property and any estate or interest in such property, including (but not limited to) any lands, buildings, installations, structures, servitudes, easements, rights, privileges, and concessions and to exploit and develop the same

5 POWERS

The Company has the power to do anything which is incidental or conducive to the furtherance of its object

6 LIMITED LIABILITY

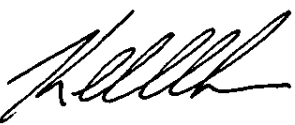
The liability of the Members is limited

7 SHARE CAPITAL

The Company's share capital is £10,000 divided into 1,000 Ordinary Shares of £10 each

We, the subscribers to this Memorandum, wish to form a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names

Names, Addresses and Signatures of Subscribers

		Number of Shares subscribed for
1	Signature 	1
	Name: Keith Michael Hubber	
	Address School House, School Lane, East Garston, Hungerford, Berkshire, RG17 7HR	
	Date 21 May 2008	

Witness to the above signature

Signature 

Name JOANNE BLAZEY

Address THOMAS EGGAR SOLICITORS LLP, NEWBURY HOUSE
NEWBURY

2

Signature

Maria Carver

1

Name: Maria Luisa Carver

Address: Frog Hollow, Rogers Lane, East Garston, Hungerford, Berkshire,
RG17 7HE

Date 21 May 2008

Witness to the above signature

Signature:

J. Blazey

Name:

JOANNE BLAZEY

Address

THOMAS EGGAR SOLICITORS LLP
NEWBURY HOUSE, NEWBURY

The Companies Acts 1985 and 2006

Company Limited by Shares

Articles of Association

of

East Garston Community Shop

Community Interest Company

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PART ONE: DEFINITIONS AND INTERPRETATION

1 DEFINITIONS

In these Articles the following terms shall have the following meanings

Term	Meaning
“The Companies Acts”	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force,
“2004 Act”	the Companies (Audit, Investigations and Community Enterprise) Act 2004
“address”	in relation to electronic communications, includes any number or address used for the purposes of such communications
“Articles”	the Company’s Articles of Association
“Asset Locked Body”	a community interest company, a Charity or a body established outside the United Kingdom that is equivalent to any of those persons
“Chair”	the meaning given in article 17
“Charity”	the meaning given by Section 96 of the Charities Act 1993
“clear days”	in relation to the period of a notice, 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
“Company”	East Garston Village Shop Community Interest Company
“Director”	a Director of the Company, including any person occupying the position of Director, by whatever name called
“Directors’ functions”	the meaning given in article 5(1)
“electronic communication”	the meaning given in the Electronic Communications Act 2000

“holder”	in relation to any shares, the Member whose name is entered in the Company’s register of members as the holder of those shares
“in writing”	written printed or transmitted writing including by electronic communication
“majority decision”	the meaning given in article 12
“Members”	the members of the Company as defined in the 1985 Act
“Memorandum”	the Company’s Memorandum of Association
“Regulations”	the Community Interest Company Regulations 2005
“Regulator”	the Regulator of Community Interest Companies
“relevant quorum”	the meaning given in article 16(1)
“remuneration”	any reasonable payment or benefit received, or to be received, by a Director or employee of the Company in consideration for that Director’s or employee’s services to the Company, and any arrangement in connection with the payment of a pension, allowance or gratuity to or in respect of any person who is to be, is, or has been a Director or employee of the Company or any of its predecessors in business
“Secretary”	the individual appointed as Company Secretary under article 41
“shares”	shares in the Company
“subsidiary”	the meaning given in section 736 of the Companies Act 1985
“unanimous decision”	the meaning given in article 11

2 INTERPRETATION

(1) Unless the context requires otherwise, words or expressions defined in

- (a) the Companies Acts,
- (b) the 2004 Act, or

- (c) the Regulations,

have the same meaning in the Articles.

(2) Without prejudice to the generality of paragraph (1)

- (a) **“community”** is to be construed in accordance with section 35 of the 2004 Act and Part 2 of the Regulations,
- (b) **“financial year”** has the meaning given in section 223 of the 1985 Act; and
- (c) **“transfer”** includes every description of disposition, payment, release or distribution and the creation or extinction of an estate or interest in, or right over, any property, or, in Scotland, a right, title or interest in or over any property

- (3) Unless the context requires otherwise, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time
- (4) Unless the context requires otherwise, words in the singular include the plural and words in the plural include the singular
- (5) All headings and explanatory notes are included for convenience only they do not form part of the Articles, and shall not be used in the interpretation of the Articles

3 TABLE A

The provisions contained in Table A of the Schedule to the Companies (Table A to F) Regulations 1985 shall not apply

PART TWO: ASSET LOCK

4 TRANSFER OF ASSETS

- (1) The Company shall not transfer any of its assets other than for full consideration
- (2) Provided the conditions specified in paragraph (3) are satisfied, paragraph (1) shall not apply to
 - (a) the transfer of assets to any Asset Locked Body specified in the Memorandum or Articles for the purposes of this article or (with the consent of the Regulator) to any other Asset Locked Body,
 - (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body
- (3) The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum or the Articles

(4) If

- (a) the Company is wound up under the Insolvency Act 1986; and
- (b) all its liabilities have been satisfied,

then any remaining residual assets shall be given or transferred to the specified Asset Locked Body specified in the Memorandum and Articles for the purposes of this article

(5) For the purposes of this article, the following Asset Locked Body is specified as a potential recipient of the Company's assets under paragraphs (2) and (4)

Name: East Garston Village Hall
Registered Charity Number 1085083

and/or any other Asset Locked body that may exist from time to time whose primary or ancillary purpose is the support of the local community (as defined in the Memorandum) in such proportions as the Directors shall resolve

PART THREE: DIRECTORS' FUNCTIONS

5 DIRECTORS' GENERAL AUTHORITY TO MANAGE THE COMPANY

(1) The Directors' functions are:

- (a) to manage the Company's business, and
- (b) to exercise all the powers of the Company for any purpose connected with the Company's business

(2) The Directors may delegate their functions in accordance with the Articles

6 LIMITS ON DIRECTORS' FUNCTIONS

(1) The Members may, by special resolution

- (a) alter the scope of the Directors' functions, or
- (b) require the Directors to act in a specified manner

(2) No special resolution passed under paragraph (1) shall have retrospective effect

7 DIRECTORS' GENERAL AUTHORITY TO DELEGATE FUNCTIONS

(1) Subject to the Articles, the Directors may delegate any of their functions to any person they think fit

- (2) The Directors must not delegate to any person who is not a Director any decision connected with
 - (a) the taking of decisions by Directors,
 - (b) the appointment of a Director or the termination of a Director's appointment, or
 - (c) the declaration of a dividend
- (3) Any delegation under paragraph (1) may authorise further delegation of the Directors' functions by any person to whom they are delegated

8 COMMITTEES OF DIRECTORS

- (1) Two or more Directors are a "committee" if the Directors have
 - (a) delegated any of the Directors' functions to them, and
 - (b) indicated that they should act together in relation to that function
- (2) The provisions of the Articles about how the Directors take decisions shall apply, as far as possible, to the taking of decisions by committees

PART FOUR: DECISION-MAKING BY DIRECTORS

9 SCOPE OF RULES

- (1) References in the Articles to decisions of Directors are to decisions of Directors which are connected with their functions
- (2) Except where the Articles expressly provide otherwise, provisions of the Articles about how the Directors take decisions do not apply
 - (a) when the Company only has one Director, or
 - (b) to decisions delegated to a single Director

10 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

Any decision which the Directors take

- (a) must be either a unanimous decision or a majority decision, and
- (b) may, but need not, be taken at a meeting of Directors

11 UNANIMOUS DECISIONS

- (1) The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter

- (2) A unanimous decision need not involve any discussion between Directors

12 MAJORITY DECISIONS

- (1) The Directors take a majority decision if

- (a) every Director has been made aware of a matter to be decided by the Directors,
- (b) all the Directors who indicate that they wish to discuss or vote on the matter have had a reasonable opportunity to communicate their views on it to each other, and
- (c) a majority of those Directors vote in favour of a particular conclusion on that matter

- (2) Paragraph (1)(a) does not require communication with any Director with whom it is not practicable to communicate, having regard to the urgency and importance of the matter to be decided

- (3) In case of an equality of votes, the Chair shall have a second or casting vote

- (4) A Director who is an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote

- (5) Except as provided by paragraphs (3) and (4), in all proceedings of Directors each Director must not have more than one vote

- (6) Directors participating in the taking of a majority decision otherwise than at a meeting of Directors

- (a) may be in different places, and may participate at different times, and
- (b) may communicate with each other by any means

13 MEETINGS OF DIRECTORS

- (1) Any Director may call a meeting of Directors

- (2) Every Director must be given reasonable notice of a meeting of Directors

- (3) Paragraph (2) does not require notice to be given

- (a) in writing, or
- (b) to Directors to whom it is not practicable to give notice, having regard to the urgency and importance of the matters to be decided, or who have waived their entitlement to notice

- (4) Directors participating in a meeting of Directors

- (a) must participate at the same time, but may be in different places, and

- (b) may communicate with each other by any means

14 CONFLICTS OF INTEREST

(1) In this article, a “relevant interest” is

- (a) any interest which a Director has in, or
- (b) any duty which a Director owes to a person other than the Company in respect of,
an actual or proposed transaction or arrangement with the Company

(2) For the purposes of paragraph (1)(a), a Director shall be deemed to have an interest in a transaction or arrangement if

- (a) the Director or any partner or other close relative of the Director has an actual or potential financial interest in that transaction or arrangement,
- (b) any person specified in paragraph (2)(a) is a partner in a firm or limited partnership, or a director of or a substantial shareholder in any Company, which has an actual or potential commercial interest in that transaction or arrangement, or
- (c) any other person who is deemed to be connected with that Director for the purposes of section 317 of the 1985 Act has a personal interest in that transaction or arrangement

(3) Subject to paragraph (8)(b), a Director who has a relevant interest must disclose the nature and extent of that interest to the other Directors

(4) Subject to paragraphs (5) and (6), when the Directors take a majority decision on any matter relating to a transaction or arrangement in which a Director has a relevant interest

- (a) no Director who has such a relevant interest may vote on that matter, and
- (b) for the purposes of determining whether a relevant quorum is present, or whether a majority decision has been taken in relation to that matter, such a Director's participation in the decision-making process shall be ignored

(5) Paragraph (4) does not apply

- (a) if the Director's interest cannot reasonably be regarded as giving rise to any real possibility of a conflict between the interests of the Director and the Company, or
- (b) if the Director's interest only arises because the Director has given, or has been given, a guarantee, security or indemnity in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries

(6) The Members may by ordinary resolution decide to disapply paragraph (4), either in relation to majority decisions generally or in relation to a particular decision

(7) Subject to the Companies Acts, if a Director complies with paragraph (3)

(a) that Director

(i) may be a party to, or otherwise interested in, the transaction or arrangement in which that Director has a relevant interest, and

(ii) shall not, by reason of being a Director, be accountable to the Company for any benefit derived from that transaction or arrangement, and

(b) the transaction or arrangement in which that Director has a relevant interest shall not be liable to be treated as void as a result of that interest

(8) For the purposes of paragraph (3)

(a) a general notice given to the Directors that a Director is to be regarded as having a specified interest in any transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction or arrangement of the nature and extent so specified, and

(b) any interest of which a Director has no knowledge, and could not reasonably be expected to have knowledge, shall be disregarded

15 RECORDS TO BE KEPT

(1) The Directors are responsible for ensuring that the Company keeps a record, in writing, of

(a) every unanimous or majority decision taken by the Directors, and

(b) every declaration by a Director of an interest in an actual or proposed transaction with the Company

(2) Any record kept under paragraph (1) must be kept.

(a) for at least ten years from the date of the decision or declaration recorded in it,

(b) together with other such records, and

(c) in such a way that it is easy to distinguish such records from the Company's other records

16 SPECIFIED NUMBER OF DIRECTORS FOR MAJORITY DECISIONS

(1) Subject to paragraph (2), no majority decision shall be taken by the Directors unless two-thirds of the Directors from time to time (the "relevant quorum") participate in the process

by which the decision is taken and are entitled to vote on the matter on which the decision is to be taken

(2) If Company has one or more Directors, but the total number of Directors is less than the relevant quorum, the Directors may take a majority decision

(a) to appoint further Directors, or

(b) that will enable the Members to appoint further Directors

17 CHAIRING OF MAJORITY DECISION MAKING PROCESSES

(1) The Directors shall appoint a Director to chair the taking of all majority decisions by them

(2) If the person appointed under paragraph (1) is for any reason unable or unwilling to chair a particular majority decision making process, the Directors shall appoint another Director to chair that process

(3) The Directors may terminate an appointment made under paragraph (1) or paragraph (2) at any time

(4) A Director appointed under this article shall be known as the Chair for as long as such appointment lasts

18 DIRECTORS' DISCRETION TO MAKE FURTHER RULES

(1) Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions

(2) The Directors must ensure that any rule which they make about how they take decisions is communicated to all persons who are Directors while that rule remains in force

19 DEFECT IN APPOINTMENT

(1) This article applies if

(a) a decision is taken by the Directors, or a committee of the Directors, or a person acting as a Director, and

(b) it is subsequently discovered that a person who, acting as a Director, took, or participated in taking, that decision

(i) was not validly appointed as a Director,

(ii) had ceased to hold office as a Director at the time of the decision,

(iii) was not entitled to take that decision, or

- (iv) should, in consequence of a conflict of interests, not have voted in the process by which that decision was taken

(2) Where this article applies

- (a) the discovery of any defect of the kinds specified in paragraph (1)(b) shall not invalidate any decision which has been taken by, or with the participation of, the person in relation to whom that defect existed, and
- (b) any such decision shall be as valid as if no such defect existed in relation to any person who took it or participated in taking it

PART FIVE: DIRECTORS' APPOINTMENT AND TERMS OF SERVICE

20 MINIMUM NUMBER OF DIRECTORS

The number of Directors shall not be less than three and the total number of Directors in office at any one time shall not exceed six

21 ELIGIBILITY TO BE A DIRECTOR

- (1) A person shall not be a Director unless that person
 - (a) is a Member and (if that person is an individual) is willing to serve as a Director and has attained the age of 18 years, and
 - (b) is elected or appointed as a Director in accordance with the Articles
- (2) No person shall be elected or appointed as a Director in circumstances which, if that person had already been a Director, would have resulted in that person ceasing to be a Director under the Articles

22 METHODS OF APPOINTING DIRECTORS

- (1) The first Directors shall be the persons named in the Form 10 upon incorporation
- (2) Thereafter, Directors may be appointed
 - (a) by decision of the Directors, or
 - (b) by ordinary resolution of the Members,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
- (3) No powers to appoint Directors may be given to persons who are not Members which immediately after their exercise could result in the majority of the Directors having been appointed by persons who are not Members

23 ELECTION AND RETIREMENT OF DIRECTORS AT GENERAL MEETINGS

- (1) At the first general meeting all the Directors shall retire from office, and at every subsequent 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
- (2) Subject to the provisions of the Companies Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day those to retire (unless they agree) shall be determined by lot
- (3) If the Company, at the general 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 reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost
- (4) No person other than a director retiring by rotation shall be appointed or re-appointed a director at any general meeting unless (a) he is recommended by the directors, or (b) notice is given in accordance with paragraphs (5) and (6) below
- (5) A person (other than a director retiring by rotation) who wishes to be considered for election as a Director at a general meeting shall give notice to the Secretary at least ten clear days but not more than thirty-five clear days before the date appointed for the meeting
- (6) At least seven but not more than twenty-eight 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 who is eligible for election as Director and has given notice under paragraph (5) (each such person being, for the purposes of this article, a "candidate")
- (7) Every notice given under paragraphs (5) and (6) shall state those particulars which would be required to be included in the Company's register of Directors if the person to which the notice relates were to be elected a Director
- (8) Subject to paragraph (9), the question whether each such person is to be elected as a Director shall be decided by a separate ordinary resolution of the Members at the general meeting
- (9) If
 - (a) a number has been fixed by or in accordance with the Articles as the maximum number of Directors (the "relevant maximum"), and
 - (b) the election of all of the candidates would cause the number of Directors to exceed the relevant maximum,

then the election of Directors shall follow the procedure set out in paragraph (10) rather than that set out in paragraph (7).

(10) Where the conditions specified in paragraph (9) are fulfilled

- (a) each Member shall be invited to vote on the candidates by ranking them in order of preference on ballot papers which they must sign and return to the Company at or before the general meeting in order to cast their votes on the candidates (and any ballot papers returned at the general meeting must be returned before the time appointed for the return of ballot papers by the chair of the meeting),
- (b) the general meeting may be adjourned for the counting of votes under paragraph (10)(a) (and, if it is so adjourned, the existing Directors shall continue in office until the outcome of the vote has been determined), and
- (c) the candidates elected as Directors shall be those who have been ranked highest in order of preference, taking account of the average of all Members' votes, and shall be equal in number to the relevant maximum less the number of existing Directors

(11) If fewer than the minimum number of Directors are elected at a general meeting, the Directors shall subject to the remaining provisions of this Article 32 appoint further Directors to fill any vacancy.

(12) Subject to the provisions of these Articles a Director who retires at a general meeting may, if willing to act, be reappointed. 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.

24 TERMINATION OF DIRECTORS' APPOINTMENT

(1) A person ceases to be a Director as soon as

- (a) that person ceases to be a Director by virtue of any provision of the Companies Acts or is prohibited by law from being a Director,
- (b) any notification to the Company that that person is resigning or retiring from office as Director takes effect (except that where such resignation or retirement would otherwise lead to the Company having fewer than two Directors, it shall not take effect until sufficient replacement Directors have been appointed),
- (c) the Members pass an ordinary resolution removing that person from office,
- (d) a contract under which that person is appointed as a Director of, or personally performs services for, the Company or any of its subsidiaries terminates, and the Directors decide that that person should cease to be a Director,
- (e) the Directors decide, at a meeting of Directors, that that person should be removed from office, but such a decision shall not be taken unless the person in question has been given

- (i) at least fourteen clear days' notice in writing of the proposal to remove that person from office, specifying the circumstances alleged to justify removal from office, and
 - (ii) a reasonable opportunity of being heard by, or of making representations in writing to, the Directors
- (2) No powers to remove Directors may be given to persons who are not Members which immediately after their exercise could result in either
 - (a) the majority of the remaining Directors having been appointed by persons who are not Members, or
 - (b) the number of Directors removed during the financial year of the Company by persons who are not Members exceeding the number of the remaining Directors,but this shall not prevent a Director from appointing, or subsequently removing, an alternate director, if permitted to do so by the Articles.

25 DIRECTORS' REMUNERATION AND OTHER TERMS OF SERVICE

- (1) Subject to the Companies Acts, the Articles, the Company satisfying the community interest test, and any resolution passed under paragraph (2), the Directors may decide the terms (including as to remuneration) on which a Director is to perform Directors' functions, or otherwise perform any service for the Company or any of its subsidiaries
- (2) The Members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled, either generally or in particular cases

26 DIRECTORS' EXPENSES

The Company may meet all reasonable expenses which the Directors properly incur in connection with

- (a) the exercise of their functions, or
- (b) the performance of any other duty which they owe to, or service which they perform for, the Company or any of its subsidiaries

PART SIX: SHARES

27 ALL SHARES TO BE FULLY PAID AND ISSUED AT NOMINAL VALUE

- (1) Upon allotment, all shares shall be fully paid-up in respect of their nominal value
- (2) No share shall be issued at a price greater than its nominal value

28 SHARE CERTIFICATES

The Company may issue Members with one or more certificates for their respective shares in such form as the Directors decide.

29 TRANSFER OF SHARES

- (1) Shares may be transferred by means of an instrument of transfer in a form permitted by law
- (2) The Directors may refuse to register the transfer of a share
 - (a) to a person of whom they do not approve,
 - (b) if it is not lodged at the registered office of the Company or such other place as the Directors may appoint, or
 - (c) if it is not accompanied by
 - (i) such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and
 - (ii) such other information as they may reasonably require
- (3) If the Directors refuse to register a transfer of a share they shall, within 2 months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal
- (4) The provisions of this article apply in addition to any restrictions on the transfer of a share which may be set out elsewhere in the Memorandum or Articles

30 PURCHASE OF OWN SHARES

Subject to the Articles, the Company may purchase its own shares (including any redeemable shares) and may make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares. Any share so purchased shall be purchased at its nominal value.

31 ALTERATION OF CAPITAL

- (1) Subject to the Companies Acts and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Members by special resolution determine
- (2) The Members may by special resolution
 - (a) increase the Company's share capital by new shares of such amount as the resolution prescribes,

- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares,
- (c) subject to the Companies Acts, sub-divide its shares, or any of them, into shares of smaller amount, and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have preference or advantage as compared with others,
- (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled

PART SEVEN: DIVIDENDS

32 PROCEDURE FOR DECLARING DIVIDENDS

Subject to the 1985 Act, the 2004 Act, the Regulations and the Articles, the Directors may decide to declare and pay such dividends to Members which are Asset Locked Bodies as

- (a) appear to the Directors to be justified by the Company's profits;
- (b) are in accordance with Members' respective rights, and
- (c) are authorised by an ordinary resolution of the Members

33 PAYMENT OF DIVIDENDS

(1) Subject to paragraphs (2) and (3), the Company shall pay any dividend or other money payable by it in respect of a share by means of

- (a) a transfer to a bank account specified in writing by the holder, or
- (b) a cheque sent by post to the registered address of the holder

(2) If two or more persons hold a share, or are jointly entitled to it by reason of the death or bankruptcy (or, in Scotland, sequestration) of the holder (or one of two or more joint holders), the Company shall pay any dividend or other money payable by it in respect of the share

- (a) by means of a transfer to a bank account specified in writing by the holder who is named first in the register of Members, or a cheque sent by post to that holder's registered address, or
- (b) (if the death or bankruptcy (or, in Scotland, sequestration) of the first named holder has resulted in two or more persons becoming jointly entitled to the share) by means of a transfer to a bank account specified in writing by all the persons jointly entitled to it, or a cheque sent by post to an address specified in writing by them

- (3) The Company may agree another means of paying such dividend or other money with any person entitled to specify a bank account for the payment of a dividend or other money under paragraph (2)

34 RIGHT TO DIVIDEND FORFEITED IF UNCLAIMED FOR TWELVE YEARS

Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so decide, be forfeited and cease to remain owing by the Company

PART EIGHT: GENERAL MEETINGS (MEETINGS OF MEMBERS)

35 GENERAL MEETINGS

- (1) The Directors may decide to call a general meeting at any time.
- (2) The Directors shall call a general meeting on receiving a requisition to that effect in accordance with the Companies Acts

36 NOTICE

- (1) Notice of general meetings shall be given to every Member, the Directors and the Company's auditors (if any)
- (2) All general meetings shall be called by at least 14 clear days' notice in writing
- (3) Every notice calling a general meeting shall specify
 - (a) the place, date and time of the meeting, and
 - (b) the general nature of the business to be transacted
- (4) If a special resolution is to be proposed, the notice shall contain a statement to that effect and set out the text of the special resolution

37 QUORUM

- (1) No business shall be transacted at any meeting unless a quorum is present
- (2) The quorum for a general meeting shall be two persons present who are entitled to vote on the business to be transacted, each person being a Member, a proxy for a Member or a duly authorised representative of a corporate Member.
- (3) If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days until such time as the Directors determine

38 CONDUCT OF BUSINESS – GENERAL

- (1) The Chair shall preside as the chair of the general meeting. In the Chair's absence, the Members shall appoint some other Director, or (if no Director willing to preside is present) Member to preside.
- (2) The chair
 - (a) may adjourn the meeting from time to time and from place to place, with the consent of a meeting at which a quorum is present, and
 - (b) shall do so if so directed by the meeting or in accordance with the Articles
- (3) 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.
- (4) When a meeting is adjourned for fourteen days or more, at least seven 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.
- (5) Except as required by law, all decisions of the Members at a general meeting shall be made by ordinary resolution.

39 VOTING PROCEDURES

- (1) Subject to the Articles, a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is duly demanded before, or on the declaration of, the show of hands.
- (2) A poll may be demanded by
 - (a) the Chair,
 - (b) at least two Members, or
 - (c) a Member or Members representing not less than one tenth of total voting rights of all the Members having the right to vote at the meeting
- (3) On a poll, Members shall have one vote for each share which they own. On a show of hands every Member who is an individual present in person or by proxy, and every corporate Member present by proxy or by its duly authorised representative, shall have one vote, except that
 - (a) a Member present in person who is also the proxy or representative of another Member, and
 - (b) a person who is the proxy or representative of more than one Member,has only one vote.

(4) A person who is not a Member shall not have any right to vote at a general meeting of the Company (except as the proxy or (in the case of a corporate Member) duly authorised representative of a Member)

(5) Paragraphs (3) and (4) are without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures

(6) Unless a poll is held

(a) a declaration by the chair that a resolution has been

(i) carried,

(ii) carried unanimously, or by a particular majority,

(iii) lost, or

(iv) 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

(7) A poll shall be taken at the general meeting as the chair directs and the chair 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

(8) The proceedings at any general meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including with regard to the giving of notice) or any want of qualification in any of the persons present or voting

(9) 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 chair whose decision shall be final and binding

40 MINUTES

(1) The Directors shall cause minutes to be made and kept, in writing, of all proceedings at general meetings of the Company

(2) Any such minute, if purported to be signed by the chair of the meeting, or by the chair of the next succeeding general meeting, shall be sufficient evidence of the proceedings

PART NINE: MISCELLANEOUS

41 COMPANY SECRETARY

- (1) Subject to the provisions of the Companies Acts, the Directors may decide to appoint an individual to act as Company Secretary for such term and at such remuneration and upon such other conditions as they may think fit
- (2) The Directors may decide to remove a person from the office of Secretary at any time

42 COMPANY SEAL

- (1) This article applies if the Company has a seal (the “common seal”)
- (2) The common seal shall only be applied to a document if its use on that document has been authorised by a decision of the Directors

43 ACCOUNTS AND REPORTS

- (1) The Directors shall comply with the requirements of the Companies Acts and any other applicable law as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts
- (2) Subject to paragraph (3), the Company’s statutory books and accounting records shall be open to inspection by the Members during usual business hours
- (3) The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by Members

44 NOTICES

- (1) Except where the Articles provide otherwise, any notice to be given to or by any person under the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice
- (2) The Company may give any notice to any person under the Articles
 - (a) in person,
 - (b) by sending it by post in a prepaid envelope addressed to that person at that person’s registered address, or by leaving it at that address,
 - (c) by fax or by electronic communication to an address provided for that purpose, or
 - (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person

(3) A person present at any meeting shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called

(4) Proof that

- (a) an envelope containing a notice was properly addressed, prepaid and posted, or
- (b) that an electronic communication or fax has been transmitted to the correct address or number,

shall be conclusive evidence that the notice was given

(5) A notice shall, unless the contrary is proved, be deemed to be given

- (a) at the expiration of 48 hours after the envelope containing it was posted, or
- (b) in the case of a notice contained in an electronic communication or fax, at the expiration of 48 hours after the time it was transmitted


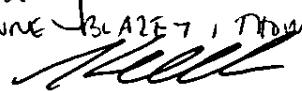
45 INDEMNITY

(1) Subject to the Companies Acts, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs

- (a) in defending civil proceedings in relation to the affairs of the Company (unless judgement is given against the Director and the judgement is final),
- (b) in defending criminal proceedings in relation to the affairs of the Company (unless the Director is convicted and the conviction is final),
- (c) in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company (unless the Court refused to grant the Director relief, and the refusal is final)

(2) Judgement, conviction or refusal of relief becomes final if the period for bringing an appeal or any further appeal has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect

(3) This article is without prejudice to any other indemnity to which a Director may be entitled

NAME	ADDRESS AND SIGNATURES OF SUBSCRIBERS	NUMBER OF SHARES SUBSCRIBED FOR
Signature	 NAME MARIA CARVER	1
Address	FRUG HOLLOW, ROGERS LANE, EAST GARSTON, HUNGERFORD BERKS	
Witness	J. Blumy 15/07/08 JOANNE BLAZEY, THOMAS EGGAR SOLICITORS LLP	
Signature	 NAME KEITH HUBBER	
Address	SCHOOL HOUSE, SUTCOL LANE, EAST GARSTON, HUNGERFORD, BERKS	
Witness	J. Blumy 27 15/07/08 JOANNE BLAZEY, THOMAS EGGAR SOLICITORS LLP	

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