

COMPANIES  
REGISTRATION.

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Companies  
Registration  
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here.

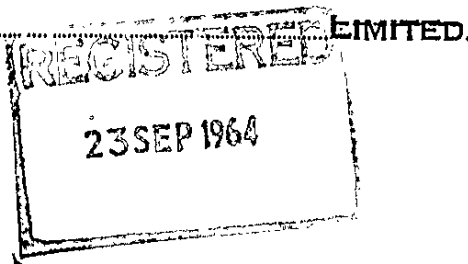
**Declaration of Compliance with the requirements  
of the Companies Act, 1948, on application for  
Registration of a Company.**

*Pursuant to Section 15 (2)*

(SEE FOOTNOTE OVERLEAF.)

NAME OF

COMPANY BEECHWOOD PARK SCHOOL LIMITED



CAT. No. C.F.41.

C 511 JS164(J) L

**JORDAN & SONS,  
LIMITED**

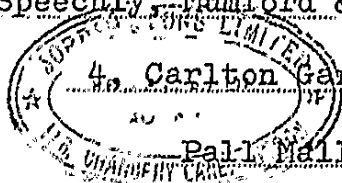
*Company Registration Agents, Printers and Publishers*  
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

*Presented by*

Speechly, Mumford & Soames,

40, Carlton Gardens,

Pal-l Mall, London, S.W.1.



I, NICHOLAS HAROLD KENNETH COLEMAN

of 4, Carlton Gardens, Pall Mall, London, S.W.1.

*File*  
DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] ~~for a person named in the Articles of Association as a~~ Director/Secretary],

of BEECHWOOD PARK SCHOOL LIMITED

*File*  
LIMITED,

And that all the requirements of the Companies Act, 1948, 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 50 Pall Mall  
in the City of Westminster

the 14<sup>th</sup> day of September

One thousand nine hundred and sixty-four  
before me,

G. W. Leadwell  
A Commissioner for Oaths (b)

NHK Coleman

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) Delete words not required.

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THE COMPANIES ACT, 1948.

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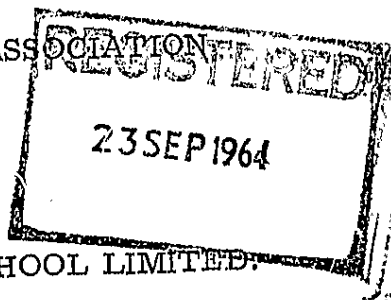
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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL.

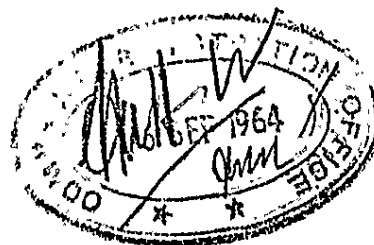
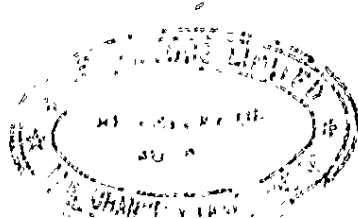
MEMORANDUM OF ASSOCIATION

OF

BEECHWOOD PARK SCHOOL LIMITED.



1. The name of the Company is "BEECHWOOD PARK SCHOOL LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To establish and carry on at Beechwood Park Markyate in the County of Hertford a preparatory school for boys.
  - (b) To acquire and carry on in England any other school or schools for the education of children.
  - (c) To provide all appropriate books and equipment and boarding and other accommodation for teachers and pupils at any school owned by the Company.
  - (d) To offer exhibitions, prizes and awards and to make grants and allowances to pupils or prospective pupils at any school owned by the Company.
  - (e) To offer scholarships and exhibitions and to make grants and allowances to any pupil or past pupil of any school owned by the Company for the purpose of proceeding to any university or other educational establishment.
  - (f) To provide playing fields, games, courts, recreation grounds and buildings, swimming baths and other accommodation in connection with sports, games and pastimes of all kinds at any school owned by the Company.
  - (g) To carry on farming, dairy and poultry farming, stock breeding, market gardening, fruit farming and nurseries on any property of the Company for the purpose of providing and supplying any school or schools of the Company.



- (h) To act as trustees, governors or managers of any real or personal property given or held upon trust for educational purposes.
- (i) To accept and receive gifts of any real or personal property for the purposes of the Company or for any particular purpose thereof.
- (j) To take such steps as may from time to time be deemed expedient for the purpose of obtaining money by way of donations, legacies, grants and contributions for the purposes of the Company.
- (k) To employ, retain and pay schoolmasters, bursars, professional and technical advisers, secretaries, clerks and others whose services are required or deemed expedient for carrying out the objects of the Company.
- (l) Subject to Clause 4 hereof to grant pensions, allowances and gratuities to past or present officers or servants of the Company or to the dependents of such persons and to establish and maintain or participate in trust funds or schemes (whether contributory or non-contributory) for providing pensions or other benefits for any such persons as aforesaid.
- (m) To purchase, hire, take on lease or in exchange or otherwise acquire and hold any house, hall, plant, furniture, fittings, effects, rights, privileges and real and personal property of any kind necessary or convenient for the promotion of the objects of the Company.
- (n) To borrow or raise money for the purposes of the Company in such manner and upon such terms and such security as may be thought fit, and whether by the creation and issue of debentures or debenture stock or otherwise.
- (o) To sell, manage, let, mortgage, improve, dispose of or otherwise deal with all or any of the property of the Company as may be thought expedient with a view to the promotion of its objects.

27 SEP 1964
- (p) To construct, maintain, improve and alter any buildings necessary or convenient for the promotion of the objects of the Company.
- (q) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (r) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.

- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided always and it is hereby declared that the Company exists only for purposes which are both charitable and educational and notwithstanding anything hereinbefore contained nothing shall be an object of the Company which is not both a charitable and educational object.

4. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 Company.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding two per cent. per annum over the Bank of England rate for the time being on money lent or reasonable and proper rent for premises demised or let or equipment hired by any member to the Company.

5. The liability of the members is limited. ✓

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amounts as may be required not exceeding £1. ✓

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Company but subject to any charitable trusts affecting the same shall be given or transferred to such charities having objects similar to the objects of the Company if more than one such shares as shall be determined by the members of the Company 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.

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 Anthony Kenneth Hall  
72 London Road,  
St Albans,  
Hertfordshire  
Chartered Accountant

Peter Graham Stewart.  
23 Hertford Street  
London W.1.  
Member of Lloyds.

Dated this ten day of September, 1964.

Witness to the above Signatures:-

Carpenter

P. E. Hayes.  
Oaklands,  
Badderden Row,  
Henel Hempstead,  
Hertfordshire.

P. C. Hayes

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COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL.

ARTICLES OF ASSOCIATION

OF

BEECHWOOD PARK SCHOOL LIMITED

REGISTERED

23 SEP 1964

INTERPRETATION.

1. In these Articles:-

"The Act" means the Companies Act, 1948.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"The United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS.

2. For the purposes of registration the number of the members of the Company is declared not to exceed fifty.

3. The Company is a private company and accordingly:-

- (i) if at any time the Company shall have a share capital the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share;
- (ii) the number of members of the Company (exclusive of persons who are in the employment of the Company and

of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member;

(iii) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;

(iv) no body corporate shall be a member of or the holder of a debenture issued by the Company.

4. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership and whose names shall be entered in the Register of Members shall be the members of the Company.

5. A member shall forthwith cease to be a member if he shall die or if he shall resign his membership by giving notice in writing to the Company. The Directors may, without showing cause, by a resolution passed by a majority of not less than two-thirds of the Directors present at a meeting of Directors specially convened for the purpose of considering such resolution, refuse to continue any person <sup>as a member of the Company, and if such resolution shall be</sup> passed by the Directors, then such person shall thereupon cease to be a member of the Company and his name shall be removed from the Register of Members. *Cum*

#### GENERAL MEETINGS.

6. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint, subject to the provisions of the Act.

7. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

8. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.



## NOTICES OF GENERAL MEETINGS.

9. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of the business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed.

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent. of the total voting rights at that meeting of all the members.

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

## PROCEEDINGS AT GENERAL MEETINGS.

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the Auditors.

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

13. If within half-an-hour from the time appointed for a General Meeting a quorum is not present the meeting, if convened upon 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, and if at such adjourned meeting a quorum is not present, those members who are present shall be a quorum and may transact the business for which the meeting was called.

14. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there is no such Chairman or if at any meeting he is not present within fifteen minutes from the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose <sup>some</sup> ~~a~~ member present to be Chairman of the meeting.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members present in person or by proxy entitled to vote, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority or lost, and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

17. If a poll is duly 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 was demanded.

18. In the case of an equality of votes, whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

19. 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 at such time as the Chairman of the meeting directs.

20. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

## VOTES OF MEMBERS.

21. Every Member shall have one vote.

22. A member of unsound mind, or in respect of whom an order has been made, by a court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee, curator bonis or other person in the nature of a committee or curator bonis appointed by that court, and any such committee, curator bonis or other person may, on a poll, vote by proxy.

23. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

24. On a poll votes may be given either personally or by proxy. On a show of hands a member present only by proxy shall have no vote.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a member of the Company.

26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

27. An instrument appointing a proxy may be in the following form, or any other form which the Directors shall approve:-

### BEECHWOOD PARK SCHOOL LIMITED

"I, \_\_\_\_\_ in  
"of \_\_\_\_\_ being  
"the \_\_\_\_\_ of  
"a member of BEECHWOOD PARK SCHOOL LIMITED  
"hereby appoint  
"of  
"or failing him  
"of  
"as my proxy to vote for me and on my behalf at the  
" \_\_\_\_\_ General Meeting of the Company to be  
"held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any  
"adjournment thereof.

"Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_."

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### MANAGEMENT.

30. The Board of Directors of the Company shall consist of not less than five nor more than twelve persons, who shall be members of the Company.

31. The first Directors of the Company shall be Ian Malcolm Alexander Stewart, Stephen Angus Stewart, Peter Graham Stewart, John Anthony Kenneth Hall, Gerald Seth Ward and James Nath Thurgood.

32. The said Ian Malcolm Alexander Stewart and Stephen Angus Stewart shall be Permanent Directors of the Company, and each of them shall be entitled to hold such office so long as he shall live, unless his office shall be vacated from any of the causes specified in Article 37.

33. A resolution in writing, signed by all the members of the Board or any Committee shall be as valid and effectual as if it had been passed at a meeting of the Board or Committee duly called and constituted.

#### POWERS AND DUTIES OF DIRECTORS.

34. The business of the Company shall be managed by the Directors, who pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not, by the Act, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act and these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

35. The Directors shall cause minutes to be made in books provided for that purpose:-

- (a) of all appointments of officers made by the Directors.
- (b) of the names of the Directors present at each meeting of the Directors and of any Committee of the Directors.
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors and of the Committees

of Directors, and every Director present at any meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose.

#### THE SEAL.

36. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of a Director and of the Secretary, or such other person as the Directors may appoint for the purpose; and the Director and the Secretary, or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

#### DISQUALIFICATION OF DIRECTORS.

37. The office of a Director 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 becomes of unsound mind.
- (c) If he ceases to be a member of the Company.
- (d) If by notice in writing to the Company he resigns his office.
- (e) If he ceases to hold office by virtue of any provision of the Act.
- (f) If he is removed from office under Section 184 of the Act.

#### ROTATION OF DIRECTORS.

38. At the first Annual General Meeting of the Company all the Directors (other than the Permanent Directors) shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Directors (other than the Permanent Directors) for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

39. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

40. A retiring Director shall be eligible for re-election.

41. The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall, in offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

42. No person other than a Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

43. The Company may from time to time by ordinary resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.

44. The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

45. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act remove any Director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

46. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding article. Without prejudice to the powers of the Directors under Article 44 the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

## PROCEEDINGS OF DIRECTORS.

47. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they think fit. 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. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

48. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three.

49. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

50. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

51. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

52. A Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

53. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.

54. All acts done by any meeting of the Directors or of a Committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons 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 to be a Director.

### SECRETARY.

55. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

56. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

### ACCOUNTS.

57. The Directors shall cause proper books of account to be kept with respect to:-

- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
- (b) All sales and purchases of goods by the Company.
- (c) The assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

58. The books of account shall be kept at the registered office of the Company, or subject to Section 147 (3) of the Act at such other place or places as the Directors think fit, and shall always be open to the inspection of the members of the Company at all reasonable times, subject to any reasonable restrictions and conditions which the Directors of the Company in General Meeting may from time to time impose.

59. The Directors shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.



### AUDIT.

61. Once at least in every year the accounts of the Company shall be audited and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors. Auditors shall be appointed and their duties regulated in accordance with Sections 159 and 162 of the Act.

### NOTICES.

62. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same was posted.

63. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

*Can go* (b) every person being a legal personal representative <sup>of a member where the member has died or is bankrupt</sup> or a trustee in bankruptcy, would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Company.

### WINDING UP.

64. The provision of Clause 7 of the Memorandum of Association shall have effect as if the same were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John Anthony Kenneth Hall  
72 London Road,  
St Albans,  
Hertfordshire  
Chartered Accountant

Peter Graham Stewart.  
23 Hertford Street  
London W.1.  
Member of Lloyd.

Dated this twelfth day of September 1964

Witness to the above Signatures :- P. C. Hayes.

Carpenter

Oaklands,  
Gadderden Row,  
Henri Hempstead,  
Hertfordshire

DUPLICATE FOR THE FILE.

No. 820476



## Certificate of Incorporation

I Hereby Certify that

BEECHWOOD PARK SCHOOL LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Twenty-third day of  
September One Thousand Nine Hundred and Sixty Four.

*L. S. Whitfield.*

Assistant Registrar of Companies.

Certificate  
received by



Date