

FILE COPY



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

Company No. 3473879


The Registrar of Companies for England and Wales hereby certifies that  
THE TITUS TRUST

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 1st December 1997



\*N03473879S\*

  
A. E. FLETCHER

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B



**OYEZ**

Please complete in typescript, or in bold black capitals.

### Declaration on Application for Registration

[Empty box]

Company Name in full

THE TITUS TRUST



\*F0120C10\*

I, DAVID DUNCAN COOPE MONRO

of 8 GREAT JAMES STREET LONDON WC1N 3DA

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.

†Please delete as appropriate.

Declarant's signature

[Handwritten signature]

Declared at

6 GREAT JAMES ST, LONDON WC1N 3DA

the

3<sup>rd</sup>

day of

NOVEMBER

One thousand nine hundred and ninety

SEVEN

\*Please print name.

before me\*

MALCOLM TAVLEY

Signed

[Handwritten signature]

Date

3 11 97

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.

MONRO PENNATHUR & CO.  
8 GREAT JAMES STREET LONDON WC1N 3DA  
Tel 0171-636-8701  
DX number 35721 DX exchange BLOOMSBURY



A26 \*A7B2H1DP\* 148  
COMPANIES HOUSE 22/11/97  
COMPANIES HOUSE 04/11/97

When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF4 3UZ**  
for companies registered in England and Wales **DX 33050 Cardiff**  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**



Please complete in typescript, or in bold black capitals.

# 30(5)(a)

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

[Empty box]

Company Name in full

THE TITUS TRUST



\*F030A01T\*

I, DAVID DUNCAN COODE MONRO

of 8 GREAT JAMES STREET LONDON WC1N 3DA

a [Solicitor engaged in the formation of the company][person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985]†do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

† Please delete as appropriate.

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

[Handwritten signature]

Declared at 6 GREAT JAMES ST, LONDON WC1N 3DA

the 21<sup>ST</sup> day of NOVEMBER.

One thousand nine hundred and ninety SEVEN.

● Please print name.

before me ● MALCOLM TUIEY

Signed

[Handwritten signature]

Date 21 11 92

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.

MONRO PENNFATHER & CO.  
8 GREAT JAMES STREET LONDON  
WC1N 3DA Tel 0171 636 8701  
DX number 35721 DX exchange BLOOMSBURY



A26 \*A7B2F1DN\* 146  
COMPANIES HOUSE 22/11/97

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Companies House, Crown Way, Cardiff, CF4 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



**OYEZ**

# 10

## First Directors and Secretary and Intended Situation of Registered Office

Please complete in typescript, or in bold black capitals.

Notes on completion appear on final page.



**\*F0100C10\***

**Proposed Registered Office**  
(PO Box numbers only, are not acceptable)

**Company Name in full**

THE TITUS TRUST

10 Deepdale

**Post town**

Wimbledon

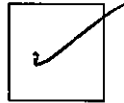
**County/Region**

London

**Postcode**

SW19 5EZ

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**

MONRO PENNEFATHER & CO

**Address**

8 Great James Street

**Post town**

**County/Region**

London

**Postcode**

WC1N 3DA

Number of continuation sheets attached.

2

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.

Mr D D C Monro

Monro Pennefather & Co

Tel 0171-636 8701

DX number 35721

DX exchange Bloomsbury



A26 \*A7B2G1D0\* 147  
COMPANIES HOUSE 22/11/97  
COMPANIES HOUSE 04/11/97

When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF4 3UZ**  
for companies registered in England and Wales **DX 33050 Cardiff**  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

[P.T.O.]

**Company Secretary** (see notes 1-5)

Company Name THE TITUS TRUST

\*Voluntary details. NAME \*Style/Title MR \*Honours etc.

Forename(s) PETER

Surname HOPKINS

Previous forename(s)

Previous surname(s)

Address 21 Playfield Crescent

Usual residential address For a corporation, give the registered or principal office address.

Post town

County/Region London Postcode SE22 8QR

Country

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

Consent signature Peter E. Hopkins Date 4/9/97

**Directors** (see notes 1-5)  
Please list directors in alphabetical order.

NAME \*Style/Title MR \*Honours etc.

Forename(s) MICHAEL KEITH

Surname BEWES

Previous forename(s)

Previous surname(s)

Address Clifton House, Church Lane, Lexden

Usual residential address For a corporation, give the registered or principal office address.

Post town Colchester

County/Region Essex Postcode CO3 4AE

Country

Date of birth Day Month Year 04 03 36 Nationality British

Business occupation Chairman of Executive Search Company

Other directorships See separate sheet

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

Consent signature M. Bewes Date 11 Sept. 1997.

**Company Secretary** (see notes 1-5)

**Form 10 Continuation Sheet**



**OYEZ**

Company Number

**NAME** \*Style/Title  \*Honours etc.

\*Voluntary details Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**

For a corporation, 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)  GILES ASHCROFT

Surname  RAWLINSON

Previous forename(s)

Previous surname(s)

**Address**  10 Deepdale

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town  Wimbledon

County/Region  London Postcode  SW19 5EZ

Country

Date of birth Day Month Year  21  12  55 Nationality  British

Business occupation  International Glass Merchants Co. Director

Other directorships  Wm. Croxson & Son Ltd

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

Consent signature  Date  2/10/97

**Company Secretary** (see notes 1-5)

\*Voluntary details

**NAME**

\*Style/Title

\*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, 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

MR

\*Honours etc.

Forename(s)

SIMON HUMPHREY WESTLAND

Surname

PILCHER

Previous forename(s)

Previous surname(s)

**Address**

Green End Barn, Wood End Green

**Usual residential address**

For a corporation, give the registered or principal office address.

Henham

Post town

Bishops Stortford

County/Region

Hertfordshire

Postcode

CM22 6AY

Country

Day Month Year

Date of birth

23 1 66

Nationality

British

Business occupation

Investment Manager

Other directorships

Morgan Grenfell International Funds  
Management Ltd

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

Consent signature

Date

5.9.97

**Company Secretary** (see notes 1-5)

\*Voluntary details

**NAME****\*Style/Title****\*Honours etc.**

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, 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****Usual residential address**

For a corporation, 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



**OYEZ**

Company Number

**NAME** \*Style/Title

\*Honours etc.

\*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**

For a corporation, 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

*RFD.*  
MISS MRS

\*Honours etc.

Forename(s)

RACHEL FRANCES

Surname

~~WOODS~~ DOWDY *RFD.*

Previous forename(s)

Previous surname(s)

WOODS

**Address**

*RFD.*  
~~10 Corranee Road~~ 78 THE DRIVE

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

BECKENHAM

County/Region

KENT

Postcode

~~London~~ *RFD.*

*RFD.*  
~~SW2 5RH~~ BR3 1EG

Country

Date of birth

Day Month Year  
30 06 62

Nationality

British

Business occupation

~~student~~ *RFD.* HOUSEWIFE

Other directorships

None

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

Consent signature

Rachel Dowdy

Date

2 October 1997



**OYEZ**

Company Number

**NAME**

\*Style/Title

\*Honours etc.

\*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**

For a corporation, 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**

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County/Region

Postcode

Country

Day Month Year

Date of birth

Nationality

British

**Business occupation**

**Other directorships**

Parish Priest

None Vange Community Housing Limited  
Felsted School Mission Council

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

Consent signature

Date

**Company Secretary** (see notes 1-5)

\*Voluntary details

**NAME**

\*Style/Title

\*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, 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****Usual residential address**

For a corporation, 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



# 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. Director's 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 and include the company's number.

**THE TITUS TRUST**  
**OTHER DIRECTORSHIPS**

**Michael Keith Bewes**

The Willis Partnership Ltd  
Stowe School Ltd  
Stowe School Educational Services Ltd  
Scripture Union  
Insurance Orphans Fund

**Andrew Searle Dalton**

Lindley Lodge Educational Trust Ltd  
Well Marine Re-insurance Brokers Ltd  
Mercury World Bond Fund  
Mercury Asset Management Japan Ltd  
Mercury Asset Management Plc  
Mercury Asset Management Group Plc  
Mercury Balanced Fund Ltd  
Mercury Asset Management Asia Ltd  
Mercury EC 1992 Trust Ltd  
Mercury Asset Management Pte Ltd  
Thai Farmers Asset Management Ltd  
Thai Farmers Asset Management Company Ltd  
Taiwan Securities Investment Trust Company



The Companies Act 1985

INC 96393/SIN 3473879



A26 \*A7B2J1DR\* 150  
COMPANIES HOUSE 22/11/97  
COMPANIES HOUSE 04/11/97

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



**MEMORANDUM OF ASSOCIATION**

of

**THE TITUS TRUST**

0417617

1. The name of the Company (hereinafter called "the Trust") is "The Titus Trust" (and the working name for Charity Commission purposes is "The Iwerne Trust").
2. The registered office of the Trust is to be situated in England and Wales
3. The object for which the Trust is established is to seek by every available effective means to make the Christian faith a living practical issue to young people having a present or past association with independent schools in England and Wales, this being done in accordance with the basis of faith set out below:-
  - (a) God as Creator of everything and the Father of all those who believe in the Lord Jesus Christ
  - (b) The penal substitutionary sin bearing death, the bodily resurrection, present heavenly reign and future return to judgement of Jesus Christ the Incarnate Son
  - (c) The universality of sin, rendering man subject to God's wrath and condemnation, the present justification of sinners through which the sinner has the righteousness of Christ imputed to him by grace alone through faith alone in Christ alone and their supernatural regeneration and new life through the sovereign working of God by his Holy Spirit
  - (d) The finality of God's revelation in Jesus Christ and the uniqueness of His ministry as our only Prophet, Priest and King - and the only Saviour of sinners
  - (e) The supreme authority, clarity and sufficiency of the Bible as God's Word written for all matters of faith and conduct

And the Trust shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (A) To set up promote establish organise and maintain or assist in so doing classes lectures conferences public and private meetings displays libraries study centres resource centres research centres and the like

- (B) To disseminate knowledge by acting as publishers printers and dealers in books periodicals leaflets advertisements or other literature and as producers and distributors of films records tapes video tapes or other means calculated to further and support the objects aforesaid and so far as it may prove necessary to fund same by the sale of the aforementioned products and advertising space therein
- (C) To train educate and maintain during training persons intending to engage in work carried out in pursuance of its objects such persons being otherwise unable to undertake such education and training by reason of their reduced circumstances
- (D) To award grants and scholarships for study travel research and the provision of materials in furtherance of its objects hereof
- (E) Subject to clause 4 hereof to employ such staff as are required and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants
- (F) To initiate support organise maintain equip manage or assist in any work or project calculated to further its objects hereof
- (G) To form or acquire and exercise the control of any charitable companies societies and bodies in the United Kingdom or elsewhere whose objects are wholly charitable (not being companies societies or bodies carrying on trading activities of a permanent nature) and having objects similar to or compatible with its objects hereof
- (H) To create or undertake and execute any charitable trusts which may lawfully be undertaken by the Trust and may be conducive to its objects
- (I) To establish and support or aid in the establishment and support of any charitable association or institution and to subscribe or guarantee money for charitable purposes
- (J) To take any gift or money or other property made for any one or more of the objects of the Trust
- (K) Provided the Trust does not undertake any permanent trading activities in raising funds for its primary charitable objects to take such lawful steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the Funds of the Trust in the form of donations, subscriptions or otherwise
- (L) To borrow or raise money on such terms and on such security as may be thought fit subject to the consent of any authority whose consent is required by law
- (M) Subject to such consents as may be required by law to purchase take on lease accept by gift or bequest sell exchange charge lease or otherwise acquire dispose of any interest in land buildings and hereditaments of all kinds in the United Kingdom or elsewhere and any personal property of all kinds wheresoever situate in such manner as may be thought expedient for the objects of the Trust

- (N) To apply any moneys forming part of the Trust Fund in improving or acquiring rights in connection with or extinguishing encumbrances easements restrictions or other rights affecting any land which or any interest in which may for the time being be used for the purposes of the Trust or in erecting enlarging improving rebuilding repairing or redecorating any buildings upon such land in such manner as may be thought expedient for the purposes of the Trust
- (O) Funds not immediately required for the working purposes of the Trust shall be applied or invested in the purchase of or at interest upon the security of such shares stocks funds securities land buildings chattels or other investments or property of whatsoever nature and wheresoever situate and whether involving liabilities or producing income or not as may be thought fit to the intent that it shall have the same powers of investing and transposing investments in all respects as if it were absolute owner beneficially entitled
- (P) To delegate upon such terms and at such reasonable remuneration as the Trustees may think fit to professional investment managers ("the Managers") the exercise of all or any of their powers of investment

Provided always that

- (i) the Managers shall be persons who are entitled to carry on investment business under the provision of the Financial Services Act 1986
  - (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Trustees and within the powers of investment conferred by this Deed
  - (iii) the Managers shall be under a duty to report promptly to the Trustees any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Trustees within 14 days and to report on the performance of investments managed by them at least every three months
  - (iv) the Trustees shall be entitled at any time and without notice to review, alter or determine the delegation or terms
  - (v) the Trustees shall be bound to review the arrangements for delegation at intervals not (in the absence of the special reasons) exceeding 12 months but so that any failure by the Trustees to undertake such reviews within the period of 12 months shall not invalidate the delegation
  - (vi) the Trustees shall be liable for any failure to take reasonable care in choosing the Managers fixing or enforcing the terms upon which the Managers are employed requiring the remedying of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for the acts and defaults of the Managers
- (Q) to vest any asset or assets subject to any of the trusts in the name of such nominees and upon such terms including terms as to remuneration as they shall within their absolute discretion decide in all respects as if they were a sole beneficial owner or owners of such assets and in the absence of bad faith shall not be liable for any loss arising as a consequence of such vesting or the continued retention of such assets in the name of such nominee or nominees
  - (R) To take out and pay for out of the Funds of the Trust insurance against all risks reasonably required including but not limited to:

- (i) employers liability, motor vehicles, buildings, contents, public liability, premises (occupiers liability, health and safety at work) and fidelity
  - (ii) indemnity for liability of the Trustees and others treated as charity trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Trust PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Trustees or others knew to be a breach of trust or breach of duty or which was committed by the Trustees or others in reckless disregard of whether it was a breach of trust or duty or not and provided also that any such insurance shall not extend to the cost of any unsuccessful defence to a criminal prosecution brought against the Trustees or others in their capacity as charity Trustees
  - (iii) wrongful trading PROVIDED THAT the insurers shall not be liable for loss arising from any act or omission where the Trustees or others continue to trade knowing that the Trust was insolvent or in reckless disregard of whether it was insolvent or not
- (S) To pay or provide out of the Funds of the Trust for the costs, charges and expenses of and incidental to the formation and incorporation of the Trust and all matters ancillary thereto
- (T) To do all such other lawful things as are incidental to the attainment or furtherance of the said objects or any of them

Provided that:-

- (i) 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
  - (ii) The Trust's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
  - (iii) 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 Trustees 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 extents as they would as Trustees 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 the Trustees, 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
4. The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and

no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust and no Trustee shall be appointed to any office of the Trust paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Trust

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

- (A) Of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a Trustee) for any services rendered to the Trust;
  - (B) Of interest on money lent by any member of the Trust or a Trustee at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Trustees or 3% whichever is the greater
  - (C) To any Trustee of reasonable out-of-pocket expenses
  - (D) Of reasonable remuneration to a company of which a Trustee may be a member provided that such member withdraws from any meeting whilst remuneration to that company is being discussed
  - (E) Of reasonable remuneration to one (only) senior employee of the Trust in respect of his employment by the Trust notwithstanding that he is a Trustee provided that he shall withdraw from any meeting whilst his appointment or remuneration or other terms of employment or the appointment remuneration or other terms of employment of any other employee or employees which might affect him is being discussed
5. No 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, which would have the effect that the Trust shall cease to be a company to which Section 30 of the Companies Act 1985 applies
  6. The liability of the members is limited
  7. Every member of the Trust undertakes to contribute such amount as may be required (not exceeding (£10.00) to the assets of the Trust 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 Trust'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 contributories among themselves
  8. 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 or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its income and property to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 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

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

---

NAMES AND ADDRESSES OF SUBSCRIBERS

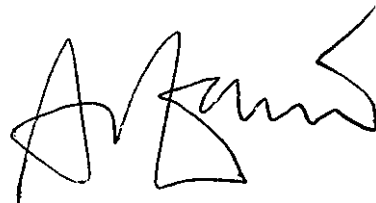
---

MICHAEL KEITH BEWES  
Clifton House  
Church Lane  
Lexden  
Colchester  
Essex CO3 4AE

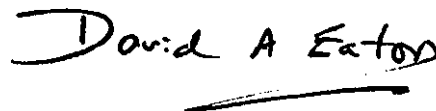


ANDREW SEARLE DALTON

9 LANSLOWNE CRESCENT.  
LONDON W11 2NH



DAVID ANDREW EATON  
Vange Rectory  
782 Clay Hill Road  
Basildon  
Essex SS16 4NG



DAVID CLARE MOLYNEUX FLETCHER  
St Ebb's Rectory  
Oxford OX1 1QE



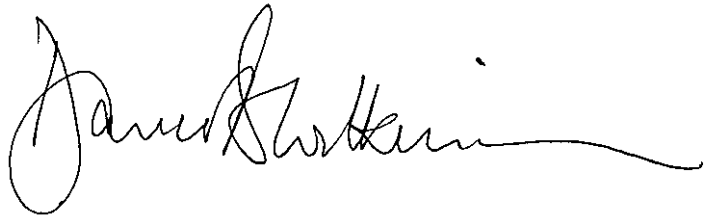
SIMON HUMPHREY WESTLAND PILCHER  
Green End Barn  
Wood End Green  
Henham  
Bishops Stortford  
Hertfordshire CM22 6AY



GILES ASHCROFT RAWLINSON  
10 Deepdale  
Wimbledon  
London SW19 5EZ



DAVID BLAIR WILKINSON  
Charnwood Lodge  
45 Burton Road  
Repton  
Derby DE65 6FN



RACHEL FRANCES ~~WOODS~~ <sup>Dowdy</sup> <sup>RED</sup>  
~~10 Cerrance Road~~ 78 The Drive  
~~London SW2 5RH~~ Beckenham  
~~RED~~ KENT BR3 2EG.



DATED 19 .

Witness to the above Signatures:-

MICHAEL KEITH BEWES	Mr. F. Hepburn	11/7/97
ANDREW SEARLE DALTON	Mr. F. Hepburn	5/9/97
DAVID ANDREW EATON	Mr. F. Hepburn	3/10/97
DAVID CLARE MOLYNEUX FLETCHER	Mr. F. Hepburn	3/9/97
SIMON HUMPHREY WESTLAND PILCHER	Mr. F. Hepburn	5/9/97
GILES ASHCROFT RAWLINSON	Mr. F. Hepburn	2/10/97
DAVID BLAIR WILKINSON	S. Sages	15/10/97
RACHEL FRANCES <del>WOODS</del> <sup>Dowdy</sup> <sup>RED</sup>	Mr. F. Hepburn	2/10/97

The Companies Act 1985

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

---

**ARTICLES OF ASSOCIATION**

of

**THE TITUS TRUST**

---

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning 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 and every statutory modification and re-enactment thereof for the time being in force
These Articles .....	These Articles of Association, and the regulations of the Trust from time to time in force
The Trust .....	The above-named Company
The Trustees .....	The Board of Trustees or others for the time being of the Trust
The Office .....	The registered office of the Trust
The Seal .....	The common seal of the Trust
The United Kingdom ..	Great Britain and Northern Ireland
Month .....	Calendar month
In writing .....	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form
Clear days .....	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

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 shall, if not inconsistent with the subject or context, bear the same meanings in the Articles

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

#### MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the Trustees shall admit in accordance with the following Admission Procedure shall be members of the Trust

#### STAGE 1: APPLICATION

- (a) Every person wishing to become a member must

EITHER:-

- (i) Deliver to the Trust an application for membership executed by him in such form and complying with such conditions as the Trustees may from time to time by resolution require

OR:-

- (ii) Be in receipt of a written invitation to apply for membership issued to him personally by the Chairman of the Trustees which the invitee must execute and return to the Trust in accordance and compliance with any stipulations and conditions contained therein

and in either case must deliver their signed assent to the Basis of Faith

#### STAGE II: ADMISSION

- (b) At the Trustees' meeting next following receipt of either form of application for membership said application shall be considered by the Trustees and a vote taken thereon

No person shall be admitted to membership without either the unanimous signed resolution of all Trustees or the passing of a special resolution of Trustees present at the meeting at which the application for membership is considered. The name of each successful applicant shall be entered in the Register of Members of the Trust

#### STAGE III: CONTINUANCE

Continued membership shall depend upon the signing by the member of The Basis of Faith at or before the Annual General Meeting in each year failing which a person

shall cease to be a member at the close of the relevant Annual General Meeting and shall be so notified by the Secretary in writing within 28 days. Each Member, on admission to membership, shall have their attention drawn to this provision

#### RIGHTS OF MEMBERS

4. The rights of a member as such shall be personal to himself, shall not be transferable and shall cease on his death
5. A member may by notice in writing to the Trust resign his membership and upon receipt by the Trust of such resignation he shall cease to be a member
6. The Trustees may by notice in writing request any member who shall in the opinion of the Trustees have acted in any way detrimental to the interests of the Trust to resign his membership and whether or not such member shall tender his resignation he shall be treated as having resigned from the date of the notice provided that no such notice shall be given except pursuant to a resolution of the Trustees passed at a meeting specially convened to consider the case and at which the member whose conduct is in question shall have been given reasonable notice and opportunity of attending and being heard

Trustees resolution to be ratified by the members in General Meeting

#### GENERAL MEETINGS

7. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year
8. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
9. The Trustees may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act
10. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them 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 may think fit

11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

#### PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the Auditors, the election of members of the Trustees in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors
13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three members personally present shall be a quorum
14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustees may determine
15. The Chairman (if any) of the Trustees shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose a Trustee member, or if no such member be present, or if all the Trustees present decline to take the chair, they shall choose some member of the Trust who shall be present to preside
16. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting
17. 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 three members present in person or by proxy or by a member or members present in person or by proxy and representing one-tenth 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 member or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn

18. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
19. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second casting vote
21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded
22. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Trust duly convened and held

#### VOTES OF MEMBERS

23. Subject as hereinafter provided, every member shall have one vote
24. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting
25. 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
26. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy must be a member
27. The instrument appointing a proxy shall be in writing under the hand of the Appointor or his attorney duly authorised in writing, or if such Appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf
28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time

appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution

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

30. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"  
"I,  
"of  
"a member of  
"hereby appoint  
"of  
"and failing him  
"of  
"as my proxy to vote for me on my behalf at the  
"[Annual Extraordinary] General Meeting of the  
"Trust to be held on  
"19 , and at any adjournment thereof

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

Resolution No.....For/Against\*

Resolution No.....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            19

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

## TRUSTEES

31. Until otherwise determined by a General Meeting, the number of members of the Trustees shall not be less than three
32. The first Trustees shall be the first members of the Trust as named in the Statement delivered to the Registrar of Companies pursuant to Section 10 of the Act
33. The Trustees may from time to time and at any time appoint any member of the Trust as a Trustee either to fill a casual vacancy or by way of addition to the body of Trustees. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election
34. No person who is not a member of the Trust shall in any circumstances be eligible to hold office as a Trustee
35. The Trustees will meet not less than three times in each calendar year and not more than six months shall be allowed to elapse between consecutive meetings

## POWERS OF THE TRUSTEES

36. The business of the Trust shall be managed by the Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by the Act or by the Articles required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting; but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made
37. The members for the time being of the Trustees may act notwithstanding any vacancy in their body, provided always that in case the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as Trustees for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose

## SECRETARY

38. Subject to the provisions of the Act the Secretary shall be appointed by the Trustees for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

## THE SEAL

39. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Trustees, and in the presence of at least two Trustees or one Trustee and the Secretary, and they and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

## DISQUALIFICATION OF TRUSTEES

40. The office of Trustee shall be vacated:-
- (A) If he becomes bankrupt or makes any arrangement or composition with his creditors generally
  - (B) If he becomes of unsound mind
  - (C) If he ceases to be a member of the Trust
  - (D) If by notice in writing to the Trust he resigns his office
  - (E) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company

## ROTATION OF TRUSTEES

41. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the Trustees for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office
42. The Trustees to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring Trustee shall be eligible for re-election
43. The Trust may, at the meeting at which a Trustee retires in manner aforesaid, fill up the vacated office 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 vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost
44. No person not being a Trustee retiring at the meeting shall, unless recommended by the Trustees for election, be eligible for election to the office of Trustee at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and

vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days

45. The Trust may from time to time in General Meeting increase or reduce the number of Trustees, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase
46. In addition and without prejudice to the provisions of section 303 of the Act, the Trust may by Extraordinary Resolution remove any Trustee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

#### PROCEEDINGS OF THE TRUSTEES

47. The Trustees may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of the business of the Trustees shall be three Trustees. Questions arising at any meeting (other than admission to membership) shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote
48. A Trustee may, and on the request of a Trustee the Secretary shall, at any time, summon a meeting of the Trustees by notice served upon the Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting
49. The Trustees will at the Annual General Meeting elect a Chairman and a Treasurer to hold office until the subsequent Annual General Meeting
50. If at any meeting the Chairman of the Trustees shall not be present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be chairman of the meeting
51. A meeting of Trustees 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 Trustees generally
52. The Trustees may delegate any of their powers to committees consisting of a Trustee or Trustees or others (provided the Trustees shall form the majority of such committee) as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees. All acts and

proceedings of any committee to which power is delegated shall report fully and promptly all their actions to the Trustees

53. All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees, or by any person acting as a Trustee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was so qualified
54. The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Trust and of the Trustees and of committees of the Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purported 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
55. A resolution in writing signed by all the Trustees or of any committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted

#### TRUST AND TRUSTEES

56. At the commencement the members of the Trust shall all be Trustees and no person other than a Trustee shall be admitted to membership of the Trust. The office holders of the Trust and of the Trustees shall be the same. These arrangements may be changed by special resolution in general meeting and as otherwise required by the Articles, subject to no alteration being permissible to the requirement that a Trustee must be a member of the Trust. Admission to Trust membership must either precede or be concurrent with admission to Trusteeship.

#### ACCOUNTS

57. The Trustees shall cause accounting records to be kept in accordance with the requirements of the Act
58. The accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Trustees shall think fit, and shall always be open to the inspection of the officers of the Trust
59. The accounting records will be available for inspection to the members by prior arrangement with the Chairman of the Trustees
60. At the Annual General Meeting in every year the Trustees shall in accordance with the provisions of the Act lay before the Trust an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Trust together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Trustees and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other document required by law to be annexed or

attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings in accordance with Section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 241(2) of the Act

#### AUDIT

61. In accordance with the provisions of the Act 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
62. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the Trustees being treated for all purposes as the directors or others mentioned in those provisions

#### NOTICES

63. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members
64. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust
65. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter

#### DISSOLUTION

66. Clause 8 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

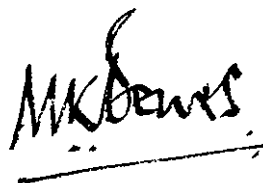
WE, the subscribers to these Articles of Trust, wish to be formed into a Company pursuant to these Articles

---

NAMES AND ADDRESSES OF SUBSCRIBERS

---

MICHAEL KEITH BEWES  
Clifton House  
Church Lane  
Lexden  
Colchester  
Essex CO3 4AE



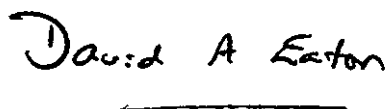
Michael Keith Bewes

ANDREW SEARLE DALTON

9 LANSLOWNE CRESCENT  
LONDON W11 2NH



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Vange Rectory  
782 Clay Hill Road  
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David A Eaton

DAVID CLARE MOLYNEUX FLETCHER  
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*Dowdy REF*  
RACHEL FRANCES WOODS  
~~10 GERRANCE ROAD~~ *78 THE DRIVE*  
~~LONDON SW2 5RH~~ *BECH ENHAM*  
*PLANT*  
*BR3 1EG REF*

---

DATED 19 .

Witness to the above Signatures:-

MICHAEL KEITH BEWES

*John L. Hopkins* 11/9/97

ANDREW SEARLE DALTON

*John L. Hopkins* 5/9/97

DAVID ANDREW EATON

*John L. Hopkins* 31/10/97

DAVID CLARE MOLYNEUX FLETCHER

*John L. Hopkins* 3/9/97

SIMON HUMPHREY WESTLAND PILCHER

*John L. Hopkins* 5/9/97

GILES ASHCROFT RAWLINSON

*John L. Hopkins* 21/10/97

DAVID BLAIR WILKINSON

*S. Dwyer* 15/10/97

RACHEL FRANCES WOODS *Dowdy REF*

*John L. Hopkins* 21/10/97