

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5086642

The Registrar of Companies for England and Wales hereby certifies that  
**CHESTERFIELD LAWN TENNIS CLUB LIMITED**

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

Given at Companies House, Cardiff, the 29th March 2004



\*N05086642I\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House  
— for the record —

(NCPack)

12

Please complete in typescript,  
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

CHESTERFIELD LAWN TENNIS CLUB  
LIMITED

I,

THOMAS ALAN ROBERTS

of

12 TENNYSON AVENUE, CHESTERFIELD

† Please 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 of the Companies Act 1985 and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

T.A. Roberts

Declared at

42 Sheffield Road Chesterfield

Day Month Year

On

26 03 2004

• Please print name.

before me •

DAVID ANDREW WOODHEAD  
F.I.L.E.X. CHESTERFIELD

Signed

NAW

Date

26/3/2004

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

TOM ROBERTS, JOHN A ROBERTS & Co, 42  
SHEFFIELD ROAD, CHESTERFIELD, S41 7LL  
Tel 01246 276671  
DX number DX exchange



A02  
COMPANIES HOUSE

0727  
27/03/04

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

10

Please complete in typescript,  
or in bold black capitals.

CHFP000

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

CHESTERFIELD LAWN TENNIS CLUB  
LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

42 SHEFFIELD ROAD

Post town

CHESTERFIELD

County / Region

DERBYSHIRE

Postcode

S41 7LL

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

11

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record.

TOM ROBERTS, JOHN A ROBERTS & 6  
42 SHEFFIELD ROAD, CHESTERFIELD  
S41 7LL Tel 01246 276671  
DX number DX exchange



A02  
COMPANIES HOUSE

0728  
27/03/04

Form April 2002

When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

# Company Secretary (see notes 1-5)

Company name

CHESTERFIELD LAWN TENNIS CLUB LIMITED

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

JACQUELINE ANGELA

Surname

TORKINGTON

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

4 CLIFFORD CLOSE

BRAMPTON

Post town

CHESTERFIELD

County / Region

DERBYSHIRE

Postcode

S40 3PP

Country

U.K.

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

Consent

J.T.

Date

25/3/04.

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

CHRISTOPHER

Surname

COOPER

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

THE BLUE BELL

CAVENDISH STREET

Post town

CHESTERFIELD

County / Region

DERBYSHIRE

Postcode

S40 1UK

Country

U.K.

Day Month Year

Date of birth

11 05 1963

Nationality

BRITISH

Business occupation

INN MANAGER

Other directorships

NONE

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

Consent signature



Date

26/5/04

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>			<b>*Honours etc</b>		
<b>Forename(s)</b>		JACQUELINE CLAIRE				
<b>Surname</b>		GARDNER				
<b>Previous forename(s)</b>						
<b>Previous surname(s)</b>						
<b>† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.</b>	<b>Address †</b>	6 GLADSTONE ROAD				
	<b>Post town</b>	CHESTERFIELD				
	<b>County / Region</b>	DERBYSHIRE	<b>Postcode</b>	S40 4TE		
	<b>Country</b>	U.K.				
<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>		
	15	03	1956	BRITISH		
<b>Business occupation</b>	NURSE RGN. RMN. ONC.					
<b>Other directorships</b>	NONE					
I consent to act as director of the company named on page 1						
<b>Consent signature</b>	J Gardner			<b>Date</b>	26/3/04.	

### This section must be signed by

**Either**

an agent on behalf  
of all subscribers

Signed

Date

**Or the subscribers**

Signed

J. T.

Date

25/03/04

(i.e those who signed  
as members on the  
memorandum of  
association).

Signed

Date

26/3/04

Signed

J Gardner

Date

26/3/04.

Signed

J Hutton

Date

23.3.04

Signed

Date

25/3/04.

Signed

Date

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

*Please list directors in alphabetical order*

**NAME**      \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address** <sup>††</sup>

**↑↑ Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.**

Post town

County / Region

Postcode

Country

Day      Month      Year

**Date of birth**

### Nationality

### Business occupation

### Other directorships

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

### Consent signature

Date \_\_\_\_\_

**This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).**

**Signed**

**Signed**

**Signed**

**Signed**

**Signed**

**Signed**

**Signed**

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

**Company Secretary** (see notes 1-5)**Form 10 Continuation Sheet**

CHWP000

Company Name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

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

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date



**Company Secretary** (see notes 1-5)**Form 10 Continuation Sheet**

CHWP000

Company Name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

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

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

**Company Secretary** (see notes 1-5)**Form 10 Continuation Sheet**

CHWP000

Company Name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

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

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

## Company Secretary (see notes 1-5)

\* Voluntary details

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region

Postcode

Country

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

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

AMY LOUISE

MORRELL

53 STORRS ROAD

CHESTERFIELD

DERBYSHIRE

540 3QA

UK

07 11 1979

BRITISH

LAWYER

NONE

Amy Morrell

25-03-04

## Company Secretary (see notes 1-5)

* Voluntary details	NAME	*Style / Title		*Honours etc	
	Forename(s)				
	Surname				
	Previous forename(s)				
	Previous surname(s)				
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	Address †				
	<input type="checkbox"/>				
	Post town				
	County / Region		Postcode		
	Country				
	I consent to act as secretary of the company named on page 1				
Consent signature		Date			

## Directors (see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	NAME	*Style / Title		*Honours etc	
	Forename(s)				
	Surname				
	Previous forename(s)				
	Previous surname(s)				
	Address †				
<input type="checkbox"/>					
Post town					
County / Region		Postcode			
Country					
Day Month Year					
Date of birth	11	07	1951	Nationality	BRITISH
Business occupation	ARCHITECTURAL DESIGN CONSULTANT				
Other directorships	NONE				
I consent to act as director of the company named on page 1					
Consent signature		Date			

**Company Secretary** (see notes 1-5)**Form 10 Continuation Sheet**

CHWP000

Company Name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

Country

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

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

## Company Secretary (see notes 1-5)

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

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Previous surname(s)

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Post town

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Postcode

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

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Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

# Company Secretary (see notes 1-5)

# Form 10 Continuation Sheet

CHWP000

Company Name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

Country

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

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

# Company Secretary (see notes 1-5)

## Form 10 Continuation Sheet

CHWP000

Company Name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

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Consent signature

Date

## Directors (see notes 1-5)

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NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

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Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date



## Company Secretary (see notes 1-5)

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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☐

Post town

County / Region

Postcode

Country

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

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR ,

\*Honours etc

Forename(s)

JOHN LAING

Surname

ROBERTS

Previous forename(s)

Previous surname(s)

Address †

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☐

Post town

County / Region

Postcode

Country

44 GREENBANK DRIVE

ASHGATE

CHESTERFIELD

DERBYSHIRE

S40 4BX

U.K.

Day Month Year

Date of birth

11 09 1940

Nationality

BRITISH

Business occupation

CHARTERED ACCOUNTANT

Other directorships

NONE

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

Consent signature

Date

26-3-04

**MEMORANDUM OF ASSOCIATION OF  
CHESTERFIELD LAWN TENNIS CLUB LIMITED**

1. The name of the company (hereinafter called "the Club") is Chesterfield Lawn Tennis Club Limited.
2. The Company's registered office is to be situated in England.
3. The Company's objects are to promote interest in lawn tennis by providing facilities and arrangements for members and others to play the game and receive coaching and facilities for members to enjoy fellowship, entertainments and social intercourse in a place where suitable refreshments and amenities are available.
4. In furtherance of which objects the club shall have the power:
  - (a) to take over the whole of the real and personal property belonging to and to undertake all the liabilities of the unincorporated association known as "The Chesterfield Lawn Tennis Club" whose clubhouse is situated at Hawksley Avenue, Chesterfield, the purposes of which are the same as those set out above.
  - (b) to invest the monies of the Club not immediately required for its purposes in or upon such investments, securities or property as may be thought fit and
  - (c) to borrow or raise money for the purposes of the Club on such terms and on such security as the Management Committee of the club shall decide;
  - (d) to purchase or otherwise acquire land;
  - (e) to sell, let, dispose of or grant rights over all or any of the property of the Club;
  - (f) to accept donations, grants, devises, bequests, subscriptions and generally to raise money for the purposes of the Club;
  - (g) to do all such other lawful things as are necessary for the attainment of any of the objects aforementioned;
5. The income and property of the Club shall be applied solely towards the promotion of its objects as set forth herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Club.

No members shall receive remuneration or other benefit in money or money's worth from the Club in consideration of their serving as a member of the Management Committee.

Provided that nothing herein shall prevent any payment in good faith by the Club.



- (a) of reasonable and proper remuneration to any member, officer or servant of the Club (not being a member of the Management Committee) for any service or services rendered to the Club;
  - (b) of reasonable and proper interest on money lent by any member of the Club;
  - (c) of reasonable and proper rent for premises devised or let by any member of the Club;
  - (d) to any member of the Club for reimbursement of expenses incurred on the Club's behalf;
  - (e) (i) of fees , remuneration or other benefit in money or money's worth to any member of the Management Committee or firm, Company or other organisation of which such member of the Management Committee is an employee or in which he is otherwise interested in consideration of the supply of services, works or goods at the cost of the Club;
  - (ii) provided that payment under sub-paragraph (e) (i) above may only be made if the payment is approved by the Management Committee and if such member of the Management Committee is absent from all meetings of the Management Committee during the relevant discussions and takes no part in the relevant decisions and provided further that the other members of the Management Committee are satisfied that the transactions in question are advantageous to the Club.
6. If upon the winding up or dissolution of the Club 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 Club but shall be given or transferred to another institution or institutions having objects similar to the objects of the club and which shall prohibit the distribution of its income and property as set out in clause 5 above.
7. The liability of the members is limited.
8. Every member of the Club undertakes to contribute such amount as may be required (not exceeding one pound) to the assets of the Club if it should be wound up while he is a member or within one year after he ceases to be a member for payment of the Company's debts and liabilities 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 contributions among themselves.

We the subscribers to this memorandum of association wish to be formed into a Company pursuant to this memorandum.

Andrew Richard Hiron, 6 Woodstock Close, Hasland,  
Chesterfield, S41 0EU

Witness to the signature

Date

Witness Full Name

Witness Address

*Sharon Lowe*  
.....  
25/3/04  
.....  
SHARRON LOWE  
.....  
15 MOORHAY CLOSE  
.....  
CHESTERFIELD SK1 8XF  
.....

Thomas Alan Roberts, 12 Tennyson Avenue, Chesterfield,  
S40 4SW

Witness to the signature

Date

Witness Full Name

Witness Address

*Sharon Lowe*  
.....  
26-03-04  
.....  
SHARRON LOWE  
.....  
15 MOORHAY CLOSE  
.....  
CHESTERFIELD SK1 8XF  
.....

Shirley Clare Roberts, 12 Tennyson Avenue, Chesterfield,  
S40 4SW

Witness to the signature

Date

Witness Full Name

Witness Address

*S.C. Roberts*  
.....  
*Alan George Pasman*  
.....  
26-03-04  
.....  
ALAN GEORGE PASMAN  
.....  
14 TENNYSON AVE.  
.....  
CHESTERFIELD S40 4SW  
.....

John Laing Roberts, 44 Greenbank Drive, Ashgate,  
Chesterfield, S40 4BX

Witness to the signature

Date

Witness Full Name

Witness Address

*Sharon Lowe*  
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26-03-04  
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SHARRON LOWE  
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15 MOORHAY CLOSE  
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CHESTERFIELD SK1 8XF  
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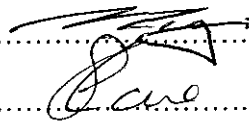
Christopher Cooper, The Bluebell, Cavendish Street,  
Chesterfield, S40 1UY

Witness to the signature

Date

Witness Full Name

Witness Address

  
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26-03-04  
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SHARRON LAWE  
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15 MOORHAY CLOSE  
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CHESTERFIELD S41 8XF  
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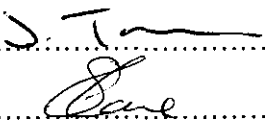
Jacqueline Angela Torkington, 4 Clifford Close, Brampton,  
Chesterfield, S40 3PP

Witness to the signature

Date

Witness Full Name

Witness Address

  
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25/3/04  
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SHARRON LAWE  
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15 MOORHAY CLOSE  
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CHESTERFIELD S41 8XF  
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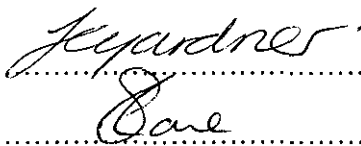
Jacqueline Claire Gardner, 6 Gladstone Road, Chesterfield,  
S40 4TE

Witness to the signature

Date

Witness Full Name

Witness Address

  
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26-03-04  
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SHARRON LAWE  
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15 MOORHAY CLOSE  
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CHESTERFIELD S41 8XF  
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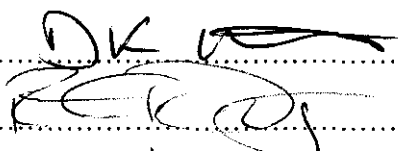
David Keith Lomas, 67 Swaddale Avenue, Chesterfield,  
S41 0SX

Witness to the signature

Date

Witness Full Name

Witness Address

  
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24/3/04  
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RICHARD DIER  
.....  
147 LANGER LANE  
.....  
CHESTERFIELD  
.....

Alan Taylor, Springbank, Unthank, Holmesfield, Derbyshire,  
S18 7WF

Witness to the signature

Date

Witness Full Name

Witness Address

*Alan Taylor*  
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*Christine Lynne*  
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24/2/04  
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CHRISTINE MARY LYNE  
.....  
126 BROOMSPRING LANE  
.....  
SHEFFIELD S10 2FD  
.....

Peter John Oldfield, 4 Woodnook Close, Ashgate,  
Chesterfield, S42 7JB

Witness to the signature

Date

Witness Full Name

Witness Address

*P. Oldfield*  
.....  
*Sharon Lowe*  
.....  
26-03-04  
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SHARRON LOWE  
.....  
15 MOORMAY CLOSE  
.....  
CHESTERFIELD S41 8XF  
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Amy Louise Morrell, 53 Storrs Road, Chesterfield,  
S40 3QA

Witness to the signature

Date

Witness Full Name

Witness Address

*Amy Morrell*  
.....  
*Garvin Harris*  
.....  
25/03/04  
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GARVIN JOHN HARRIS  
.....  
FLAT 41, THE FOUNTAIN,  
.....  
CAMLOUGH WALK, CHESTERFIELD,  
S41 0KS  
.....

Paul John Hatton, 137 Manor Road, Brimington,  
Chesterfield, S43 1NP

Witness to the signature

Date

Witness Full Name

Witness Address

*P. Hatton*  
.....  
*Gillian Harrington*  
.....  
24/03/04  
.....  
GILLIAN PAMELA HARRINGTON  
.....  
BRAMBLE'S HAVEN, HIGH ST.  
.....  
CALVER, HOPE VALLEY S32 3XP  
.....

**THE COMPANIES ACTS 1985 to 1989**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION OF**  
**CHESTERFIELD LAWN TENNIS CLUB LIMITED**

**INTERPRETATION**

1. "The Act" means the Companies Act 1985 as amended.  
  
"The Secretary" means any person appointed to perform the duties of the Secretary of the Club.  
  
"Treasurer" means any person appointed to perform the duties of the Treasurer of the Club.  
  
"Management Committee" means the Directors of the Company acting as the Board of Directors.

**MEMBERS**

2. The subscribers to the Memorandum of Association and such other persons as are admitted in accordance with the articles shall be members of the Club.
3. Every person who wishes to become a member shall apply in writing signed by himself to the Secretary of the Club in such form as the Management Committee require, executed by him. Applications must be accompanied by an appropriate subscription, to be returned if the application is rejected.
4. Upon receipt of any application as aforesaid the Secretary shall place the same as soon as possible before the Management Committee (or a sub-committee appointed by the Management Committee for this purpose) and the Management Committee having accepted or rejected the same, the Secretary shall in the event of a rejection forthwith inform the applicant of the decision. In the event of acceptance the Secretary shall add the applicants name to the list of members kept by the Club whereupon such persons shall become members.
5. Any member may resign by notice in writing to the Secretary who shall forthwith remove such person's name from the list of members kept by the Club.
6. Membership is not transferable and shall cease on death.
7. The Management Committee may in its absolute discretion resolve to expel any member from the Club.

## SUBSCRIPTIONS

8. Each member except honorary members shall pay a subscription to Club. The subscription categories and the amount of such subscriptions shall be fixed and may be varied from time to time by the Management Committee.
9. The Management Committee shall have the power to appoint honorary members to a maximum of two such members at any one time to be appointed from within the existing membership.
10. The subscription year for existing members runs from 1st April to 31st March. Any member wishing to resign from the Club must give written notice of such intention to the Secretary or the Treasurer by 31st March or be liable for his subscription for the ensuing year.
11. Subscriptions from existing members shall be payable on 1st April. Any member failing to pay his subscription by the 30th June shall forfeit membership unless the Management Committee decide otherwise.

## GENERAL MEETINGS

12. The Club 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 so long as the Company holds its first annual general meeting within eighteen months of its incorporation; it need not hold it in the year of incorporation or in the following year.

Not more than fifteen months shall lapse between the date of one annual general meeting and that of the next.

13. All general meetings other than annual general meetings shall be called extraordinary general meetings.
14. The Management Committee may call general meetings and on the requisition of members pursuant to the provisions of the Act being a requisition by members holding not less than one-tenth of the total voting rights of the members having at the date of deposition of the requisition a right to vote at general meetings shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

If the Management Committee do not within twenty one days from the date of the deposit of the requisition proceed duly to convene a meeting the requisitionists or any of them representing more than half of the total voting rights of all of them, may themselves convene a meeting.

## NOTICE OF GENERAL MEETINGS

15. 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 Club other than an annual general meeting or a meeting for the passing of a special resolution shall be called by not less than fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, 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



Club in general meeting, to such persons as are, under the articles of the Club, entitled to receive such notices from the Club: Provided that a meeting of the Club 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;
- (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 of the members present at that meeting.

16. *The accidental omission to give notice 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**

17. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
18. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or [to] such time and place as the members may determine.
19. The Chairman, if any of the Management Committee or in his absence some other Management Committee member nominated by the Management Committee shall preside as Chairman of the meeting, but if neither the Chairman nor any such Management Committee member be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Management Committee members present shall elect one of their number to be Chairman and if there is only one Management Committee member present and willing to act he shall be Chairman.
20. If no Management Committee member is willing to act as Chairman or if no Management Committee member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairman.
21. The Chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
22. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded –
- (a) by the chairman; or
  - (b) by at least two members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

23. Unless a poll is duly demanded a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
24. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
26. 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 neither forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
27. No notice need be given of a poll not taken forthwith if the time and place at which it is taken are announced at the meeting at which it is demanded. In any other case at least seven days' notice shall be given specifying the time and place at which the poll is to be taken.
28. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

## **VOTES OF MEMBERS**

29. On a show of hands every member present in person or by proxy shall have one vote. On a poll every person present in person or by proxy shall have one vote.
30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
31. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Management Committee may approve)-

Chesterfield Lawn Tennis Club

I/We, \_\_\_\_\_, of \_\_\_\_\_, being a member/members  
of the above-named Club, hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_, or failing him, of \_\_\_\_\_,  
as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general  
meeting of the Club to be held on \_\_\_\_\_ 20 \_\_\_\_\_, and at any adjournment  
thereof.

Signed on \_\_\_\_\_ 20 \_\_\_\_\_ and at any adjournment thereof.

32. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Management Committee may approve)-

Chesterfield Lawn Tennis Club

I/We, \_\_\_\_\_, of \_\_\_\_\_, being a member/members  
of the above-named Club, hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_, or failing him, of \_\_\_\_\_,  
as my/our proxy to vote in my/our name[s] and on my/our behalf  
at the annual/extraordinary general meeting of the Club to be held on  
20 \_\_\_\_\_, and at any adjournment thereof.

This form to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \*against

Resolution No. 2 \*for \*against

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_ "

33. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Management Committee may –
- (a) be deposited at the office or at such other place within the United Kingdom as \_\_\_\_\_ specified in the notice convening the meeting or in any instrument of proxy sent out by the Management Committee in relation to 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 proposed to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Management Committee member;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

34. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Management Committee at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### **HONORARY OFFICERS**

35. (a) There shall be an Honorary Chairman of the Club who shall be elected by the members in Annual General Meeting and shall hold office for one year from such meeting.
- (b) There may be also an Honorary Vice Chairman who shall be elected by the members in Annual General Meeting and shall hold office for one year from such meeting.
36. There shall be an Honorary Secretary who shall be elected by the members in Annual General Meeting and shall hold office for one year from such meeting.
37. There shall be an Honorary Treasurer who shall be elected by the members in Annual General Meeting and shall hold office for one year from such meeting

#### **MANAGEMENT COMMITTEE**

38. The Management Committee shall consist of the Honorary Officers, the Club President, and at least 4 but not more than 8 elected members.
39. An Honorary President shall be elected from among the members of the Club by the Management Committee at its first meeting after the Annual General Meeting and shall hold office until the first meeting of the Management Committee following the next Annual General Meeting.
40. The elected members of the Management Committee shall be elected from among the members for the time being of the Club by the members in Annual General Meeting.
41. No member may be elected to be a member of the Management Committee unless a nomination made in writing by one member of the Club and supported by another proposing such member for election as aforesaid shall have been received by the Secretary not less than 30 clear days before the date of the relevant Annual General Meeting.
42. The Secretary shall notify all members of the names and addresses of the candidates for election to the Management Committee with the Annual General Meeting Notice.

43. Until the first annual general meeting the Management Committee shall consist of the subscribers to the Memorandum of Association of the Club.
44. At every annual general meeting of the Club except at the first annual general meeting, one third of the elected members of the Management Committee for the time being or, if their number is not a multiple of three, then the number nearest one-third shall retire from office.
45. The members of the Management Committee 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 of the Management Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
46. The Management Committee shall have the power at any time and from time to time to appoint any member to be a member of the Management Committee or to be an honorary officer either to fill a casual vacancy or as an addition to the existing members of the Management Committee, but so that the total number of members of the Management Committee shall not at any time exceed the number fixed in accordance with these articles. A member of the Management Committee appointed to fill a casual vacancy as aforesaid shall hold office for the remainder of such period as the member in whose place he was appointed would have continued to hold office before next retiring in accordance with these articles; and all other members appointed under this article shall hold office only until the next following Annual General Meeting, but shall not be taken into account in determining the members of the Management Committee who are to retire by rotation at such meeting. Any member of the Management Committee appointed under this article shall be eligible for re-election.
47. The Club may by ordinary resolution of which special notice has been given in accordance with The Companies Act, remove any member of the Management Committee before the expiration of his period of office notwithstanding anything in these articles.
48. The Club may by ordinary resolution appoint another person in place of a member of the Management Committee removed from office under Article 59 hereof. 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 Management Committee on the day on which the member of the Management Committee in whose place he is appointed was last elected to be a member of the Management Committee.
49. The Management Committee shall have absolute control over all the affairs and property of the Club, and shall prescribe, alter or cancel rules, by-laws and regulations for the regulation of the Club and its activities and shall exercise all such powers of the Club as they shall think fit provided that no rule made as aforesaid shall be inconsistent with the Memorandum or Articles of Association of the Club.
50. The Committee may delegate any of its powers to committees consisting of such member or members of the Management Committee and others as it thinks fit, provided that any such Committee shall report back its acts and proceedings in full to the Management Committee as soon as possible; 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 Management Committee.
51. The Management Committee shall engage all such officers and servants as shall be necessary and shall regulate their duties and fix their salaries.

52. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, indorsed or otherwise executed in such manner as the Management Committee shall from time to time by resolution determine, and in default of such resolution shall be executed by any two of the Chairman, Secretary, Treasurer.
53. Subject to the provisions of the Act, the Management Committee may appoint one or of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a member. Any such appointment, agreement or arrangement may be made upon such terms as the Management Committee determine and they may remunerate any such Management Committee member for his services as they think fit. Any appointment of a Management Committee member to an executive office shall terminate if he ceases to be a member but without prejudice to any claim to damages for breach of the contract of service between the Committee member and the company. A managing director and a member holding any other executive office shall not be subject to retirement by rotation.
54. Subject to the provisions of the Act, and provided that he has disclosed to the Committee the nature and extent of any material interest of his, a Committee member notwithstanding his office-
- (a) may be party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
  - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
  - (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

#### **PROCEEDINGS OF THE COMMITTEE**

55. The Management Committee and any Committee or Committees formed by the Management Committee as aforesaid may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they shall think fit. Questions arising at any such meeting shall be decided by a majority of votes.
56. Each Committee formed by the Management Committee so aforesaid shall appoint its own Chairman. If the Chairman is for any reason unable to act, the Committee shall elect one from its own members a chairman of its meetings.
57. The quorum necessary for the transaction of the business of the Management Committee shall be five members present in person; and no business shall be transacted at any meeting of the Committee unless a quorum is present at the start of business.

58. In the case of equality of votes at meetings of the Management Committee the Chairman of the Management Committee shall have a second or casting vote and in the case of equality of votes at meetings of any Committee formed by the Management Committee as aforesaid the Chairman of such Committee shall have a second or casting vote.
59. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
60. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs-
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company or any of its subsidiaries;
  - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.
61. A Management Committee member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
62. The Club may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a Committee Member from voting at a meeting of members or of a Committee of Members.

#### **DISQUALIFICATION OF MEMBER OF THE COMMITTEE**

63. A member of the Management Committee shall cease to be such if he
- (a) ceases to be a member of the Club
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from holding office by reason of the Companies Act;

- (d) becomes of unsound mind; or
- (e) retires from the Management Committee by notice in writing to the Club; or
- (f) is removed from office by a resolution duly passed pursuant to The Companies Act.

## **MINUTES**

64. The Management Committee shall cause Minutes to be made in books provided kept for the purpose
- (a) of all appointments of officers made by the Management Committee and
  - (b) of all resolutions and proceedings at meetings of the Club and of the Management Committee and of any Sub-Committee formed by the Management Committee including the names of the persons present at each such meeting.

## **THE SEAL**

65. If the Club shall have a seal the seal shall only be used by the authority of the Management Committee or of a Sub-Committee authorised by the Committee for that purpose and every instrument to which the seal shall be affixed shall be signed by a member of the Management Committee appointed by the Management Committee for that purpose.

## **ACCOUNTS**

66. The Management Committee shall cause accounting records to be kept in accordance with the Act.
67. The accounting records shall always be open to inspection by members of the Management Committee.
68. No member shall (as such) have any right of inspecting any accounting records or other books or document of the Club except as conferred by statute or authorised by the Management Committee or by ordinary resolution of the Club.

## **AUDIT**

69. If Auditors need not be appointed under the Act, the Accounts and accounting records shall be submitted for independent examination to an independent examiner whose report will be appended to all copies of the Accounts laid before the members in general meeting.
70. The independent examiner shall be elected by the members in general meeting.



71. The independent examiner's duties will be to
- (a) Obtain an understanding of the Club's operations and records.
  - (b) Compare the Club's Accounts with the records to provide a reasonable basis on which to decide whether the Accounts are in accordance with the records.
  - (c) Review the records to identify a material failure to keep proper records of monies received and expended and of assets and liabilities.
  - (d) Seek explanations of unusual items or disclosures in the Accounts.
  - (e) Review the Accounts to decide whether the form and content of the Accounts comply with the Companies Act.
  - (f) Review the accounting policies, estimates and judgements made in preparing the Accounts and consider whether these are appropriate.
  - (g) Enquire as to material events subsequent to the year end which may require adjustments or disclosure in the Accounts.
  - (h) Compare the Accounts to the Directors Annual Report to see that the information provided in one is consistent with the information provided in the other.
72. The independent examiner shall report whether or not any matter has come to his attention in connection with the examination which gives reasonable cause to believe that in any material respect
- (a) accounting records have not been kept in accordance with the Act
  - (b) the Accounts do not accord with the accounting records
  - (c) the Accounts fail to comply with the requirements under the Act as to form and content
73. The independent examiner shall also state in his report whether or not any matter has come to his attention in connection with the examination to which in the examiner's opinion, attention should be drawn in the report to enable a proper understanding of the Accounts to be resolved.
74. The independent examiner shall also include a statement in his report if the following matters have become apparent to him during the course of his examination.
- (a) material expenditure or action which appears to be beyond the powers of the Club
  - (b) failure to be provided with information and explanation by any past or present Management Committee member, officer or employee that is considered necessary for the examination.
  - (c) any material inconsistency between the Accounts and the Directors' Annual Report.

## NOTICES

75. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Management Committee need not be in writing.
76. The Club may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.
77. A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
78. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## WINDING UP

79. On the winding up and dissolution of the Company the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

## INDEMNITY

80. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor or independent examiner of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

We the subscribers to this memorandum of association wish to be formed into a Company pursuant to this memorandum.

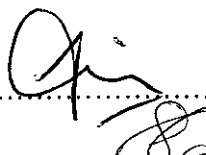
Andrew Richard Hiron, 6 Woodstock Close, Hasland,  
Chesterfield, S41 0EU

Witness to the signature

Date

Witness Full Name

Witness Address

  
.....  
25/3/04  
.....  
SHARRON LOWE  
.....  
15 MOORHAY CLOSE  
.....  
CHESTERFIELD S41 8XF  
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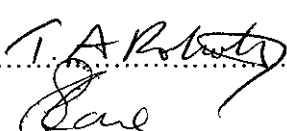
Thomas Alan Roberts, 12 Tennyson Avenue, Chesterfield,  
S40 4SW

Witness to the signature

Date

Witness Full Name

Witness Address

  
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26-03-04  
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SHARRON LOWE  
.....  
15 MOORHAY CLOSE  
.....  
CHESTERFIELD S41 8XF  
.....

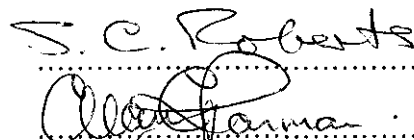
Shirley Clare Roberts, 12 Tennyson Avenue, Chesterfield,  
S40 4SW

Witness to the signature

Date

Witness Full Name

Witness Address

  
.....  
26-03-04  
.....  
ALAN GEORGE RASMAN  
.....  
14 TENNYSON AVE  
.....  
CHESTERFIELD S40 4SW  
.....

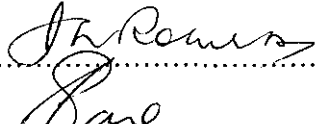
John Laing Roberts, 44 Greenbank Drive, Ashgate,  
Chesterfield, S40 4BX

Witness to the signature

Date

Witness Full Name

Witness Address

  
.....  
26-03-04  
.....  
SHARRON LOWE  
.....  
15 MOORHAY CLOSE  
.....  
CHESTERFIELD S41 8XF  
.....


Christopher Cooper, The Bluebell, Cavendish Street,  
Chesterfield, S40 1UY

Witness to the signature

Date

Witness Full Name

Witness Address

  
26-03-04  
SHARRON LOWE  
15 MOORHAY CLOSE  
CHESTERFIELD S41 8XA


Jacqueline Angela Torkington, 4 Clifford Close, Brampton,  
Chesterfield, S40 3PP

Witness to the signature

Date

Witness Full Name

Witness Address

  
25/3/04  
SHARRON LOWE  
15 MOORHAY CLOSE  
CHESTERFIELD S41 8XA

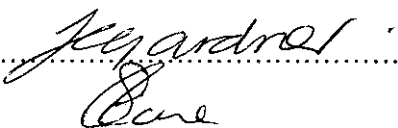
Jacqueline Claire Gardner, 6 Gladstone Road, Chesterfield,  
S40 4TE

Witness to the signature

Date

Witness Full Name

Witness Address

  
26-03-04  
SHARRON LOWE  
15 MOORHAY CLOSE  
CHESTERFIELD S41 8XA

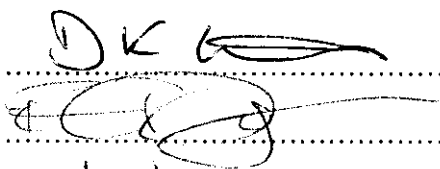
David Keith Lomas, 67 Swaddale Avenue, Chesterfield,  
S41 0SX

Witness to the signature

Date

Witness Full Name

Witness Address

  
27/3/4  
RICHARD DYER  
147 LANGER LANE  
CHESTERFIELD

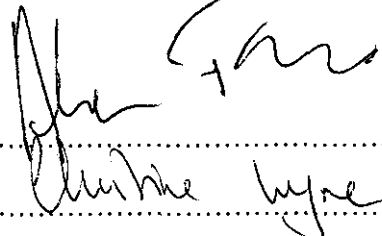
Alan Taylor, Springbank, Unthank, Holmesfield, Derbyshire,  
S18 7WF

Witness to the signature

Date

Witness Full Name

Witness Address

  
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24/03/04  
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CHRISTINE MARY LYNE  
.....  
126 BROOMSPRING LANE  
.....  
SHEFFIELD S10 2FD .  
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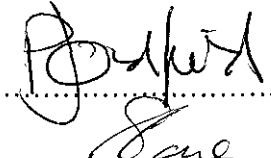
Peter John Oldfield, 4 Woodnook Close, Ashgate,  
Chesterfield, S42 7JB

Witness to the signature

Date

Witness Full Name

Witness Address

  
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26-03-04  
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SHARRON LOWE  
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15 MOORHAY CLOSE  
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CHESTERFIELD S41 8XF  
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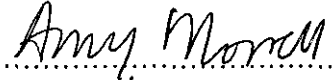
Amy Louise Morrell, 53 Storrs Road, Chesterfield,  
S40 3QA

Witness to the signature

Date

Witness Full Name

Witness Address

  
.....  
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25/03/04  
.....  
GARVIN JOHN HARRIS  
.....  
FLAT 41, THE FOUNDRY,  
.....  
CAMLOUGH WALK, CHESTERFIELD,  
S41 0FS  
.....

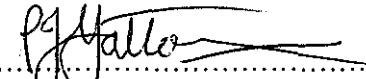
Paul John Hatton, 137 Manor Road, Brimington,  
Chesterfield, S43 1NP

Witness to the signature

Date

Witness Full Name

Witness Address

  
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24/03/04  
.....  
GILLIAN PAMELA HARRINGTON  
.....  
BRAMBLE'S HAVEN HIGH STREET  
.....  
CALVER, HOPE VALLEY S32 3XP  
.....