



COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use For official use

2277427

Name of company

*Insert full name of
company

DEVON GARDENS TRUST

I, ROGER GASH

of COUNTY HALL

EXETER

†Delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of
the above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at EXETER
in the County of DEVON

Declarant to sign below

the Fifth day of July

One thousand nine hundred and eighty eight

before me

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

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

W.A. BURKINSHAW,
COUNTY SOLICITOR
DEVON COUNTY COUNCIL
COUNTY HALL
EXETER

For official use
New Companies Section

Post room

G

COMPANIES FORM NO. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

For official use
[] [] [] []
[] [] [] []

Company number

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

Note

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

*Insert full name of company

†Delete as appropriate

Name of company

* DEVON GARDENS TRUST

I, DOREEN PENROSE (MISS)

of COUNTY SOLICITORS' OFFICE, DEVON COUNTY COUNCIL
COUNTY HALL, EXETER DEVON. EX2 4GD

a [Solicitor engaged in the formation of the above-named company] [person named as director or secretary of the above company in the statement delivered under section 10 of the above Act]†
solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of Statutory Declarations Act 1835.

Declared at EXETER, DEVON

the TWENTY-SIX day of MAY.

One thousand nine hundred and EIGHTY-EIGHT

before me

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

Declarant to sign below

Doreen Penrose

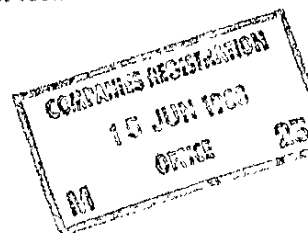
Presenter's name, address and reference (if any):

W. A. BURKINSHAW
COUNTY SOLICITOR
DEVON COUNTY COUNCIL
COUNTY HALL
EXETER
DEVON EX2 4GD.

(REF: DP/6/345)

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New Companies Section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

Companies G30(5)(a)

G

COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

* insert full name
of company

Name of company

* DEVON GARDENS TRUST

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

AMENITIES & COUNTRYSIDE DIVISION	
DEVON COUNTY COUNCIL	
COUNTY HALL	
EXETER	Postcode EX2 4QQ

4QQ

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

X

WILLIAM ALEXANDER BURKINSHAW	
(COUNTY SOLICITOR)	
DEVON COUNTY COUNCIL	
COUNTY HALL EXETER	Postcode EX2 4QD

4QD

Number of continuation sheets attached (see note 1)

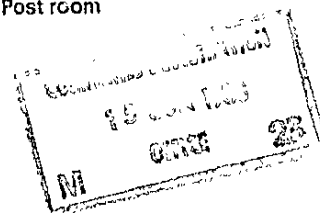
NONE

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

WILLIAM ALEXANDER
BURKINSHAW
(COUNTY SOLICITOR)
DEVON COUNTY COUNCIL
COUNTY HALL
EXETER

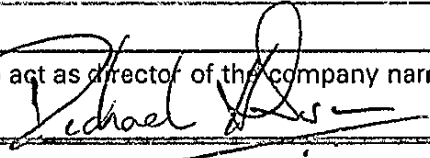
For official Use
General Section

Post room




The name(s) and particulars of the person who is, or the persons who are, to be the first director of directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3)				Business occupation	
MICHAEL HICKSON					
Previous name(s) (note 3) N/A				Nationality	
Address (note 4)				BRITISH	
BOLHAM ORCHARD				Date of birth (where applicable)	
TIVERTON DEVON		Postcode	EX16 7RH	(note 6) N/A	
Other directorships †					
FORTESCUE GARDEN TRUST					
ROSEMOOR GARDEN TRUST					
I consent to act as director of the company named on page 1					
Signature 				Date 25 th MAY 1988	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

Name (note 3)				Business occupation	
FRANK GERALD SKINNER					
Previous name(s) (note 3) N/A				Nationality	
Address (note 4)				BRITISH	
VILLA MARINA HAMPTON AVENUE BABBACOMBE				Date of birth (where applicable)	
TORQUAY DEVON		Postcode	TQ1 3LA	(note 6) N/A	
Other directorships †					
DEVON HISTORIC BUILDINGS TRUST					
I consent to act as director of the company named on page 1					
Signature 				Date 25 th MAY 1988	

Name (note 3)				Business occupation	
Previous name(s) (note 3)				Nationality	
Address (note 4)				Date of birth (where applicable)	
		Postcode		(note 6)	
Other directorships †					
I consent to act as director of the company named on page 1					
Signature				Date	

THE COMPANIES ACT, 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
DEVON GARDENS TRUST

GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act, 1985
These Presents	These Articles of Association and the regulations of Devon Gardens Trust from time to time in force.
The Trust	The above named Devon Gardens Trust.
The Council	The Council of Management for the time being of the Trust.
The Office	The registered office of the Trust.
Seal	The Common Seal of the Trust.
Month	Calendar Month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust, shall, if not inconsistent with the subject or context, bear the same meanings in these Presents.

2. The number of members with which the Trust proposes to be registered is One thousand but the Council may from time to time register an increase of members.
3. The provisions of Sections 191(7), 352 and 353 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Trust is established for the objects declared in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and other such persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust.

MEMBERS

6. The following persons and none others shall be members of the Trust:
 - (A) Such persons as subscribe to the Memorandum and Articles of Association before the registration thereof.
 - (B) Such other persons or corporations as may desire to be admitted to membership and who may be elected by the Council to be members of the Trust.

In these presents the expression "Corporation" shall be deemed to include any body corporate, any county, local or other public authority and any unincorporated association whom the Council may elect to membership.

7. Any election of a person to be a member of the Trust under the provisions of Article 6 Sub-Article (B) shall conform to the following regulations and conditions:-
 - (1) Any person wishing to join the Trust must sign and deliver to the Trust an application for admission to membership framed in such terms as the Council shall require.
 - (2) Fourteen days' notice shall be given to the members of the Council of the meeting at which it is intended to consider applications for membership, stating the object of the meeting and the name and address of every applicant for membership.

In the event of such person being elected in accordance with the above regulations he shall be entered as a member of the Trust on the Register.

8. Any member may terminate his membership of the Trust by notice in writing served on the Trust and thereupon he shall be deemed to have resigned and his name shall be removed from the Register of members.
9. If any member shall fail in the observance of these Articles or of any regulations of the Council made under any powers vested in them or for other sufficient reason the Council may convene an Extraordinary General Meeting of the Trust for the purpose of considering an extraordinary resolution for the expulsion of such member and on such extraordinary resolution being passed the name of such member shall be removed from the Register of members, and he shall thereupon cease to be a member.

- B. To preserve enhance and re-create for the education and enjoyment of the public whatever garden land may exist or have existed in and around the County of Devon.

5. Powers

In furtherance of the principal objects but not otherwise the Trust shall have power:-

- (i) To promote and carry out research into subjects connected with the objects of the Trust (including surveys and catalogues of garden land) and disseminate the results thereof;
- (ii) To promote the understanding of the development of garden land by means of written, printed and audio visual material for school teachers, educational organisations and institutions societies and associations and the public at large;
- (iii) To promote educational visits to garden land as part of a structured school curriculum and adult education;
- (iv) To promote courses on the history and design of garden land;
- (v) To establish a reference library and archive material;
- (vi) To promote the use of school grounds and gardens as an educational resource;
- (vii) To encourage interest in garden land by means of school grounds improvement schemes and awards;
- (viii) To promote the exchange of information with students and relevant authorities and bodies in other countries;
- (ix) To encourage, where appropriate, physical participation in the protection, conservation and re-creation of garden land to develop practical skills;
- (x) To promote cooperation and understanding between owners, local authorities, government departments, educational organisations and institutions, societies, organisations and charities having relevant educational aims and objects;
- (xi) To cooperate with and assist in the restoration, re-creation, maintenance or management of garden land by making available advice and information and technical and financial assistance (whether by grant, guarantee, loan or otherwise) for charitable purposes connected with the objects of the Trust and calculated to further them;
- (xii) To raise funds and to invite and receive contributions from any person by way of subscription, donation and otherwise provided that the Trust shall not undertake any permanent trading activities in raising funds for its charitable objects;

- (xiii) To purchase, take on lease, or exchange, hire or otherwise acquire, any real or personal property and any rights or privileges which the Trust may think necessary for the promotion of its objects and to construct, re-create, repair, maintain, manage, plant, extend and alter garden land necessary for the promotion of the objects of the Trust;
- (xiv) To employ and remunerate staff, to employ and remunerate agents and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- (xv) Subject to such consents that are necessary, to sell, let, manage, develop, exchange, lease, mortgage, dispose of or turn to account, all or any of the property or assets of the Trust which shall be deemed to be necessary for the furtherance of the objects of the Trust;
- (xvi) To borrow or raise money for the objects of the Trust on such terms and on such security as shall be deemed to be necessary;
- (xvii) To invest the monies of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
- (xviii) To undertake and execute any charitable trusts and commissions which may lawfully be undertaken by the Trust and which further the objects of the Trust;
- (xix) To do all such other things as are necessary for the attainment of the objects of the Trust.

Provided that:-

- (a) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The Trust's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (c) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust 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 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 have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Trust were not incorporated.

(d) The Trust shall have regard at all times to the need to secure, improve or control public access to all buildings and land preserved by the Trust but not necessarily to the interior of such buildings of which only the exterior is of particular beauty or historical, architectural or constructional interest.

6. The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust 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 Trust.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Trust or to any member of the Trust in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 10 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Council of Management of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council, 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 Trust; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payments.

7. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall make the Trust a company to which Section 30 of the Companies Act 1985 does not apply.
8. The liability of the members is limited.
9. Every member of the Trust undertakes to contribute to the assets of the Trust, 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 Trust 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 £1.00.
10. If upon the winding up or dissolution of the Trust 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 Trust but shall be given or transferred to some other charitable institution or institutions having objects which are similar to the objects of the Trust and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Trust 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.

11. True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of property and goods by the Trust and of the property, credits and liabilities of the Trust, 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 Trust for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Trust 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.

NAMES AND ADDRESSES OF SUBSCRIBERS

Michael Hickson

MICHAEL HICKSON
Bolham Orchard
Tiverton
Devon
EX16 7RH

Frank Gerald Skinner

FRANK GERALD SKINNER
Villa Marina
Hampton Avenue
Babbacombe
Torquay
Devon
TQ1 3LA

DATED this *thirty first* day of May 1988

WITNESS to the above Signature of Michael Hickson

Alta H. Newell
Milchhead Cottage, Milcombe, Devon, EX15 3EP

WITNESS to the above Signature of Frank Gerald Skinner

Newell 6.6.88.

County Hall, Tipton Road,

Secretary

MEMORANDUM OF ASSOCIATION

OF

DEVON GARDENS TRUST

1. The name of the Company (hereinafter called "the Trust") is Devon Gardens Trust.
2. The Registered Office of the Trust will be situate in England.
3. Definitions

"Garden land" means garden, park land and designed landscape of high educational value, related enclosures, boundaries and earthworks, park and garden buildings, other structures and erections and associated plant, machinery and systems, sculpture, garden and park furniture, ornamental woodland planting, gates, ironwork, drives, paths and roadways, lakes, water courses and meadows and includes land associated by view, management or otherwise with garden land.

"Educational value" in relation to garden land means land which has interest.

- (a) as a work of art;
- (b) for its historic associations;
- (c) for its horticultural arboricultural or silvicultural qualities or potential;
- (d) for its architecture;
- (e) for its scenic value;
- (f) for its nature conservation quality or potential.

"Owner" means the freehold owner of garden land and includes trustees, lessees and mortgagees and any person holding a material estate or interest therein.

"School" includes any place of education.

Words importing "persons" include corporations and associations of persons.

Masculine words include the feminine and singular words the plural.

4. Objects

The objects for which the Trust is established are as follows:-

- A. To promote the education of the public on matters connected with the arts and sciences of garden land.

COMPANY NUMBER

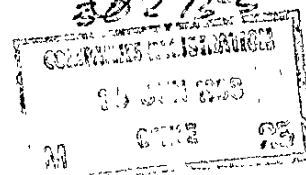
THE COMPANIES ACT, 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
DEVON GARDENS TRUST

(Incorporated the day of 1988)

W.A. BURKINSHAW
County Solicitor
Devon County Council
County Hall
Exeter



17. The Chairman (if any) of the Council, or in his absence the Vice-Chairman (if any) shall preside as Chairman at every General Meeting of the Trust. If there be no such Chairman, or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of the members of the Council present to be Chairman, or if no member of the Council be present and willing to take the Chair, the members present shall choose one of their number to be Chairman.
18. 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 twenty-one 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.
19. 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least five members present in person or by proxy, or by a member or members present in person or by proxy and representing one-fifth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or 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 Trust, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
20. Subject to the provisions of the next succeeding Article, 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.
21. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.

VOTES OF MEMBERS

24. Every member shall have one vote.
25. (a) Save as herein expressly provided, no person other than a member duly registered shall be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another member at any General Meeting.

GENERAL MEETINGS

10. A general meeting of the Trust shall be held in every calendar year as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Council shall appoint provided that so long as the Trust shall hold 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.
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Council may, when they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or, in default may be convened by such requisitionists, as provided by Section 368 of the Act.
13. Subject to the provisions of Section 378(2) and (3) of the Act relating to Special Resolutions, and to the provisions of Section 369 of the Act relating to Annual General Meetings, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given to the members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Trust in General Meeting; but with the consent of all the members entitled to receive notices thereof or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members think fit. The accidental omission to give notice to any member, or the non-receipt by any member of such notice, shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Council and Auditors, to elect members of the Council in place of those retiring and also additional members of the Council, and to elect Auditors and fix their remuneration. All other business transacted at an Annual General Meeting shall be deemed special.
15. No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than twelve members personally present or one-tenth of the membership whichever the greater.
16. If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present within half an hour from the time appointed for the meeting, the member or members present shall be deemed to be a quorum and may do all business which a full quorum might have done.

COUNCIL OF MANAGEMENT

31. The affairs of the Trust shall be managed by the Council of Management. The number of the members of the Council shall not be less than seven nor more than twenty.

32. The members of the Council shall be:

(A) The Subscribers to the Memorandum of Association and

(B) Such other persons (being members of the Trust) as shall from time to time be elected thereto by the Council or by the members of the Trust in General Meeting.

Provided that no person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by clause 6 of the Memorandum of Association) shall be eligible for membership of the Council.

PROCEEDINGS OF THE COUNCIL OF MANAGEMENT

33. 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 five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

34. A member of the Council may, and 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 of the Council. A member of the Council who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of meeting.

35. The Council shall from time to time elect a Chairman who shall be entitled to 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 the meeting and willing to preside, the members of the Council shall choose one of their numbers to be Chairman of the meeting.

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

37. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so framed shall in the execution of the powers so delegated 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. All acts and proceedings of any such committee or committees shall be reported back as soon as possible to the Council.

- (2) To purchase or otherwise acquire for the Trust any property, rights or privileges which the Trust is authorised to acquire at such price and generally on such terms and conditions as they may think fit.
- (3) To raise or borrow money for the purposes of the Trust from any person, corporation or other body and may with the approval of the Charity Commissioners for England and Wales secure the repayment of the same together with any interest and premium thereon, by Mortgage or charge upon the whole or any part of the assets and property of the Trust, present or future, and to issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Trust or not so charged, and in connection therewith to take out and keep on foot sinking fund or redemption policies.
- (4) At their discretion to pay for any property or rights acquired by or services rendered to the Trust either wholly or partially in cash or in bonds, debentures, or other securities of the Trust.
- (5) With the approval aforesaid to secure the fulfilment of any contracts or engagements entered into by the Trust by Mortgage or charge of all or any of the property and rights of the Trust or in such manner as they may think fit.
- (6) To appoint and at their discretion remove or suspend such office and other staff for permanent, temporary or special services as they may from time to time think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.
- (7) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Trust or its officers or otherwise concerning the affairs of the Trust and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Trust.
- (8) To refer any claims or demands by or against the Trust to arbitration and observe and perform the awards.
- (9) To make and give receipts, releases and other discharges for money payable to the Trust and for the claims and demands of the Trust.
- (10) To determine who shall be entitled to sign on the Trust's behalf, bills, notes, receipts, acceptances, indorsements, cheques, releases, contracts and other documents.
- (11) From time to time to make all such regulations and bye-laws as they think proper with regard to the affairs and concerns of the Trust, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions herein contained, and provided that no bye-laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 378 of the Act.

38. All acts bona fide done by any meeting of the Council or of any committee of the Council, 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 person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
39. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes 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 sufficient evidence without any further proof of the facts therein stated.
40. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

POWERS OF THE COUNCIL

41. The management of the business and the control of the Trust shall be vested in the Council, who, in addition to the powers and authorities conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Trust and are not hereby or by the Act expressly directed or required to be exercised or done by the Trust in General Meeting. At meetings of the Council, each member of the Council shall have one vote only, except that in the case of equality of votes the Chairman shall, in addition have a second or casting vote.
42. The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the members of the Council be reduced in number below the minimum prescribed by these presents, it shall be lawful for the members available to act as the Council for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body or of summoning a General Meeting but for no other purpose.
43. The Council may at any time appoint any person to be a member of the Council either to fill a casual vacancy or as an addition to the existing membership (but not so as to exceed the maximum number of members prescribed by these presents). Any person 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 number of members of the Council who are to retire by rotation at such meeting.
44. Without prejudice to the general powers conferred by Article 41 and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Council shall be entrusted with the following powers, namely:

PARTICULAR POWERS

- (1) To pay the costs, charges and expenses preliminary and incidental to the formation and establishment of the Trust and matters incidental thereto.

- (C) If he be convicted of an offence the commission of which by a member of the Council could bring the Trust into disrepute.
 - (D) If he is requested in writing by a majority of his fellow members of the Council to resign.
 - (E) If he gives to the Council one month's notice in writing to the effect that he resigns his office.
 - (F) If he ceases to be a member by virtue of Section 293 of the Act.
54. A member of the Council who is (insofar as the same may be permitted by clause 6 of the Memorandum of Association of the Trust) in any way, whether directly or indirectly, interested in a contract or proposed contract, arrangement, or dealing with the Trust, shall declare the nature of his interest at a Meeting of the Council, and shall not be counted in the quorum present at any meeting of the Council whereat such contract, arrangement or dealing with the Trust is considered or entered into and may not vote in respect thereof.

SECRETARY

55. The Secretary shall be appointed by the Council on such terms as to length of service, remuneration and generally as the Council may think fit and the Council may remove any Secretary so appointed. The provisions of sections 283(1) - (3) and 284 of the Act shall be observed. The Council may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary or no Secretary available to act or capable of acting.

THE SEAL

56. The seal of the Trust shall not be affixed to any instrument except by the express authority of a resolution of the Council or of a committee of the Council empowered thereto, and in the presence of two members of the Council and of the Secretary or such person other than the Secretary as the Council may appoint for the purpose; and such members of the Council and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Trust is so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

INCOME OF THE TRUST

57. The income of the Trust shall be applied solely towards the promotion of the objects of the Trust as set forth in the Trust's Memorandum of Association as the Council may from time to time think fit (and in particular the Council shall have power to transfer all or any part of such income to trustees to be applied by them for the advancement of the objects of the Trust in such manner as they shall think best) with power to the Council to create a reserve fund or reserve funds to be applicable for any such purposes, and, if the Council shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Council either be employed in the business of the Trust or be invested from time to time in such investment as the Trust may think fit.

ROTATION OF MEMBERS OF THE COUNCIL

45. At the first Annual General Meeting of the Trust all the members of the Council shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Council 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.
46. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
47. A retiring member of the Council shall be eligible for re-election.
48. The Trust may, at the meeting at which a member of the Council retires in manner aforesaid, fill the vacancy by electing a person thereto, and in default the retiring member 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 vacancy or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
49. No person other than a member of the Council retiring at the meeting shall, unless recommended by the Council, be eligible for election to membership of the Council at any general meeting unless, not less than one nor more than thirty days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
50. The Trust may from time to time by ordinary resolution increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office.
51. The Trust may by ordinary resolution of which special notice has been given in accordance with section 378 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Trust and such member.
52. The Trust may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 43 the Trust in General Meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member in whose place he is appointed was last elected as a member.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

53. The office of a member of the Council shall be vacated:
 - (A) If he becomes bankrupt or insolvent or compounds with his creditors.
 - (B) If he becomes of unsound mind.

64. Any notice if served by post shall be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post office or into any post box subject to the control of the Postmaster General.

DISSOLUTION

65. Clause 10 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

ACCOUNTS

58. The Council shall cause accounting records to be kept in accordance with Section 221 - 223 of the Act.
59. The books of account shall be kept at the office or, subject to Section 222(1) and (2) of the Act, at such other place or places as the Council may determine, and shall always be open to the inspection of the Council. The Council may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Trust or any of them shall be open to the inspection of the members not being members of the Council, and the members shall have only such rights of inspection as are given to them by the Act or by such Resolution as aforesaid.
60. At the Annual General Meeting in every year the Council shall lay before the Trust an income and expenditure account for the period since the preceding account, or in the case of the first account since the incorporation of the Trust, made up to date not more than six months before such meeting. A balance sheet as at the date to which income and expenditure account is made up, shall be made out and laid before the Trust at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting, together with a copy of the Auditor's report, shall, twenty-one clear days previously to such meeting, be sent to the Auditor and every member entitled to receive notices of General Meeting in the manner to which notices are hereinafter directed to be served.

AUDIT

61. Auditors shall be appointed and their duties regulated in the manner provided by Sections 236, 237, 241, 262, 384 - 392 and 713 of the Act, or any statutory modification thereof for the time being in force, and for this purpose the said sections shall have effect as if "member of the Council" and "the Council" were substituted for "Director" and "the Directors" respectively.

NOTICES

62. A notice may be served by the Trust upon any member either personally or by sending it through the post addressed to such member at his registered address.
63. No member shall be entitled to have a notice served on him at any address not within the United Kingdom, and any member whose registered address is not within the United Kingdom may by notice in writing require the Trust to register an address within the United Kingdom which, for the purpose of the serving of notices, shall be deemed to be his registered address. Any member not having a registered address within the United Kingdom, and not having given notice as aforesaid, shall be deemed to have received in due course any notice which shall have been displayed in the office and shall remain there for the space of forty-eight hours, and such notice shall be deemed to have been received by such member at the expiration of twenty-four hours from the time when it shall have been so first displayed.

NAMES AND ADDRESSES OF SUBSCRIBERS

Michael Hickson

MICHAEL HICKSON
Bolham Orchard
Tiverton
Devon
EX16 7RH

Frank Gerald Skinner

FRANK GERALD SKINNER
Villa Marina
Hampton Avenue
Babbacombe
Torquay
Devon
TQ1 3LA

DATED this *thirtieth* day of May 1988

WITNESS to the above Signature of Michael Hickson

John H. Newlin
Hillhead Cottage, Tiffen Lane, Devon, EX15 3EP

WITNESS to the above Signature of Frank Gerald Skinner

1. 2. 3. 4. 5. 6. 7. 8. 9. 10.
County North, Tipton Road
more long

FILE COPY



CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 2277427

I hereby certify that

DEVON GARDENS TRUST

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 15 JULY 1988

an authorised officer