

The Companies Act 1985
(as amended by the Companies Act 1989 and the Companies Act 2006)

Company Limited by Guarantee

Special Resolution of

UNITED KINGDOM INDEPENDENCE PARTY LIMITED
(passed on 30th November 2009)

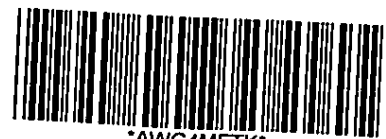
At an Extraordinary General Meeting of the above named company duly convened and held on 30th November 2009 the following resolution was passed as a Special Resolution of the Company

SPECIAL RESOLUTION

That the current articles of association of the Company shall no longer apply to this Company, and that in place of those regulations the articles of association attached hereto and initialled by the shareholders of the Company for the purpose of identification, be adopted by the Company.


.....
CHAIRMAN

TUESDAY



A27

AWG4MFTK

15/12/2009

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COMPANIES HOUSE

The Companies Act 1985 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



ARTICLES OF ASSOCIATION

OF

UNITED KINGDOM INDEPENDENCE PARTY LIMITED

General

1. In these Articles, unless the context otherwise requires:
 - 1.1. "Act" means the Companies Act 1985;
 - 1.2. "Articles" means these Articles of Association as altered from time to time;
 - 1.3. "Company" means United Kingdom Independence Party;
 - 1.4. "Constitution" means the constitution of the Party (as hereinafter defined) as adopted during March 2006 and thereafter as altered from time to time in accordance with its terms;
 - 1.5. "European Union" means the economic and political union of member states, located primarily in Europe and established by the Treaty of Maastricht on 1 November 1993 and the expression "Member States" shall be construed accordingly;
 - 1.6. "National Executive" means the National Executive Committee as referred to in paragraph 7 of the Constitution;
 - 1.7. "Office" means the Registered Office of the Company;
 - 1.8. "Party" means the United Kingdom Independence Party;
 - 1.9. "Qualifying Person" means the Party Leader, the Party Treasurer, the Party Secretary, the Party Chairman and any member of the National Executive regardless of whether such person has been elected or co-opted to such committee;
 - 1.10. "Regulations" means the regulations of Table "A" as contained in the Schedule to the Companies (Tables A to F) Regulations 1985 and the expression "Table A" shall be construed accordingly.

2. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.
3. Regulations 1 through 35, 38, 46(d), 54, 55, 57, 59, 62 through 69, 73 through 80, 82, 83, 87, 89, 91, 100, 102 through 108, 110 and 112 through 117 of Table A shall not apply to the Company but the articles hereinafter contained and, subject to the modifications hereinafter set forth, the remaining regulations of Table A, shall constitute the articles of association of the Company.

Membership

4. Every Qualifying Person may be a member of the Company provided that prior to being admitted to membership of the Company he has executed such form of application as the Directors may from time to time require.
5. No person shall be a member of the Company unless he is a Qualifying Person and every member shall, upon ceasing to be a Qualifying Person shall automatically cease also to be a member of the Company. Membership of the Company shall not be transferable. The first sentence of this Article 5 shall not apply if and so long as the effect of its operation would be to reduce the number of members to less than seven.

General Meetings

6. In accordance with the provisions the Act; 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 directors.
7. The directors may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by Section 368 of the Act. Regulation 37 of Table A shall apply in this context.

Notice of general meetings

8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but any general meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote thereat.
9. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting shall specify the meeting as such.
10. Subject to these Articles, notice of a general meeting shall be given to all the members, to all persons entitled to membership in consequence of the bankruptcy or liquidation of a member, and to the auditors.

Proceedings at General Meetings

11. 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

directors and of the auditors, the election of directors in the place of those retiring, and the appointment, and the determination of the remuneration, of the Auditors.

12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business and remains present throughout the conduct of the business. Two members shall constitute a quorum.
13. 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 30 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. Regulation 45 is modified accordingly.
14. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment, and Regulation 51 is amended accordingly.
15. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be effective as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Votes of Members

16. Subject as provided in Articles 17 and 18 every member shall have one vote
17. No member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any general meeting.
18. A person who is a member by reason only of his holding office as Party Chairman, Party Secretary or (as the case may be) Party Treasurer shall not be entitled to vote on any question either personally or by proxy and in each such case membership shall merely confer the right to attend at general meetings.
19. 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.
20. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. Regulation 60 shall apply insofar as it is not modified by this Article 20.
21. 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 one hour 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 one hour 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 12 months from the date of its execution.

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

Number of Directors

23. Unless otherwise determined by ordinary resolution the number of directors, shall not be subject to any maximum but shall be not less than seven.

Appointment and Retirement of Directors

24. The Directors other than the first Directors shall be the persons from time to time appointed as such by the National Executive. No person other than a Qualifying Person may hold office as a Director of the Company.
25. Each Director shall hold office subject to the provisions of these Articles but may at any time be removed from office by the National Executive.
26. Any such appointment or removal shall be in writing served on the Company and signed by a duly authorised representative of the Executive.
27. Upon any Director ceasing to be a Qualifying Person he shall automatically be deemed to have resigned from his position as a Director of the Company.

Powers of the Directors

28. Subject to the provisions of the Act, the Memorandum of Association and these Articles, and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if such regulation had not been made. The powers given by this article shall not be limited by any special power given to the directors elsewhere in these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
29. The directors for the time being may act notwithstanding any vacancy in their body; provided always that in case the directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act for the purpose of admitting persons to membership of the Association or of summoning a general meeting, but not for any other purpose.

Remuneration of Directors

30. Subject to Regulation 84 of Table A, the directors shall not be entitled to remuneration for the performance of their functions as directors, but directors and members may be paid all expenses reasonably and properly incurred in connection with the performance of the objects of the Company.

Proceedings of Directors

31. The quorum for the transaction of the business of the directors may be determined by the directors and unless so fixed at any other number shall be seven.
32. A person who is a director by reason only of his holding office as Party Chairman, Party Secretary or (as the case may be) Party Treasurer shall not be entitled to vote on any question arising at a meeting

of the directors and in each such case membership shall merely confer the right to attend at directors meetings.

33. Subject to Article 32 above and to the provisions of the Act, a director may vote at a meeting of directors on any resolution on which he would otherwise be prohibited from voting by Regulation 94 provided that before such resolution is moved he discloses to the meeting or is deemed pursuant to Regulation 86 to have disclosed the nature and extent of his interest. Regulation 94 shall be modified accordingly, and Regulation 97 shall apply to the Company.
34. The directors shall appoint one of their number to be the Chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. If the director holding that office is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be Chairman of the meeting.
35. Questions arising at any meeting shall be decided by a majority of votes.
36. A director may, and on the request of a director the secretary shall, at any time summon a meeting of directors by notice served upon the directors. A director who is outside the European Union and that is to say not present in a Member state not be entitled to notice of a meeting. Subject to the foregoing sentence of this Article 36 a director shall receive notice of meetings at such address as he has supplied to the National Executive for the purposes of receiving agendas.
37. All acts bona fide done by any meeting of the directors, or by any person acting as a member of the directors, shall, notwithstanding it is 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 director.
38. The directors shall cause minutes to be made in books kept for the purpose:
 - 38.1. of all appointments of officers made by the directors; and
 - 38.2. of all proceedings at meetings of the Company and of the directors and of committees of directors, including the names of the directors present at each such meeting.

Secretary

39. The secretary shall be appointed by the directors 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.

Accounts

40. The directors shall cause proper accounts to be kept with respect to:
 - 40.1. all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place; and
 - 40.2. the assets and liabilities of the Company.

41. 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.
42. The accounts shall be kept at the Office, and shall be open to the inspection of the members at reasonable times upon reasonable notice, but no member shall (as such) have any right of inspecting any accounting records (as opposed to accounts) or other books of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.
43. At the annual general meeting in every year the directors 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 four months before such meeting, 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 directors and the auditors, and copies of such accounts, 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 less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of Section 240(4) of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

Notices

44. 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.
45. 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.
46. 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.
47. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
48. Every member of the Company undertakes to contribute such amount as may be required not exceeding £1 to its assets, in the event of its 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 ceased 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.
49. 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 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 to an extent at least as great as imposed on the Company under or by virtue of Clause 4 of the Company's Memorandum of Association such 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 the aforesaid provision then to some charitable object.

Names and addresses of subscribers

Roger Maurice Knapman
Coryton House
Coryton
Okehampton
Devon
FX20 4PA

David Charles Lott
Park View
Avenue Road
Wroxall
Isle of Wight
PO38 FG

Michael Henry Nattrass
11 Ladywood Road
Sutton Coldfield
B74 2SW

Dated: 9th January 2004

Witness to the above signatures

Andrew Moore
66 Cilfendon Way
Dorridge
Solihull
B93 8SY

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

UNITED KINGDOM INDEPENDENCE PARTY LIMITED

General

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 - 1.6. "National Executive" means the National Executive Committee as referred to in paragraph 7 of the Constitution;
 - 1.7. "Office" means the Registered Office of the Company;
 - 1.8. "Party" means the United Kingdom Independence Party;
 - 1.9. "Qualifying Person" means the Party Leader, the Party Treasurer, the Party Secretary, the Party Chairman and any member of the National Executive regardless of whether such person has been elected or co-opted to such committee;
 - 1.10. "Regulations" means the regulations of Table "A" as contained in the Schedule to the Companies (Tables A to F) Regulations 1985 and the expression "Table A" shall be construed accordingly.

2. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.
3. Regulations 1 through 35, 38, 46(d), 54, 55, 57, 59, 62 through 69, 73 through 80, 82, 83, 87, 89, 91, 100, 102 through 108, 110 and 112 through 117 of Table A shall not apply to the Company but the articles hereinafter contained and, subject to the modifications hereinafter set forth, the remaining regulations of Table A, shall constitute the articles of association of the Company.

Membership

4. Every Qualifying Person may be a member of the Company provided that prior to being admitted to membership of the Company he has executed such form of application as the Directors may from time to time require.
5. No person shall be a member of the Company unless he is a Qualifying Person and every member shall, upon ceasing to be a Qualifying Person shall automatically cease also to be a member of the Company. Membership of the Company shall not be transferable. The first sentence of this Article 5 shall not apply if and so long as the effect of its operation would be to reduce the number of members to less than seven.

General Meetings

6. In accordance with the provisions the Act; 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 directors.
7. The directors may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by Section 368 of the Act. Regulation 37 of Table A shall apply in this context.

Notice of general meetings

8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but any general meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote thereat.
9. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting shall specify the meeting as such.
10. Subject to these Articles, notice of a general meeting shall be given to all the members, to all persons entitled to membership in consequence of the bankruptcy or liquidation of a member, and to the auditors.

Proceedings at General Meetings

11. 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

directors and of the auditors, the election of directors in the place of those retiring, and the appointment, and the determination of the remuneration, of the Auditors.

12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business and remains present throughout the conduct of the business. Two members shall constitute a quorum.
13. 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 30 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. Regulation 45 is modified accordingly.
14. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment, and Regulation 51 is amended accordingly.
15. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be effective as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Votes of Members

16. Subject as provided in Articles 17 and 18 every member shall have one vote
17. No member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any general meeting.
18. A person who is a member by reason only of his holding office as Party Chairman, Party Secretary or (as the case may be) Party Treasurer shall not be entitled to vote on any question either personally or by proxy and in each such case membership shall merely confer the right to attend at general meetings.
19. 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.
20. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. Regulation 60 shall apply insofar as it is not modified by this Article 20.
21. 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 one hour 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 one hour 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 12 months from the date of its execution.

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

Number of Directors

23. Unless otherwise determined by ordinary resolution the number of directors, shall not be subject to any maximum but shall be not less than seven.

Appointment and Retirement of Directors

24. The Directors other than the first Directors shall be the persons from time to time appointed as such by the National Executive. No person other than a Qualifying Person may hold office as a Director of the Company.
25. Each Director shall hold office subject to the provisions of these Articles but may at any time be removed from office by the National Executive.
26. Any such appointment or removal shall be in writing served on the Company and signed by a duly authorised representative of the Executive.
27. Upon any Director ceasing to be a Qualifying Person he shall automatically be deemed to have resigned from his position as a Director of the Company.

Powers of the Directors

28. Subject to the provisions of the Act, the Memorandum of Association and these Articles, and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if such regulation had not been made. The powers given by this article shall not be limited by any special power given to the directors elsewhere in these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
29. The directors for the time being may act notwithstanding any vacancy in their body; provided always that in case the directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act for the purpose of admitting persons to membership of the Association or of summoning a general meeting, but not for any other purpose.

Remuneration of Directors

30. Subject to Regulation 84 of Table A, the directors shall not be entitled to remuneration for the performance of their functions as directors, but directors and members may be paid all expenses reasonably and properly incurred in connection with the performance of the objects of the Company.

Proceedings of Directors

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33. Subject to Article 32 above and to the provisions of the Act, a director may vote at a meeting of directors on any resolution on which he would otherwise be prohibited from voting by Regulation 94 provided that before such resolution is moved he discloses to the meeting or is deemed pursuant to Regulation 86 to have disclosed the nature and extent of his interest. Regulation 94 shall be modified accordingly, and Regulation 97 shall apply to the Company.
34. The directors shall appoint one of their number to be the Chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. If the director holding that office is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be Chairman of the meeting.
35. Questions arising at any meeting shall be decided by a majority of votes.
36. A director may, and on the request of a director the secretary shall, at any time summon a meeting of directors by notice served upon the directors. A director who is outside the European Union and that is to say not present in a Member state not be entitled to notice of a meeting. Subject to the foregoing sentence of this Article 36 a director shall receive notice of meetings at such address as he has supplied to the National Executive for the purposes of receiving agendas.
37. All acts bona fide done by any meeting of the directors, or by any person acting as a member of the directors, shall, notwithstanding it is 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 director.
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 - 38.1. of all appointments of officers made by the directors; and
 - 38.2. of all proceedings at meetings of the Company and of the directors and of committees of directors, including the names of the directors present at each such meeting.

Secretary

39. The secretary shall be appointed by the directors 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.

Accounts

40. The directors shall cause proper accounts to be kept with respect to:
 - 40.1. all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place; and
 - 40.2. the assets and liabilities of the Company.

41. 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.
42. The accounts shall be kept at the Office, and shall be open to the inspection of the members at reasonable times upon reasonable notice, but no member shall (as such) have any right of inspecting any accounting records (as opposed to accounts) or other books of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.
43. At the annual general meeting in every year the directors 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 four months before such meeting, 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 directors and the auditors, and copies of such accounts, 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 less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of Section 240(4) of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

Notices

44. 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.
45. 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.
46. 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.
47. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
48. Every member of the Company undertakes to contribute such amount as may be required not exceeding £1 to its assets, in the event of its 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 ceased 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.
49. 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 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 to an extent at least as great as imposed on the Company under or by virtue of Clause 4 of the Company's Memorandum of Association such 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 the aforesaid provision then to some charitable object.

Names and addresses of subscribers

Roger Maurice Knapman
Coryton House
Coryton
Okehampton
Devon
FX20 4PA

David Charles Lott
Park View
Avenue Road
Wroxall
Isle of Wight
PO38 FG

Michael Henry Nattrass
11 Ladywood Road
Sutton Coldfield
B74 2SW

Dated: 9th January 2004

Witness to the above signatures

Andrew Moore
66 Cilfendon Way
Dorridge
Solihull
B93 8SY