

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum

and

Articles of Association

of

**MERCHANT NAVY LOCOMOTIVE
PRESERVATION SOCIETY
LIMITED**

1114826

Incorporated 21st May 1973

As amended by special resolution

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum of Association

of

MERCHANT NAVY LOCOMOTIVE PRESERVATION SOCIETY LIMITED

1. The name of the Company (hereinafter called "the Company") is "MERCHANT NAVY LOCOMOTIVE PRESERVATION SOCIETY LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (a) To preserve and maintain in operational condition ex Southern Region Merchant Navy Class locomotive "35028" "Clan Line" as at the time of withdrawal and to encourage and promote public interest in the preservation of steam and other railway locomotives and rolling stock, machinery and equipment of historical interest and in railways, locomotives, rolling stock and railway machinery and equipment generally.
Ancillary powers:—
 - (b) To acquire locomotives, rolling stock and railway machinery and equipment and to repair, restore, renovate, maintain and (subject to the agreement of the appropriate authority where necessary) run the same.
 - (c) To carry on, maintain and conduct a society for the above objects and to arrange special railway journeys and similar outings for members and others.
 - (d) To take any gift of property of any description whether or not subject to any special trusts or conditions, for any of the objects of the Company.
 - (e) To take such 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 Company in the shape of donations annual subscriptions or otherwise.
 - (f) To print and publish any newspapers periodicals books or leaflets.
 - (g) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
 - (h) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company.
 - (i) To undertake and execute any trusts which may lawfully be undertaken by the Company.
 - (j) To borrow or raise money for the purpose of the Company.

- (k) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (l) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for purposes in any way connected with the purposes of the Company or calculated to further its objects.

Provided that:—

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The Company's objects shall not extend to the regulation or relations between workers and employers or organisations of workers and organisations of employers.
 - (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Company 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 Committee of Management of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Committee of Management have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Committee of Management, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
4. The income and property of the Company 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 Company and no member of its Committee of Management shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:—

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Committee of Management) for any services rendered to the Company;
- (b) of interest at a rate not exceeding 6% per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Company or of its Committee of Management;
- (c) to any member of its Committee of Management of out-of-pocket expenses;
- (d) to a company of which a member of the Company or of its Committee of Management may be a member holding not more than one hundredth part of the capital of such company.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One pound and fifty pence but Junior Members (under 18) One pound.

7. If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

John Alastair Reginald Bellamy 29 Talbot Avenue Langley, Slough, Bucks	Garage Proprietor
Anthony Charles Clare 331 Uxbridge Road Acton, London, W.3	Building Surveyor
Malcolm Gordon Hogg 125a Hampermill Lane Oxhey, Herts	Bank Official
Timothy Charles Robbins 331 Uxbridge Road Acton, London, W.3	Engineering Buyer
Gary Nicholas John Jobsey 359 Vicarage Road Watford, Herts.	Accountants Articled Clerk
Richard William Scholes 117 Kindersley Way Abbots Langley, Watford, Herts.	Accountants Articled Clerk
Lawrence Frank Edmund Horniblow 11 Elm Court, Albert Road, Watford, Herts.	Accountant

DATED this 26th day of April 1973

WITNESS to the above Signatures of the first above mentioned Subscribers:—

G. J. WILSON
20 Stockensdell, Knebworth, Herts.
Bank Official

WITNESS to the above Signatures of the last above mentioned Subscribers:—

JOHN SCOTT
Byfield, Pednor Road,
Chesham, Bucks.
Chartered Accountant

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND
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MERCHANT NAVY LOCOMOTIVE

PRESERVATION SOCIETY

LIMITED

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, 1948.
These presents	The Articles of Association, and the regulations of the Company from time to time in force
The Company	The above-named Company.
The Committee	The Committee of Management for the time being of the Company
The Office	The registered office of the Company
The Seal	The Common Seal of the Company
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 representing or reproducing words in visible form. And words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender; and Words importing persons shall include corporations. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Company proposes to be registered is 1000 but the Committee may from time to time register an increase of members.
3. The provisions of Section 110 of the Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members or its electronic equivalent on becoming a member.
4. The Company is established for the purposes expressed in the Memorandum of Association.
5. The Members of the Company shall be :—
 - (a) The signatories to the Memorandum of Association and these Articles.
 - (b) Any person who, in the opinion of the Committee has rendered exceptional services to the Company and who has been invited by the Committee to become an honorary member and has thereafter signed the register of members on becoming a member.
 - (c) Any person who shall sign an application form for membership and who shall be elected to membership by the Committee and thereafter pay the subscription.
 - (d) Any person elected by the Committee as a temporary member on such terms and conditions as they shall by resolution decide.
6. (1) In the election of Members the Committee shall have the right to refuse membership to any person without assigning any reason for such refusal.
 (2) The application form for membership shall until otherwise resolved by the Committee be in the following form :—
 "To:
 Merchant Navy Locomotive Preservation Society Limited.
 Sir,
 I wish to be a member of the Merchant Navy Locomotive Preservation Society Limited and I hereby agree if elected to become a member of that Company and to be bound by the Memorandum and Articles and rules of the Company.
 Usual Signature
 Full Name
 Address
 (Block letters please)
 Note: Under the Articles of Association every member is liable to a maximum of £1.50 but Juniors aged under 18 £1 for the liabilities of the Company, and if it is wound up in so far as liabilities exceed assets".
7. The annual subscription shall be as set by the Committee by resolution subject to ratification at the AGM and shall be due on the 1st day of January in each year.
8. Any Member may compound for future annual subscriptions by a single payment of such sum as the Committee shall from time to time determine.
9. Any Member wishing to resign his or her membership of the Company may do so on or before the 28th day of February in any year and shall give notice in writing of his or her intention so to do addressed to the Secretary and deposited at the Office on or before that day failing which such member shall be liable to pay the subscription for the next year.
10. Any Member whose annual subscription is unpaid on the 1st day of June in any year shall on failing to pay such subscription within twenty-one days of being notified of such fact by the Committee cease to be a member of the Company and shall forfeit all right in and claim upon the Company and its property provided that such member's liability under the Memorandum of Association for the amount of his guarantee in the event of the Company being wound up within one year from the date when his membership ceases shall not be extinguished.
11. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles or Rules for the time being of the Company or shall in the opinion of the Committee be guilty of any conduct unworthy of a gentleman, or lady, or as the case may be, or of conduct prejudicial in any way to the interests of the Company, such Member shall be liable to expulsion by a resolution of the Committee, provided

that at least one week before the Meeting at which such resolution is passed he or she shall have had notice thereof and of the intended resolution for his or her expulsion and that he or she shall at such Meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he or she way think fit. Any Member expelled under this Article shall forfeit all rights in and claim upon the Company and its property.

GENERAL MEETINGS

12. The Company 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 Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

13. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

14. The Committee may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

15. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), 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 Independent Examiners) as are under these presents or under the Act entitled to receive such notices from the Company; 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.

16. 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

17. 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 Committee and of the Independent Examiners, the election of members of the Committee in the place of those (if any) retiring, and the appointment of, and the fixing of the remuneration of, the Independent Examiners.

18. 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 two thirds of serving Committee members rounded up to the nearest whole number and six ordinary members personally present shall be a quorum.

19. 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 Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

20. The Chairman (if any) of the Committee 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 some member of the Committee or if no such member be present, or if all the members of the Committee present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

21. 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.

22. 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 Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

23. Subject to the provisions of Article 23, 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.

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

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

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

VOTES OF MEMBERS

27. Every member shall have one vote.

COMMITTEE OF MANAGEMENT

28. The number of the members of the Committee shall not be less than 8 nor more than 12.

29. The first members of the Committee shall be JOHN ALASTAIR REGINALD BELLAMY, ANTHONY CHARLES CLARE, MALCOLM GORDON HOGG, TIMOTHY CHARLES ROBBINS.

30. One third of members of the Committee rounded up to the nearest whole number shall retire from office at every Annual General Meeting of the Company and be eligible for re-election if they so desire and the election of members to the Committee to fill the vacancies caused by such retirement shall take place in the following manner:—

(a) Any two members of the Company may nominate any other member to serve on the Committee. Such nominations shall be in writing and left at the residence of the Secretary or the registered office of the Company seven days before the date of the Annual General Meeting.

(b) Election shall if necessary be by ballot and each Member present at the Annual General Meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies.

(c) If two or more candidates obtain an equal number of votes another ballot shall be taken in respect of such candidates. If such candidates again obtain an equal number of votes, the Chairman of the Meeting has the casting vote.

(d) In case there shall not be a sufficient number of candidates nominated, the Committee may fill the remaining vacancy or vacancies.

31. The Committee may from time to time and at any time appoint any member of the Company as a member of the Committee either to fill a casual vacancy or by way of addition to the Committee, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

32. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Committee.

(a) Committee Members may not hold office for more than 4 years without being re-elected.

POWERS OF THE COMMITTEE

33. The business of the Company shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting.

34. The Committee may from time to time make such arrangements with and grant such special privileges and concessions to Members of the Company who shall have given cash or property of any description to the Company as the Committee shall from time to time determine and may also from time to time cancel abrogate or vary such arrangements privileges or concessions; provided always that such arrangements privileges and concessions or any cancellation withdrawal or abrogation thereof shall not contravene or be inconsistent with the provisions of the Memorandum and Articles of the Company.

35. The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or if summoning a General Meeting, but not for any other purpose.

SECRETARY

36. The Secretary shall be appointed by the Committee for such time, at such remuneration (if any) and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Committee 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

37. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Committee, and in the presence of one member of the Committee and also of the Secretary, and the said member and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signature shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

38. The office of a member of the Committee shall be vacated :—

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (b) If he becomes of unsound mind.
- (c) If he ceases to be a member of the Company.
- (d) If by notice in writing to the Company he resigns his Office.
- (e) If he ceases to hold office by reason of any order under section 188 of the Act.
- (f) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

PROCEEDINGS OF THE COMMITTEE

39. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined two-thirds of the total number of serving Committee members rounded up to the nearest whole number personally present shall be a quorum. Questions arising at any meeting shall be decided on a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

40. A member of the Committee may, and on the request of a member of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

41. The Committee shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Committee at which he shall be present, and may determine for what period he is to hold office, but if no

such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Committee present shall choose one of their number to be Chairman of the meeting.

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

43. The Committee may delegate any of their powers to such sub-committee or sub-committees consisting of such member or members of the Company as they think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee.

44. All acts bona fide done by any meeting of the Committee or of any sub-committee as aforesaid, or by any person acting as a member of the Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee or Sub-committee as the case may be.

45. The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Company and of the Committee and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

46. A resolution in writing signed by all the members for the time being of the Committee or of any sub-committee who are entitled to receive notice of a meeting of the Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

RULES

47. The Committee shall have power to make, vary or repeal all such Rules as they may deem necessary or expedient for the proper conduct and management of the Company or any activities carried on by the Company; provided always that such Rules shall not contravene or be inconsistent with the provisions of the Memorandum and Articles of the Company.

ACCOUNTS

48. The Committee shall cause proper books of account to be kept with respect to :—

- (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

49. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the members of the Committee.

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

51. At the Annual General Meeting in every year the Committee shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than eight months before such meeting, together with a proper balance sheet made up at the same date. Every such balance sheet shall be accompanied by proper

reports of the Committee and the Independent Examiners, 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 documents required by law to be annexed or attached thereto or to accompany the same shall not be less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158(1)(c) of the Act, be sent to the Independent Examiners and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Independent Examiners' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

INDEPENDENT EXAMINATION

52. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Independent Examiner or Examiners.

53. Independent Examiners shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Committee being treated as the Directors mentioned in those sections.

NOTICES

54. A notice may be served by the Company 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.

55. Any member described in the register of members by an address not within the United Kingdom, who shall from to time give the Company 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 Company.

56. 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 letter.

DISSOLUTION

57. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

**NAMES, ADDRESSES AND DESCRIPTIONS
OF INITIAL SUBSCRIBERS**

John Alastair Reginald Bellamy 29 Talbot Avenue Langley, Slough, Bucks	Garage Proprietor
Anthony Charles Clare 331 Uxbridge Road Acton, London, W.3	Building Surveyor
Malcolm Gordon Hogg 125a Hampermill Lane Oxhey, Herts	Bank Official
Timothy Charles Robbins 331 Uxbridge Road Acton, London, W.3	Engineering Buyer
Gary Nicholas John Jobsey 359 Vicarage Road Watford, Herts.	Accountants Articled Clerk
Richard William Scholes 117 Kindersley Way Abbots Langley, Watford, Herts.	Accountants Articled Clerk
Lawrence Frank Edmund Horniblow 11 Elm Court, Albert Road, Watford, Herts.	Accountant

DATED this 26th day of April 1973

WITNESS to the above Signatures of the first above mentioned Subscribers :—

G. J. WILSON
20 Stockensdell,
Knebworth, Herts.

Bank Official

WITNESS to the above Signatures of the last above mentioned Subscribers :—

JOHN SCOTT
Byfield, Pednor Road,
Chesham, Bucks.

Chartered Accountant