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Form No. 41

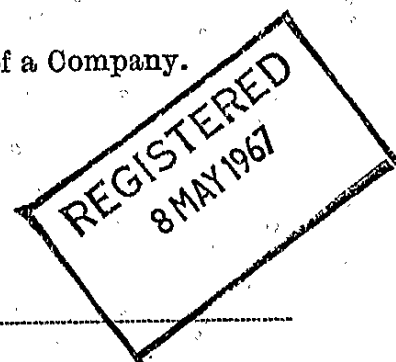
# THE COMPANIES ACT, 1948



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

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).



Insert the  
Name of the  
Company.

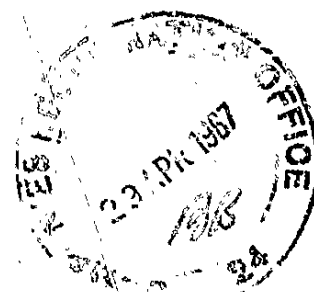
FARLEIGH HOUSE TRUSTEE  
LIMITED

Incorporated by

WITHAM, WELD & CO.

11, ASHLEY PLACE,

WESTMINSTER S.W.1.



The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, MICHAEL HUGH KELLSHER

of 11, Ashley Place, Westminster, S.W.1.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") "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) a Solicitor of the  
Supreme Court engaged in the formation of Farleigh House  
Trustee Limited

of

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 12, Ashley Place  
in the City of  
Westminster  
the 28<sup>th</sup> day of April  
one thousand nine hundred and sixty-  
seven

M.H.K.

Before me,

John A. Pearson

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

Note.—This margin is reserved for binding and must not be written across.

END 107- /



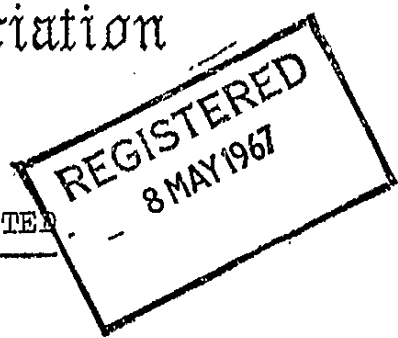
THE COMPANIES ACT, 1948

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

# Memorandum of Association

— OF —



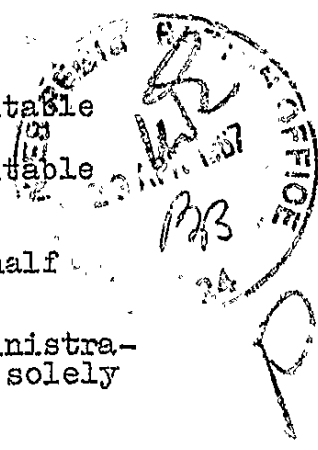
FARLEIGH HOUSE TRUSTEE LIMITED

1. The name of the Company (hereinafter called "the Corporation") is "FARLEIGH HOUSE TRUSTEE LIMITED."

2. The Registered Office of the Corporation will be situate in England.

3. The objects for which the Corporation is established are:-

- (A) To undertake and execute either gratuitously or otherwise the Farleigh House Educational Trust established by a Trust Deed dated the 2nd day of April 1966.
- (B) To undertake and execute either gratuitously or otherwise any trusts in connection with any charity or charitable trust.
- (C) To seek from the Lord Chancellor authority to act and if obtained to act as a trust corporation in relation to charitable ecclesiastical or public trusts.
- (D) To exercise or concur in exercising all lawful powers and discretions by law or by the instrument creating the trust conferred upon the trustee or trustees of any trust undertaken by the Corporation.
- (E) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (F) To act as a collector and agent on behalf of Charities.
- (G) To undertake Executorships or the Administration with the Will annexed and either solely



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or jointly with others of estates given wholly or in part for charitable purposes.

- (H) To apply any moneys or property given to the Corporation either inter vivos or by testamentary disposition of which no special application or appropriation shall be directed or declared by the donor or testator for such charitable purpose or purposes as the Corporation shall think proper.
- (I) To borrow or secure the payment of money for the promotion of the objects of the Corporation on such security and in such manner as the Corporation may think fit.
- (J) To do all such other lawful 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 object 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 Secretary of State for Education and Science 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 such property as may come into their hands and shall be answerable 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 Secretary of State for Education and Science 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 whencesoever 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 four per centum per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Corporation, but so that no member of the Council or other the 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 moneys worth shall be given by the Corporation to any member of such Council or other 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 company of which a member of the Council or other governing body may be a member and in which such member shall not hold more than 1/100th 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. The liability of the members is limited. —

6. 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 among themselves, such amount as may be required not exceeding One pound.

7. 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 charitable 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 amongst 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, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Corporation and the matters in respect of which 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, such accounts shall be open for the inspection of the members. 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.

W E, 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 & Peter <sup>MORRIS</sup> <sup>BROWN</sup> Brown.  
 The Old House Westcott, Dakingbury, Stockham.  
 Reginald John Richard <sup>BRUNDELL</sup> Anderson  
 Hook Manor, Danhead, Slaplesbury, Dorset  
 Basil Francis Nicholas Baron <sup>BARON STAFFORD</sup> Stafford <sup>DIRECTOR</sup> Landowner/Farmer.  
 SWYNNERTON PARK, STONE STAFFORDSHIRE.  
 John Andrew <sup>CHADLOCK</sup> Caldwell  
 Franchise Manor Burwash Sussex Solicitor  
 John Michael <sup>POLAND</sup> Poland  
 Merrymead, Blisworth Rd., Haslemere,  
 Surrey  
 Ugo Underwies.  
<sup>TRUPPES COMPANY</sup>  
 Sir Truppes - Leamington, Farleigh House  
 Basingstoke  
 Schoolmaster  
 Alison Truppes <sup>TRUPPES</sup> Leamington  
 Farleigh House  
 Basingstoke.  
 Harold Rodman.

D A T E D the 24<sup>th</sup> day of April 1967.

WITNESS to the above Signature of:-

The Right Honourable Basil Francis  
 Nicholas Baron Stafford

W. R. R.  
 114 Old Court  
 N. H. 8  
 Company Director

/over

WITNESS to the above Signatures of:-

Reginald John Arthur Arundell

*W. Rose*  
*114 Oslo Court*  
*NW8.*  
*Company Director*

Edward Peter Moncrieff Brown

*E. P. Brown*  
*W. Rose*  
*114 Oslo Court NW8*  
*Company Director*

John Andrew Caldecott

*W. Rose*  
*114 Oslo Court*  
*NW8*  
*Company Director*

John Michael Poland

*W. Rose*  
*114 Oslo Court*  
*NW8*  
*Company Director*

Stephen Richard Trapper-Lomar

*E. J. Lucas*  
*14, Broadmere*  
*Fairleigh Wotton*  
*Basingstoke*  
*Hampshire*

Alison Marjorie Gundred

Trapper-Lomar.

*E. J. Lucas*  
*14, Broadmere*  
*Fairleigh Wotton*  
*Basingstoke*  
*Hampshire*



THE COMPANIES ACT, 1948

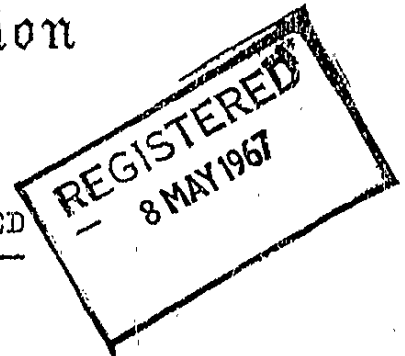


COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

Articles of Association

— OF —

FARLEIGH HOUSE TRUSTEE LIMITED



PRELIMINARY

1. These presents shall be construed with reference to the provisions of the Companies Act, 1948, and terms used in these presents shall be taken as having the same respective meanings as they have when used in that Act. In addition the words standing in the first column of the table next hereinafter contained shall, in these presents, bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:—

WORDS	MEANINGS
The Corporation	Farleigh House Trustee Limited.
The Statutes	The Companies Act, 1948, and every statutory modification or re-enactment thereof for the time being in force.
The Act	The Companies Act, 1948.
These Presents	These Articles of Association as originally framed or as from time to time altered by Special Resolution.
The Office	The Registered Office of the Corporation.
The Council	The Council of Management for the time being of the Corporation.
The Seal	The Common Seal of the Corporation.

WORDS	MEANINGS
Year	Year from the 1st January to the 31st December inclusive.
In Writing	Written or produced by any substitute for writing, or partly one and partly another.

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

#### MEMBERS OF THE CORPORATION

✓ 3. For the purpose of registration the number of members of the Corporation is declared to be twelve but the Council may, whenever they think fit, register an increase of membership.

4. The provisions of Section 110 of the Act shall be observed by the Corporation and every member of the Corporation shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

5. The first members of the Corporation shall be the subscribers to the Memorandum of Association. Other persons may be admitted as members by the Council.

Provided, however, that the number of members of the Corporation permitted by or under Article 3 be not exceeded.

6. Any member shall cease to be a member and his name shall be removed from the Register of Members if he resigns his membership by writing addressed and delivered to the Secretary provided that whenever the number of members does not exceed seven no resignation shall take effect until another person has been elected a member to fill the place of the one resigning and the person so elected has accepted his election.

#### GENERAL MEETINGS

7. The first General Meeting of the Corporation shall be held at such time not being less than one month nor more than three months from the incorporation of the Corporation and at such place as the Council may determine.

8. A General Meeting shall be held once in every calendar year as the Annual General Meeting of the Corporation at such time and place as may be determined by the Council and shall be specified as such in the Notices calling it, provided that every Annual General Meeting

except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

9. The General Meetings referred to in Article 8 shall be called "Annual General Meetings." All other General Meetings except the meeting referred to in Article 7 shall be called "Extraordinary Meetings."

10. The Council 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 132 of the Act.

11. Twenty-one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice at the least of every other General Meeting (exclusive in every case, both of the day on which the notice is served or deemed to be served and of the day appointed for the meeting), 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 the Auditors and to such members of the Corporation as are under the provisions of these presents entitled to receive notices from the Corporation; but with the consent of all the members entitled to receive notices thereof or of such proportion of such members as is prescribed by the Act in the case of a meeting other than an Annual General Meeting 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 person entitled to receive the same, 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 Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council 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 of the meeting may 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 of the meeting may adjourn a meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for thirty 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 Council shall preside at every General Meeting or if he be not present the members present shall choose some other member of the Corporation to preside.

17. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman of the meeting or by any three members present in person or by proxy and entitled to vote or by a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members entitled to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried by a particular majority or lost, or not carried by a particular majority, 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.

18. If a poll be demanded in manner aforesaid, it shall be taken at such time and place and in

such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

20. In the case of an equality of votes on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a further or casting vote.

21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

22. Every member shall have one vote whether on a show of hands or at a poll.

23. On a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor. A proxy must be a member of the Corporation.

24. The instrument appointing a proxy shall be deposited at the office not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person therein named proposes to vote, and in default the instrument of proxy shall not be treated as valid.

25. An instrument appointing a proxy may be in the following form or in any other form which the Company may approve:--

"FARLEIGH HOUSE TRUSTEE LIMITED

"I  
"of  
"being a member of the above-named  
"Corporation, hereby appoint  
" of  
" or failing him  
"  
"of  
"as my proxy to vote for me and on my  
"behalf at the (Annual or Extraordinary or  
"adjourned, as the case may be) General  
"Meeting of the Corporation to be held on  
"the day of and at  
"any adjournment thereof.  
"Signed this day of ."

THE COUNCIL

26. Until otherwise determined by a General

Meeting the number of the members of the Council shall not be less than three nor more than six.

27. The first members of the Council shall be:-

The Right Honourable Basil Francis Nicholas  
Baron Stafford

Reginald John Arthur Arundell

Edward Peter Moncrieff Brown

John Andrew Caldecott

John Michael Poland.

28. The Council may from time to time and at any time appoint any member of the Corporation as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election. No person shall be incapable of being or being appointed a member of the Council by reason of his having attained the age of 70 years or any other age, nor shall any member of the Council vacate his office by reason of his attaining or having attained the age of 70 years or any other age, nor shall any special notice or other formalities be required in connection with the election or appointment or re-election or re-appointment of any member of the Council over the age of 70 years.

#### POWERS OF THE COUNCIL

29. The business of the Corporation shall be managed by the Council, 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 presents required to be exercised or done by the Corporation in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes and to such regulations, being not inconsistent with 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 Council which would have been valid if such regulation had not been made.

30. The continuing members of the Council may act notwithstanding any vacancy in their body,

provided that if they shall be or be reduced in number to less than three they shall only be entitled to act for the purpose of convening a General Meeting of the Corporation.

31. The Council 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.

32. The seal shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council 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 Council such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

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

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

34. The office of a member of the Council shall be vacated:-

- (A) If he ceases to be a member of the Corporation.
- (B) If by notice in writing to the Corporation he resigns his office.
- (C) If he ceases to hold office by virtue of any provision of the Act.
- (D) If he becomes bankrupt or of unsound mind.

#### ROTATION OF MEMBERS OF THE COUNCIL

35. At the Annual General Meeting to be held in the year 1967 and in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. A retiring member of the Council, shall retain his office until the dissolution or adjournment

of the meeting at which his successor is elected or it is determined not to fill his place.

36. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

37. The Corporation shall, at the meeting at which any members of the Council retire in manner aforesaid, fill up the vacated office of each member by electing a person thereto, unless at such meeting it shall be determined to reduce the number of members of the Council.

38. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for office on the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present 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 the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than seven nor more than twenty-one intervening days.

39. If at any meeting at which an election of members of the Council ought to take place, the places of the retiring members, or some of them, are not filled up, the retiring members or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of members of the Council.

40. The Corporation may from time to time in General Meeting increase or reduce the number of Members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

41. The Corporation may by Extraordinary Resolution remove any member of the Council



before the expiration of his period of office, and may by an Ordinary Resolution appoint another member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

#### PROCEEDINGS OF THE COUNCIL

42. The Council 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. In case of an equality of votes at a meeting the Chairman of such meeting shall have a second or casting vote.

43. On the request of a member of the Council, the Secretary shall at any time summon a meeting of the Council by notice served upon the several members thereof. A member of the Council who is absent abroad shall not be entitled to a notice of meeting.

44. The Council shall from time to time elect a Chairman who shall preside at all meetings of the Council 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 Council present shall choose some one of their number to be Chairman of the meeting.

45. A meeting of the members of the Council 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 Council generally.

46. The Council may delegate any of their powers to any Executive or other Committee consisting of members of the Council, and any Committee so appointed shall conform to any regulations imposed on it by the Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

47. All acts bona fide done by any meeting of the Council or of any Committee thereof, or by any person acting as a member of the Council,

shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office 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 or had duly continued in office and was qualified to be a member of the Council.

48. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Corporation and of the Council and of Committees of the Council 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.

#### ACCOUNTS

49. The Council shall cause proper books of account to be kept in accordance with the requirements of Section 147 of the Act 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.

50. The books of account shall be kept at the Office, or (subject to Section 147 (3) of the Act) at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.

51. 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.

52. Once at least in every year the Council shall lay before the Corporation in General Meeting and 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 Council and a report of the Auditors, and a copy of such account, balance sheet and reports shall, not less than twenty-one clear days before the meeting, be sent to all members of the Corporation, other than any members who are not entitled to receive notices of General Meetings, in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 162 of the Act.

#### AUDIT

53. 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, who shall be either a member or members of the Institute of Chartered Accountants in England and Wales or the Society of Accountants and Auditors Incorporated.

54. Auditors shall be appointed and their duties regulated in accordance with Sections 159, 160, 161 and 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

#### NOTICES

55. 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.

56. 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 those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Corporation.

57. 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 was 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 a post office letter box or post office as a prepaid letter.

WINDING UP

58. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Corporation shall have the same validity, operation and effect as if the same were repeated in these presents.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Edward Peter Manning Brown  
 The Old Manor, Westgate Dale, Lymington, Hants.  
 signed John Richard Arundell  
 Hook Manor, Downton, Shaftesbury, Dorset  
 Basil Francis Nicholas Baron Stafford Llandovery  
 Llanymonastor Park, Llanymonastor, Shropshire  
 John Andrew Caldwell  
 Franchise Manor, Burwash, Sussex Solicitor  
 John. Richard Mann  
 Kington, Leicestershire  
 Henry  
 George Underwood.

ST. Stephen - Lymington  
 Tankersley House,  
 Basingstoke  
 Schoolmaster

Alison Trappes-Lomax  
 Farnish House  
 Basingstoke  
 married name.

DATED the 24th day of April 1967.

WITNESS to the above Signatures other than those of  
 Stephen Richard Trappes-Lomax and Alison  
 Marjorie Gundry Trappes-Lomax:-

W. Rose  
 114, 156, 160, NW8  
 Company Director

Witness to the signatures  
of Stephen Richard  
Trappes-Lomar and Alison  
Marjorie Goudreau Trappes-  
Lomar.

E. J. Lucas  
14, Broadmere,  
Farleigh Wotton,  
Basingstoke  
Hampshire

DUPLICATE FOR THE FILE.

No. 905522



## Certificate of Incorporation

I Hereby Certify that

FARLEIGH HOUSE TRUSTEE LIMITED

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

Given under my hand at London this EIGHTH DAY OF MAY  
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

*L.S. Whitfield*  
Assistant Registrar of Companies.

Certificate  
received by }

Date

8 MAY 1967