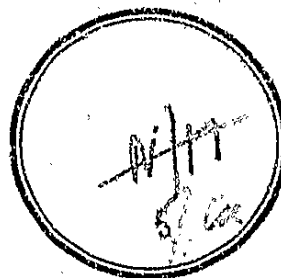
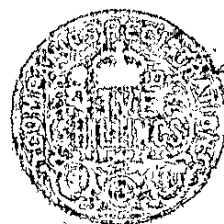


Number of
Company }

385612

Form No. 41.

THE COMPANIES ACT, 1929.



A 5s.
Companies'
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

REGISTERED

10 MAR 1941

Insert the
Name of the
Company.

THE KINCHAM HILL TRUST CORPORATION

LIMITED.

Presented by

Longbourns Stevens & Powell,

7, Lincoln's Inn Fields,

LONDON, W.C.2.



The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 77 Colmore Row, Birmingham, 3, 19 & 21 North John Street, Liverpool, 2,
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

J. Francis Arnold Bradshaw Overington

of 7, Lincoln's Inn Fields, London, W.C.2. Solicitor

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation."
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am ("a Solicitor of the
Supreme Court engaged in the formation

of The Kingham Hill Trust Corporation

CSW. Limited, and that all the requirements of the Companies Act, 1929,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 5 Lincoln's Inn

Fields in the County of London

the fourth day of March 1941

J. A. B. Overington

Before me,

Charles H. Wair

A Commissioner for Oaths. [or a Notary Public or]
[Justice of the Peace.]

This margin is reserved for binding and should not be written across.

365812/2 + 3

LICENCE BY THE BOARD OF TRADE,

pursuant to Section 18 of the Companies Act, 1929.

WHEREAS it has been proved to the Board of Trade that

THE KINGHAM HILL TRUST CORPORATION

which is about to be registered under the Companies Act, 1929, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act, and that it is the intention of the said Association

that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association

and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said

A s s o c i a t i o n

as subscribed by t e n members thereof on the twenty-seventh day of F e b r u a r y 1941, do by this their licence direct

THE KINGHAM HILL TRUST CORPORATION

to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this third day
of M a r c h 1941.

REGISTERED

10 MAR 1941

W.S. Rainbow

Comptroller of the Companies Department,
Authorised in that behalf by the
President of the Board of Trade

COMPTROLLER OF THE COMPANIES DEPARTMENT
6 - MAR 1941

305612



The Companies Act 1929.

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.

Memorandum of Association

OF

THE KINGHAM HILL TRUST CORPORATION.

REGISTERED

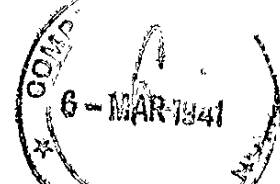
10 MAR 1941

1. The name of the Company (hereinafter called "the Corporation") is "THE KINGHAM HILL TRUST CORPORATION."

2. The registered office of the Corporation will be situate in England.

3. The objects for which the Corporation is established are—

- (A) To act as custodian trustees of a Deed of Trust dated the 16th day of December 1912, and made between Charles Edward Baring Young of the one part and the said Charles Edward Baring Young and Arthur William Young, John Shrimpton and The Reverend William Mitchell Carruthers of the other part, by which the charitable institution known and hereinafter referred to as "The Kingham Hill Trust," was constituted by the said Charles Edward Baring Young, and of a Deed Poll dated the 10th day of May 1932, under the hands and seals of Arthur William Young, John Kinahan, Archibald Buchanan Keith, The Reverend Prebendary Herbert William Hinde and Murray Barclay Buxton, whereby



the regulations contained in the said Deed of Trust were altered and modified, and of any other trusts for or in connection with The Kingham Hill Trust, and generally as custodian trustee for The Kingham Hill Trust, subject always to the provisions of Section 14 of the Companies Act 1929.

- (B) Instead of acting merely as custodian trustee to undertake, accept, execute, perform and administer as managing trustee, or as one of a body of managing trustees, the trusts of the said Deed of Trust and Deed Poll, and any other trusts or conditions affecting lands, buildings, hereditaments, investments, funds or other property whatsoever held or owned in trust or for the benefit or for any of the purposes or objects of The Kingham Hill Trust, subject always to the provisions of Section 14 of the Companies Act 1929.
- (C) To take such steps as may be necessary under the law relating to charities or charitable trusts for validly and effectually vesting such property or any part thereof in the Corporation as custodian trustee or managing trustee as aforesaid.
- (D) To undertake, accept, execute and administer any charitable trusts without remuneration.
- (E) Subject to the provisions of the said section, to acquire, accept and hold as custodian trustee for The Kingham Hill Trust or for any other charitable body or association, real and personal property of all kinds whatsoever, and any interest therein, subject to such consents (if any) as may for the time being be required by law, and to the terms of any trusts affecting the same, or to acquire, accept and hold as managing trustee, nominee or agent of or for The Kingham Hill Trust, or any other charitable body or association, and in connection with the administration of any such trusts to sell, exchange, or otherwise dispose of, manage, develop, exchange, deal with and turn to account any such property and interests.
- (F) To found, subsidise, manage and assist any funds, associations or institutions calculated or intended to assist The Kingham Hill Trust.

- (G) Subject to the provisions of the said section, to accept any gift or donation of property, devise, legacy or annuity, subscription or contribution, whether subject to any special trust or not, for the purposes or objects of The Kingham Hill Trust, or for any other charitable purpose, but subject as regards The Kingham Hill Trust to any restrictions for the time being in force on the solicitation or receipt of subscriptions, donations or contributions imposed by the said Deed of Trust or any deed modifying or altering the regulations contained in the said Deed of Trust.
- (H) To take such steps as may from time to time be deemed expedient for the purpose of promoting the objects of the Corporation or of The Kingham Hill Trust, or (subject as regards The Kingham Hill Trust as mentioned in the last preceding sub-clause) of procuring contributions to the funds of the Corporation or The Kingham Hill Trust by way of gifts, donations, subscriptions, legacies, devises or in any other manner.
- (I) To borrow, raise or secure the payment of money for the purpose of promoting the objects of the Corporation, and for those purposes to create mortgages or charges on the undertaking and all or any part of the property and rights of the Corporation, present or after acquired, so far as may be consistent with any trusts affecting the same.
- (J) Subject to the provisions of the said section, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Corporation may think necessary or convenient for the purposes of the Corporation, and to construct, maintain and alter any buildings or erections necessary or convenient for those purposes.
- (K) To sell, lease, let, mortgage, exchange, dispose of or turn to account all or any of the property or assets of the Corporation as may be thought expedient with a view to the promotion of its objects.
- (L) To invest moneys not immediately required in or upon such investments, securities or property as

may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

- (M) To establish and support and to aid in the establishment and support of any other associations formed for all or any of the objects of the Corporation, provided that any such association shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Corporation under or by virtue of Clause 4 hereof.
- (N) To amalgamate with any companies, institutions and societies or associations having objects altogether or in part similar to those of the Corporation and which shall prohibit the distribution of their capital and income amongst their members to an extent at least as great as is imposed on the Corporation under or by virtue of Clause 4 hereof.
- (O) Subject to the provisions of the said section, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Corporation is authorised to amalgamate.
- (P) To procure the Corporation to be registered or recognised in any foreign country or place, and to obtain any Act of Parliament, Provisional Order, enactment, decree or other legislative or executive act of any government, state, colony, province, dominion, sovereign or authority, supreme, municipal, local or otherwise for enabling the Corporation to carry any of its objects into effect.
- (Q) To pay all expenses of and incidental to the formation and establishment of the Corporation.
- (R) To establish and support or to aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employes or ex-employes of the Corporation, or of The Kingham Hill Trust, and persons trained at any school or home carried on by The Kingham Hill.

Trust (such employes or ex-employes or persons not being members of the Corporation), or the dependents or connections of such employes or ex-employes or persons, and to grant pensions and allowances, and to make payments towards insurance.

- (s) To do all or any of the above things in any part of the world, and as principals, agents or trustees, and by or through trustees or agents, and either alone or in conjunction with others.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Corporation shall not support with its funds any objects, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Corporation would make it a Trade Union.

Provided also that in case the Corporation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Corporation shall not sell, mortgage, charge or lease the same without such authority, approval or consent, as may be required by law, and as regards any such property, the Managers or Trustees of the Corporation shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Corporation shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Corporation were not incorporated. In case the Corporation shall take or hold any property which may be subject to any trusts, the Corporation shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Corporation, whence-soever derived, shall be applied solely towards the promotion of the objects of the Corporation 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 howsoever by way of profit, to the members of the Corporation.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Corporation, or to any member of the Corporation, in return for any services actually rendered to the Corporation, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Corporation, nor prevent the payment to any member of the Board of Management or Governing Body of the Corporation of any remuneration authorised by any Order of the High Court of Justice for his services as such member or as trustee of the said Deed of Trust, dated the 16th day of December 1912, and Deed Poll dated the 10th day of May 1932, or either of them, or otherwise in connection with The Kingham Hill Trust; but so that (save as aforesaid) no member of the Board of Management or Governing Body of the Corporation shall be appointed to any salaried office of the Corporation or any office of the Corporation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Corporation to any member of such Board or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Corporation; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the Board of Management or Governing Body may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the regulations, contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Corporation in pursuance of Section 18 of the Companies Act 1929.

7. The liability of the members is limited.

8. Every member of the Corporation undertakes to contribute to the assets of the Corporation, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Corporation 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 £1.

9. If upon the winding up or dissolution of the Corporation 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 Corporation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Corporation, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Corporation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Corporation at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Corporation, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Corporation; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Corporation for the time being in force, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Corporation shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John Kinahan, Green House, Kingham Hill.	Gentleman John Kinahan
Alexander, Adair, Lord Roche, East End, Chadlington, Oxford.	Privy Councillor. Roche
Frank George Goddard, Hillside, Kingham Hill.	Secretary. Goddard
Thomas Walter Hobart Viscount Caldecote - PC CBE of 10 Tatin Sq. - S.W.7. Lord Chief Justice of England	Caldecote
Archibald Buchanan Keith, 112-114, Cannon Street, London E.C.4 Chartered Accountant.	A.B. Keith
Talbot Greaves M.A. of 18 Uplands Way Sevenoaks Oxon in Holy Orders	T. Greaves
Herbert William Hinde, Oak Hill College, Southgate, London N.14 Blessed in Holy Orders.	H. W. Hinde
Barclay Godfrey Busseton Woodend, Brawley Ridge, Camberley, Surrey. M.C. M.A.	B. Godfrey Busseton
James Mansfield Keith of 112/114 Cannon Street E.C.4 Chartered Accountant.	J.M. Keith
The Honourable Thomas Gabriel Roche of Chadlington Oxford Barrister-at-Law	T.G. Roche

Dated this 27th day of February 1941.

Witness to the above Signatures

of John Kinahan, Lord Roche, & Frank George Goddard	Thomas Porter Sheffield House, Kingham Hill.
of Lord Caldecote, and Archibald Buchanan Keith	Arthur Kelvin Warner 112-114, Cannon Street E.C.4. Clerk.
of Talbot Greaves M.A. and Herbert William Hinde	
of Barclay Godfrey Busseton and James Greaves & Co.	
of The Honourable Thomas Gabriel Roche	Arthur P. Bailey, Barrister-at-Law Chadlington, Oxford.



The Companies Act 1929.

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.

Articles of Association

OF

THE KINGHAM HILL TRUST CORPORATION.

REGISTERED

10 MAR 1941

GENERAL.

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

WORDS.

MEANINGS.

The Act	The Companies Act 1929.
The Corporation	The above-named Corporation.
These Articles ..	These Articles of Association and the regulations of the Corporation from time to time in force.
The Kingham Hill Trust	The Kingham Hill Trust mentioned in the Memorandum of Association of the Corporation.
The Board	The Board of Management for the time being of the Corporation.
Office	The registered office of the Corporation.
Seal	The common seal of the Corporation.



In writing .. Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

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

Words importing persons shall include corporations.

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

2. For the purposes of registration the number of members of the Corporation is to be taken to be *ten*, but the Board may from time to time register an increase of members.

3. The provisions of Section 95 of the Act shall be observed by the Corporation.

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

5. The members of the Corporation shall be—

- (A) The subscribers to the Memorandum of Association.
- (B) Such other persons as the Board shall admit to membership in accordance with the conditions hereinafter contained.

6. The Board shall have power to admit to membership any person who shall signify in writing his consent to become a member, and they shall admit to membership any such person who is a Trustee of The Kingham Hill Trust: Provided that in no case shall the number of members for the time being authorised be exceeded.

7. A member shall cease to be a member of the Corporation—

- (A) Upon his retirement to be signified by such member in writing to the Corporation or on his death.
- (B) If, being a trustee of The Kingham Hill Trust, he ceases so to be.

Handwritten notes:
 P.K. R. J.B.
 C. A.M.
 B.G.B.
 T.R.
 H.W.N.
 J.M.K.

- (c) Upon a resolution to that effect being passed by not less than three-fourths of the members present in person at a General Meeting of the Corporation of which he has received proper notice and at which he shall have had a reasonable opportunity of attending and being heard.

GENERAL MEETINGS.

8. A General Meeting shall be held once in every calendar year at such time and place as may be determined by the Board, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.

9. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary Meetings.

10. The Board may call an Extraordinary Meeting whenever they think fit, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 114 of the Act.

11. Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions, seven days' notice, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such members of the Corporation as are under the provisions of the Articles entitled to receive notices from the Corporation; but with the consent of all the members entitled to receive notices thereof, a meeting may be convened by such notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

12. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and of the Auditors and the fixing of the remuneration of the Auditors.

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

14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

15. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

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

17. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three members present in person and entitled to vote, and unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that

effect in the minute book of the Corporation shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution. If a poll is so demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded. 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 forthwith or at such other time as the Chairman of the meeting directs.

18. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a further or casting vote.

19. Every member personally present shall have one vote and no more. No vote shall be given by proxy.

BOARD OF MANAGEMENT.

20. Until otherwise determined by a General Meeting, the number of the members of the Board shall not be less than three nor more than seven.

21. The first members of the Board shall be nominated in writing from amongst the members by a majority of the subscribers to the Memorandum of Association.

22. The Corporation in General Meeting may by resolution from time to time appoint any member of the Corporation to be a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not exceeded and provided that the Corporation shall not appoint as a member of the Board any person who may have been removed from the Board by the Trustees of The Kingham Hill Trust under the next following clause of these Articles.

23. The Trustees for the time being of The Kingham Hill Trust may from time to time appoint any member of the Corporation to be a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not exceeded, and may from time to time remove any member of the Board. Any such appointment or removal shall be by instrument in writing signed by not less than two of such Trustees acting in pursuance of a resolution in that behalf passed at a meeting of such Trustees, and shall take effect

upon being lodged at the office, together with a copy of such resolution certified by one of such Trustees to be a true copy thereof.

24. No person who is not a member of the Corporation shall in any circumstances be eligible to hold office as a member of the Board.

25. The members of the Board or any of them shall be entitled to receive such remuneration (if any) as may be approved by the Corporation in General Meeting and may be approved in writing by the Trustees for the time being of The Kingham Hill Trust and shall be authorised by Order of the High Court of Justice.

POWERS OF THE BOARD.

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

27. The continuing members of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of summoning a General Meeting, but not for any other purpose.

28. The Board may from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary.

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

30. Cheques on the Corporation's bankers, until otherwise from time to time resolved upon by the Board, shall be signed by at least two members of the Board and countersigned by the Secretary. The Corporation's banking account shall be kept with such banker or bankers as the Board shall from time to time determine.

DISQUALIFICATION OF MEMBERS OF THE BOARD.

31. The office of a member of the Board shall be vacated—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he is found lunatic or become of unsound mind.
- (C) If, being a trustee of The Kingham Hill Trust, he ceases so to be.
- (D) If he ceases to be a member of the Corporation.
- (E) If by notice in writing to the Corporation he resigns his office.
- (F) If he ceases to hold office by virtue of any provision of the Act.

PROCEEDINGS OF THE BOARD.

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

33. On the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.

8

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

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

36. The Board may delegate any of their powers to committees consisting of such members of the Board as they think fit, and any committee so formed shall conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.

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

38. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Corporation and of the Board and of Committees of the Board, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

39. A resolution in writing signed by all the members for the time being of the Board or of any Committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such Committee duly convened and constituted.

ACCOUNTS.

40. The Board shall cause proper books of account to be kept with respect to—

- (A) The assets and liabilities of the Corporation;
- (B) The sums of money received and expended by the Corporation and the matters in respect of which such receipts and expenditure take place; and
- (C) All sales and purchases of goods by the Corporation.

41. The books of account shall be kept at the office, or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

42. The Corporation in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Corporation, or any of them, and subject to such conditions and regulations the accounts and books of the Corporation shall be open to the inspection of members at all reasonable times during business hours.

43. Once at least in every year the Board shall lay before the Corporation in General Meeting an income and expenditure account for the period since the last preceding account or in the case of the first account since the incorporation of the Corporation made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Board and a report of the Auditors, and a copy of such account, balance sheet and reports shall seven days before the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting as required by Section 129 of the Act.

AUDIT.

44. Once at least in every year the accounts of the Corporation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

45. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act.

NOTICES.

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

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John Kinahan. Seaven House, Kingham Hill, Gentlemen.
 Alexander Adair, Lord Roche. Priory Councillor - Roche
 East End, Chadlington. Oxford.
 Frank George Goddard. "Hillside" Secretary. H. Goddard
 Kingham Hill. Caldecote.
 Thomas Walter Herbert Viscount Caldecote P.C. C.B.E.
 of 10 Eaton Sq. S.W.7 Lord Chief Justice of England.
 Archibald Buchanan Keith, 112-114, Cannon Street, London E.C.4.
 Chartered Accountant.
 Talbot Greaves M.H.A. of 18, Leplands Way, Sevenoaks
 Clerk in Holy Orders.
 Herbert William Hinde, of Oak Hill College, Southgate, N.14
 Clerk in Holy Orders.
 Barclay Godfrey Buxton M.C. M.A. of Woodend, Brawley Ridge,
 Camberley, Surrey.
 James Mansfield Keith of 112/114 Cannon Street E.C.4.
 Chartered Accountant.
 The Honourable Thomas Gabriel Roche of Chadlington Oxford
 Barrister-at-Law T.G. Roche

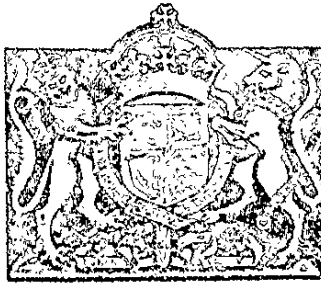
Dated this 27th day of February 1941.

Witness to the above Signatures—

sg. John Kinahan, Lord Roche & Frank George Goddard.
 of Lord Caldecote, and Archibald Buchanan Keith.
 of Talbot Greaves M.H.A. and Herbert William Hinde.
 of Barclay Godfrey Buxton and James Mansfield Keith.
 of The Honourable Thomas Gabriel Roche.
 Arthur Kinahan Warner
 112-114, Cannon Street E.C.4
 Clerk.
 Helen P. Walby. Chadlington. Oxford.
 Thomas Roche
 Seaven House
 Kingham Hill
 Schoolmaster.

DUPLICATE FOR THE FILE.

No.
365812



Certificate of Incorporation

I Hereby Certify,

That

(The word "limited" being omitted by licence of the Board of Trade)

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

(Given under my hand at London this 26th day of March One

Thousand Nine Hundred and forty-two)

Registrar of Companies.

Certificate
received by

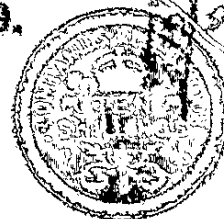
Date

26/3/42

Number of 365812
Company)

Form No. 11.

THE COMPANIES ACT, 1929.



Notice of Increase in Number of Members

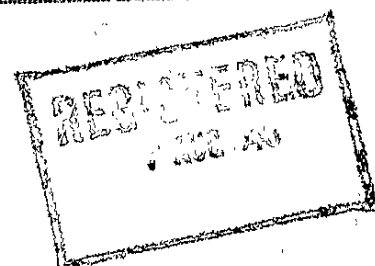
Pursuant to Section 7 (3).

Insert the
Name
of the
Company.

THE KINGHAM HILL TRUST

CORPORATION.

LIMITED.



NOTE.—This Notice must be forwarded to the Registrar of Companies within 15 days after the Increase was resolved on or took place.

Presented by

J. DIX LEWIS, CASAN DUNCAN & CO.
12-14, CANNON STREET
LONDON, E.C.4.

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2; 27 & 28 Walbrook, E.C.4;
49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1;
19 & 21 North John Street, Liverpool, and 68 St. Vincent Street, Glasgow.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

NOTICE

of Increase in the Number of Members of

THE KINGHAM HILL TRUST CORPORATION.

TO THE REGISTRAR OF COMPANIES.

The Kingham Hill Trust Corporation

hereby gives you notice

pursuant to Section 7 (3) of the Companies Act, 1929, that by (a) Ordinary

Resolution of the Company dated the seventh day of August 1946

the number of Members in the Company has been increased by the addition thereto of

110) ten

Members

beyond the present registered number of ten.

(Signature) J. Keritz

(State whether Director or Manager or Secretary) Secretary

Dated the seventh day of

August

1946

(a) "Ordinary," "Extraordinary" or "Special"