Form No. 41a

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Please do not write in this binding margin

Pursuant to section 3(5) of the Companies Act 1980

For official use | Company number 1747301

Please complete legibly, preferably in black type, or bold block lettering

Name of Company

*Insert full name of Company

RIVER THAMES SOCIETY

I, JOHN ERIC HANCOCK

of 4 Park Street Windsor Berkshire

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am† a Solicitor of the Supreme Court and senior partner of Lovegrove & Durant 4 Park Street Windsor Berkshire aforesaid engaged in the formation of* RIVER THAMES SOCIETY

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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 7 Park St Windsor Berks.

the 15th day of April

One thousand nine hundred and eighty-three

before me V. I. Pracy

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or~~ Solicitor having the powers conferred on a Commissioner for Oaths

Signature of Declarant

(John Hancock)

Presentor's name, address and reference (if any): JEH

JOHN ERIC HANCOCK
4 Park Street
Windsor
Berkshire

14768/ccl

For official use

New companies section | Post room

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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

COMPANIES REGISTRATION OFFICE
15 JUL 1983

MEMORANDUM OF ASSOCIATION OF

1747301/2

COMPANIES REGISTRATION OFFICE
29 JUL 1983
"B"

RIVER THAMES SOCIETY

COMPANIES REGISTRATION OFFICE
19 JUL 1983
"B"

COMPANIES
23 JUL 1983

1. The name of the Company (hereinafter called "the Society") is "RIVER THAMES SOCIETY".

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

3. The objects for which the Society is established are to preserve and promote for the benefit of the nation the beauties and amenities of the River Thames and the preservation of lands and tenements (including buildings) of beauty or historic interest adjacent to the River Thames and as regards land adjacent to the River Thames for the preservation of their natural aspect and the promotion and improvement of public recreation and appreciation of the River Thames.

In furtherance of the foregoing objects but not further or otherwise the Society shall have the following powers:-

(A) (1) to encourage interest in the history of the River Thames and its environs from source to estuary;

(2) to protect the natural beauty of the River, adjacent lands and buildings of historic or architectural interest; promote nature conservation and educate the public regarding the effects of pollution;

(3) to preserve and extend amenities and to assist in the general development of the Thames Valley and recreation associated with it;

(4) to encourage use of the River for all purposes (including commercial); and

(5) to these ends support and, where necessary, co-ordinate the efforts of other organisations.

14768/001

(B) To grant pensions and retirement benefits to or for employees or former employees and to the widows, children and other dependants of deceased employees (who are in necessitous circumstances) and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees their widows, children and other dependants.

(C) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Society and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof.

(D) To purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Society of any one or more of the charitable organisations, institutions, societies or bodies with which this Society is authorised to amalgamate.

(E) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Society is authorised to amalgamate.

(F) To undertake and execute any charitable trusts necessary for the furtherance of the objects of the Society.

(G) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary for the promotion of its objects and to construct, maintain and alter any buildings or erections which the Society may think necessary for the promotion of its objects.

(H) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Society, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Society.

(I) To print and publish, or procure to be printed and published, and to circulate, or procure to be circulated (whether gratuitously or not) any newspaper, periodicals, magazines, books, pamphlets, leaflets, or other documents on subjects which are within the objects of the Society.

(J) Subject to Clause 4 hereof to employ and pay architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff for the purpose of fulfilling the objects of the Society.

(K) Subject to such consents required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property

or assets of the Society as may be thought expedient with a view to the promotion of its objects.

(L) To borrow and raise money for the purposes of the Society in such manner and on such security as the Society may think fit, providing that no form of permanent trading shall be undertaken.

(M) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(N) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Society.

(O) To establish and support or aid in establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Society.

(P) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:-

(i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society 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 Council of Management or Governing Body of the Society 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 Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

4. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this Memorandum

of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society, and no member of its Council of Management or Governing Body shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society.

Provided that nothing herein shall prevent any payment in good faith by the Society:-

(a) of reasonable and proper remuneration to any member, officer or servant of the Society not being a member of its Council of Management or Governing Body for any services rendered to the Society;

(b) of interest on money lent by any member of the Society or of its Council of Management or Governing Body at a reasonable and proper rate;

(c) of reasonable and proper rent for premises demised or let by any member of the Society or of its Council of Management or Governing Body;

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that company; and

(e) to any member of its Council of Management or Governing Body of out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same 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 Society 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 Society 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 Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

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

ROBERT FRANCIS NEWMAN THOYTS,
37 QUEENS DRIVE, THAMES DITTON, SURREY KT7 0TJ.
Solicitor.

GALE VICTORIA ANNE NEWLANDS.
2 Chestnut Cottages, Old Common Road, Cobham, Surrey KT11 1BU.
Housewife.

Dated 4/4/83

Witness to the above Signatures:-

35 Queens Drive
Thames Ditton KT7 0TJ
Company director

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

1747301 /3

ARTICLES OF ASSOCIATION OF

RIVER THAMES SOCIETY

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 1948.

"the seal" means the common seal of the Society.

"secretary" means any person appointed to perform the duties of the secretary of the Society.

"Director" means a member of the Council of Management.

"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 Society.

MEMBERS

2. The number of members with which the Society proposes to be registered is 5,000, but the directors may from time to time register an increase of members.

3. The subscribers to the Memorandum of Association and such other persons as the directors shall admit to membership shall be members of the Society.

GENERAL MEETINGS

4. The Society 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 Society and that of the next. Provided that so long as the Society 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.

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

6. 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 Society 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.

NOTICE OF GENERAL MEETINGS

7. 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 Society 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 the 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 meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the Articles of the Society, entitled to receive such notices from the Society:

Provided that a meeting of the Society 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.

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

PROCEEDINGS AT GENERAL MEETINGS

9. 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.

10. 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, 30 members present in person shall be a quorum.

11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members the members present shall constitute a quorum in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.

12. The chairman, if any, of the board of directors shall preside as chairman at every General Meeting of the Society, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.

13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

14. 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 thirty 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 adjournment or of the business to be transacted at an adjourned meeting.

15. 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:-

(a) by the chairman; or

(b) by at least two members present in person or by proxy; or

(c) by any 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 having the right to vote at the meeting.

Unless a poll be 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 containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

16. Except as provided in Article 18, 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.

17. 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.

18. 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, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

19. 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 (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Society duly convened and held.

VOTES OF MEMBERS

20. Every member shall have one vote.

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

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

23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.

25. 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 Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not

less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"

Limited.

I/We of in the County of being a member/members of the above named Society, hereby appoint of or failing him of as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extra-ordinary, as the case may be) General Meeting of the Society to be held on the day of 19 , and at any adjournment thereof.

Signed this day of 19 ."

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"

Limited.

I/We of in the County of being a member/members of the above named Society, hereby appoint of or failing him of as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extra-ordinary, as the case may be) General Meeting of the Society to be held on the day of 19 , and at any adjournment thereof.

Signed this day of 19 .

This form is to be used *in favour of / against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired."

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 Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY
REPRESENTATIVES AT MEETINGS

30. Any corporation which is a member of the Society may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Society.

DIRECTORS

31. The number of the directors shall be determined by the Society in General Meeting but shall not be less than three.

32. The directors shall be paid all reasonable out-of-pocket expenses incurred in advancing the objects of the Society.

BORROWING POWERS

33. The directors may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party.

POWERS AND DUTIES OF DIRECTORS

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

35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Society, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine. Provided that two directors shall sign all cheques, in excess of £100 (one hundred pounds).

36. The directors shall cause minutes to be made in books provided for the 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 Society, and of the directors, and of 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.

DISQUALIFICATION OF DIRECTORS

37. The office of director shall be vacated if the director:-

(a) without the consent of the Society in General Meeting holds any office of profit under the Society; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a director by reason of any order made under section 188 of the Act; or

(d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

(e) resigns his office by notice in writing to the Society; or

(f) ceases to be a director by virtue of Section 185 of the Act; or

(g) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by Section 199 of the Act; or

(h) ceases for any reason to be a member of the Society.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF DIRECTORS

38. At the first Annual General Meeting of the Society all the directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the 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 Society 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, if 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, by the first day of the month preceding the month in which the General Meeting is to be held, there shall have been left at the registered office of the Society 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 Society 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 Society 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 Society 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 Society.

46. The Society 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 Society 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 a 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 meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.

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 two.

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 the Articles of the Society as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a General Meeting of the Society, 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, and the committee shall promptly report back to the directors on actions taken under delegated powers.

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 the 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 director 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 to be a director.

55. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

SECRETARY

56. Subject to Section 21(5) of the Companies Act, 1976 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: Provided always that no director may occupy the salaried position of secretary.

57. 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.

THE SEAL

58. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

ACCOUNTS

59. The directors shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

60. The accounting records shall be kept at the registered office of the Society or, subject to Sections 12(6) and (7) of the Companies Act 1976, at such other place or places as the directors think fit, and shall always be open to the inspection of the officers of the Society.

61. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the directors or by the Society in General Meeting.

62. The directors shall from time to time in accordance with Sections 150 and 157 of the Act, and sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Society in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

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

AUDIT

64. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 and 23A of the Companies Act 1967, Sections 13 to 18 of the Companies Act 1976 and Sections 7 and 12 of the Companies Act 1981.

NOTICES

65. A notice may be given by the Society to any member either personally or by sending it by post to him or to 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 Society for the giving of notice 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 in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

66. 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 Society an address within the United Kingdom for the giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

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

No other person shall be entitled to receive notices of General Meetings.

RULES OR BYE LAWS

67. (a) The various classes of membership shall be as from time to time prescribed by the Rules or Bye Laws of the Society and such Rules or Bye Laws shall specify the terms on which persons are eligible for membership of the Society and the entrance fees (if any) and subscriptions payable and the conditions under which a member may resign his membership or have his membership terminated and every person admitted to membership of the Society shall sign a form whereby he agrees to be bound by and to observe the provisions of these presents and the said Rules or Bye Laws.

(b) The Directors shall make such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Bye Laws regulate:-

(i) The admission and classification of members of the Society, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.

(ii) The conduct of members of the Society in relation to one another, and to the Society's servants.

(iii) The setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at general meetings and meetings of the directors and Committees of the Society in so far as such procedure is not regulated by these presents.

(v) And, generally, all such matters as are commonly the subject matter of Society rules.

The Society in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Society all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Society. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Society.

Names, addresses and descriptions of Subscribers

ROBERT FRANCIS NEWMAN THOMAS,
35, QUEENS DRIVE, THAMES DITTON, SURREY KT7 0TJ
SOLICITOR.

GALE VICTORIA ANNE NEWLANDS,
2, CHESTNUT COTTAGES, OLD COMMON ROAD, COBHAM, SURREY KT11 1BN.
HOUSEWIFE

Dated 4/4/83

Witness to the above Signatures:-

Alex Thomas
35 Queens Drive
Thames Ditton KT10TJ
Company director

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

Pursuant to section 25 (4)(a) of the Companies Act 1981

Please do not write in this binding margin

Please complete legibly, preferably in black type, or in block lettering.

Note
This declaration should accompany the application for the registration of the company.

Insert full name of company

Please indicate whether you are a Solicitor of the Supreme Court (or, in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

For official use

Company number 1747301/Cy.

Name of Company

RIVER THAMES SOCIETY

I, JOHN ERIC HANDCOCK

of 4 Park Street Windsor Berkshire

being a Solicitor engaged in the formation of River Thames Society,

of the Supreme Court and senior partner in the Firm of Lovegrove & Durrant
4 Park Street Windsor Berkshire

do solemnly and sincerely declare that the company is a company to which section 25 of the Companies Act 1981 applies.
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 7 Park St. Windsor Berks

the 15th day of April

One thousand nine hundred and Eighty three

before me V.T. Pluck

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or~~ Solicitor having the powers conferred on a Commissioner for Oaths.

Signature of Declarant

Presentor's name, address and reference (if any):

17768/001

For official use

New companies section

Post room

Form No 1

THE COMPANIES ACTS 1948 TO 1980

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold black lettering

Company number 1747301

Name of Company

RIVER THAMES SOCIETY

~~Limited~~*

* delete if inappropriate

The intended situation of the registered office of the company on incorporation is as stated below

4, PARK STREET,
WINDSOR, SL4 1JF

If the memorandum is delivered by an agent for the subscribers of the memorandum, please mark 'X' in the box opposite and insert the agent's name and address below

JORDAN & SONS LTD.
[illegible] ROAD
[illegible]

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

Presentor's reference (if any):

14768/004

For official use

General section | Post room

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The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this bindi argi

Important
The particular to be given ar those referred in section 21(2)(a) of the Companies A 1976 and sect 200(2) of the Companies A 1948. Please read the note on page 4 bef completing th part of the for

Name (note 2) JOHN ORMISTON	Business occupation Wire Manufacturer
Former name(s) (note 3) -	Nationality BRITISH
Address (note 4) 128 RICHMOND HILL RICHMOND, SURREY	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5) P. ORMISTON & SONS LTD SUPER FINE WIRES LTD P. ORMISTON (Engineers) LTD	
I hereby consent to act as director of the company named on page 1 Signature [signature]	Date 25.4-83

Name (note 2) COLIN WILLIAM TASSIE	Business occupation RETIRED
Former name(s) (note 3)	Nationality BRITISH
Address (note 4) 30 MADRID RD BARNES LONDON SW13 9PG	Date of birth (where applicable) (note 6) 31. 3. 14
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1 Signature [signature]	Date 25 4. 83 25. 1. 82

Name (note 2) RICHARD THOMAS ELVEN	Business occupation Retired Medical Practitioner
Former name(s) (note 3)	Nationality ENGLISH.
Address (note 4) 25 THAMES SIDE STAINES TW18 2HA	Date of birth (where applicable) (note 6) 8-9-08.
Particulars of other directorships (note 5) None	
I hereby consent to act as director of the company named on page 1 Signature [signature]	Date 25/4/83.

secretary and intended situation of registered office

Continuation sheet No. 1 to Form No. 1

Company number

Please complete legibly, preferably in black type, or bold block lettering

Name of Company RIVER THAMES SOCIETY

* delete if inappropriate

RIVER THAMES SOCIETY

~~Limited~~

Particulars of other directors (continued)

Name (note 2) PARTON

Former name(s) (note 3) JOHN WATSON

Address (note 4) 2 RUSKIN AVENUE KEW-RICHMOND SURREY TW9 4DJ

Business occupation ENVIRONMENTAL HEALTH OFFICER

Nationality ENGLISH

Date of birth (where applicable) (note 6) 19-6-24

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

Signature John Watson

Date 25/4/82

Particulars of other directorships

† delete if inappropriate

MEMBER LAW STATIONERS ASSOCIATION

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Binding margin

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 2
to Form No. 1

Company number

Please complete legibly, preferably in black type, or bold block lettering

Name of Company

RIVER THAMES SOCIETY

~~Limited~~*

* delete if inappropriate

Particulars of other directors (continued)

Name (note 2)
ROBERT FRANCIS NEWMAN THOYTS.

Business occupation
SOLICITOR.
RETIRED CIVIL SERVANT.

Former name(s) (note 3) ———.

Nationality
BRITISH.

Address (note 4)
37 QUEENS DRIVE,
THAMES DITTON
SURREY. KT7 0TJ.

Date of birth (where applicable) (note 6)
13/3/13.

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

Signature

Date 11 February 1987

Particulars of other directorships

† delete if inappropriate

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THE COMPANIES ACTS 1948 TO 1980

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 3 to Form No. 1

Company number

Please complete legibly, preferably in black type, or bold block lettering

Name of Company

RIVER THAMES SOCIETY

~~Limited~~*

* delete if inappropriate

Particulars of other directors (continued)

Name (note 2) KEITH ELLIOTT

Business occupation EDITOR

Former name(s) (note 3) —

Nationality BRITISH

Address (note 4) 80 COMPAYNE GARDENS, WEST HAMPSTEAD, LONDON, NW6

Date of birth (where applicable) (note 6)

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

Signature

Date 15 April 1983

Particulars of other directorships

† delete if inappropriate

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binding margin

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 4
to Form No. 1

Company number

Please complete legibly, preferably in black type, or bold block lettering

Name of Company

RIVER THAMES SOCIETY ~~Limited~~*

* delete if inappropriate

Particulars of other directors (continued)

Name (note 2) MARTIN GRANT BAILEY

Former name(s) (note 3)

Address (note 4) ANDOOR, HEDSOR ROAD, BOURNE END, BUCKINGHAMSHIRE

Business occupation PENSIONS OFFICER

Nationality BRITISH

Date of birth (where applicable) (note 6)

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

Signature M G Bailey

Date 15/9/83

Particulars of other directorships

TAYLOR WOODROW SERVICES LIMITED

E & D TAYLOR (INSURANCE BROKERS) LIMITED.

† delete if inappropriate

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continued overleaf †

Companies House

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 5
to Form No. 1

Company number

Please complete legibly, preferably in black type, or bold block lettering

Name of Company

RIVER THAMES SOCIETY.

~~Limited~~*

* delete if inappropriate

Particulars of other directors (continued)

Name (note 2) ROGER DRURY BROWNE

Business occupation: Manager/Engineer

Former name(s) (note 3)

Nationality: BRITISH

Address (note 4) 1, MARLOW HILL, MILL ROAD, MARLOW, BUCKS SL7

Date of birth (where applicable) (note 6) 30.3.34

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

Signature

Date 25 April 1983

Particulars of other directorships

Director of ~~Taylorwood~~ Taylorwood Engineering Ltd.
345, Bishop Road
Southall
Middlesex.

† delete if inappropriate

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continued overleaf †

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 6
to Form No 1

Company number

Please complete legibly, preferably in black type, or bold block lettering

Name of Company

* delete if inappropriate

RIVER THAMES SOCIETY.

Particulars of other directors (continued)

Name (note 2)
RICHARD DESBOROUGH BURNELL

Business occupation
JOURNALIST

Former name(s) (note 3)

Nationality
BRITISH

Address (note 4)
ALDERS FARM HOUSE
NORTH MORETON
DIDCOT OX 11 9AZ

Date of birth (where applicable) (note 5)

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

Signature R D Burnell

Date 10. 12. 82

Particulars of other directorships

NONE

† delete if inappropriate

secretary and intended situation
of registered office

Continuation sheet No. 7
to Form No. 1

Company number

Please complete legibly, preferably in black type, or bold block lettering

Name of Company

RIVER THAMES SOCIETY.

~~Limited~~

* delete if inappropriate

Particulars of other directors (continued)

Name (note 2)
JOHN LAWRENCE CAMPBELL-SAVOURS.

Former name(s) (note 3)

Address (note 4)
12, BURNSALL ST.
CHELSEA LONDON S.W.3.

Business occupation
LLOYDS SURVEYOR.

Nationality
BRITISH.

Date of birth (where applicable) (note 6)

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

Signature

Date 15.8.83.

Particulars of other directorships

NONE.

† delete if inappropriate

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Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 8 to Form No. 1

Company number

Please complete legibly, preferably in black type, or bold block lettering

* delete if inappropriate

Name of Company

RIVER THAMES SOCIETY.

Particulars of other directors (continued)

Name (note 2)
WILLIAM WEBSTER GARDAM

Business occupation
RETIRED

Former name(s) (note 3)

Nationality
BRITISH

Address (note 4)
THE BARN, THAMES SIDE,
LALEHAM-ON-THAMES.
TW18 1UQ

Date of birth (where applicable) (note 6)

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

Signature W Gardam

Date 15th April 1983

Particulars of other directorships

† delete if inappropriate

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 9
to Form No. 1

Company number

Please complete legibly, preferably in black type, or bold block lettering

Name of Company

RIVER THAMES SOCIETY

~~Limited*~~

* delete if inappropriate

Particulars of other directors (continued)

Name (note 2) GEORGE ARTHUR MacFARLANE	Business occupation Waterman & Lighterman
Former name(s) (note 3)	Nationality British
Address (note 4) 281 Westrow Drive, BARKING, Essex IG11 9BU	Date of birth (where applicable) (note 6) 8.4.1927.

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

Signature G A MacFarlane Date 15-4-83

Particulars of other directorships

† delete if inappropriate

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Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 10
to Form No. 1

Company number

Please complete legibly, preferably in black type, or bold block lettering

Name of Company

* delete if inappropriate

The River Thames Society

Particulars of other directors (continued)

Name (note 2)
Nunn

Business occupation
Product Support World of Airlines

Former name(s) (note 3)
Sydney John

Nationality
British

Address (note 4)
61 Kenley Road
East Twickenham
Middlesex TW1 1JT

Date of birth (where applicable) (note 6)
3-6-20

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

Signature Sydney J Nunn.

Date 15-8-83.

Particulars of other directorships

† delete if inappropriate

secretary and intended situation of registered office

Continuation sheet No. 1 to Form No. 1

Company number

Please complete legibly, preferably in black type, or bold block lettering

Name of Company

RIVER THAMES SOCIETY

~~Limited~~*

* delete if inappropriate

Particulars of other directors (continued)

Name (note 2) DAVID YARROW WRIGHT

Business occupation CIVIL SERVANT.

Former name(s) (note 3)

Nationality BRITISH.

Address (note 4) ~~WASHPOOL ROAD~~ 43, HANYGATE LANE, SHEPPERTON, Middlesex ~~DUNSGIRN-ON-THAMES, MIDDLESEX~~

Date of birth (where applicable) (note 6)

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

Signature

Date 15 April 1983

Particulars of other directorships

† delete if inappropriate

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Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 12 to Form No. 1

Company number

Please complete legibly, preferably in black type, or bold block lettering

Name of Company

RIVER THAMES SOCIETY.

~~Limited*~~

* delete if inappropriate

Particulars of other directors (continued)

Name (note 2) UDALL

Business occupation: Retired.

Former name(s) (note 3) Grace

Nationality: British

Address (note 4) 76, Park Drive, Gunnersbury Park. Acton. W3 8NB

Date of birth (where applicable) (note 6)

Particulars of other directorships (note 5)

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

Signature Grace Udall.

Date 25 April 1983.

† delete if inappropriate

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continued overleaf

If the first secretary, or joint secretaries, of the company are as follows:

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (notes 2 & 7)	GALE VICTORIA ANNE NEWLANDS (Mrs.)
Former name(s) (note 3)	
Address (notes 4 & 7)	2, CHESTNUT COTTAGES, OLD COMMON ROAD, COBHAM, SURREY, KT11 1BU
I hereby consent to act as secretary of the company named on page 1	
Signature	Gale Newlands. Date 25 April 1983

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by section 21(3) of the Companies Act 1976

† delete as appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature [illegible] [Subscriber] ~~[Agent]~~† Date 25th April 1983

Signature Gale Newlands. [Subscriber] ~~[Agent]~~† Date 15th April 1983

FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1747301

I hereby certify that

RIVER THAMES SOCIETY

is this day incorporated under the Companies Acts 1948 to 1981 as a private company and that the Company is limited.

Given under my hand at the Companies Registration Office, Cardiff the

22ND AUGUST 1983

MRS. E. J. JONES

an authorised officer

C.173