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COMPANIES LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

RUDOLF STEINER SCHOOL (SOUTH DEVON) LIMITED

1. The name of the Company (hereinafter called “the Association”) is Rudolf Steiner School (South Devon) Limited.
2. The Registered Office of the Association will be situated in England.
3. The object for which the Association is established is to promote and provide for the advancement of education of the public in the teachings of the late Dr Rudolf Steiner and in connection therewith to conduct in the United Kingdom any boarding or day school or schools for the education of children. In furtherance of the objects of the Association but no further or otherwise the Association shall have the following powers:-
 - (A) To establish and carry on a school where pupils, scholars and students may obtain on moderate terms a sound general education upon the principles inaugurated by Rudolf Steiner.
 - (B) To promote the study and practice of all or such of the arts and sciences, including the art of eurythmy, as to the Association may seem expedient.
 - (C) To provide for the delivery and holding of lectures, meetings, exhibitions, classes and conferences in connection with the said school.
 - (D) To grant bursaries, scholarships or free places to any pupils, scholars, students or prospective pupils, scholars or students who are in need of financial assistance.
 - (E) To establish and carry on a kindergarten or kindergartens in connection with, or independently of, any senior school or college.
 - (F) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, hold or dispose of any estate or interest in lands, building, casements, concessions, machinery, plant, stock in trade, goodwill, trade marks, patents copyright or licenses, or any real or personal property or any right, privilege estate or interest.
 - (G) To borrow or raise money for the purpose of the Association, and for that purpose to mortgage or otherwise charge the whole or part of the Association’s undertaking, property and assets upon such terms as the whole Council may think fit, determined by a unanimous vote of the Council. If no consensus is reached, a decision shall be referred to an Extraordinary Meeting of the Association.
 - (H) To pay out of the funds of the Association all expenses of, or incidental to, the formation, registration and advertising of the Association.

- (I) To adapt, alter, construct, maintain and repair, any buildings, classrooms, erections and schools necessary for the objects of the Association.
- (J) To undertake the cost or grant loans for the adaptation, alteration, construction, maintenance or repair of any buildings, classrooms or schools necessary for the objects of the Association.
- (K) To invest the monies of the Association not immediately required upon such securities and in such manner as the Members of the Council may from time to time determine.
- (L) To receive by way of gift, grant, devise or bequest, any land or buildings of any kind, and money, stocks, shares, securities, movable chattels or other real or personal property of any description capable of being used or converted and used for the furtherance of the objects of this Association, whether subject trust or not, for any one or more of the objects of this Association, and to use the same, or the proceeds thereof (subject to any special conditions or directions which may be imposed by the grantors, donors or testators), in the manner deemed best for the carrying out of the objects of this Association.
- (M) To do all such things as are necessary, or the Association may think necessary, for the attainment of the above objects or any of them.

Provided also that the objects of the Association shall not extend to the regulations between workers and employers, or organizations of workers and organizations of employers.

Provided that also in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management have been if no incorporation had been affected, and incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association 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 or other benefit in money or money's worth to the members of the Association.

Provided that nothing herein shall prevent the payment in good faith by the Association to any member of the Council of Management or governing body, member, officer or servant of the Association.

- a) of reasonable and proper remuneration for services actually rendered, including reasonable and proper fees and usual charges for professional services,
- b) of reasonable interest on money lent,
- c) of reasonable and proper rent for premises demised or lent by any member,
- d) of expenses reasonably and properly incurred on behalf of the Association.

The above provisions are on condition that

- i) no person shall be entitled to vote on a resolution nor attend any meeting concerning his own appointment to his office of the Association or any payment made or to be made to him by the association,
- ii) notwithstanding anything contained in the Articles of Association of the Association, no resolution relating to the payment to any member or members of the Council of Management of the Association shall be effective unless it is passed at a meeting at which there is a quorum which comprises not less than one third of the multiple of three next above the total of those entitled to attend the meeting and a majority of the persons who are not remunerated for services being rendered to the Association.

5. The liability of the members of the Association is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up during the time that he is a member, within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amounts as may be required not exceeding £1.
7. If, upon the winding up or dissolution of the Association, 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 Association, but if and so far as effect can be given to the next provision, shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Association, 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof, by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some other charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association: and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year the Accounts of the Association shall be examined and the correctness of the Income and Expenditure Account and the Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

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.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

The Companies Acts 1948 to 1980

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

RUDOLF STEINER SCHOOL (SOUTH DEVON) 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

The Act	The Companies Act 1948, as amended by the Companies Acts 1967 to 1980.
These present	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Company.
The Council	The council of Management of the Association for the time being.
Members	The Members of the Council
The office	The registered off of the Association.
The Seal	The common seal of the Association.
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 reproducing words in a visible form.

Any words importing the singular number 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 association shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

10. The Association 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 Council, 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 Association 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.
11. All General Meetings, other than annual General Meetings, shall be called Extraordinary General Meetings.
12. The Council 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.
13. 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 have been 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 Auditors) as are under presents or under the Act entitled to receive such notices from the Association; 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.
14. 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

15. 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 Council and of the Auditors, the election of members in the place of those retiring and the appointment of, and the fixing of, the remuneration of the Auditors.
16. 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, five members personally present shall be a quorum.
17. 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 Council 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.
18. The Chairman (if any) of the Council 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 Council, or if no such Member be present,

or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

19. 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.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll has previously, or upon the declaration of the result of the show of hands is, demanded by the Chairman or by at least three members present in person. 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 Association 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.
21. Subject to the resolutions of Article 22, 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.
22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
23. In 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.
24. The demand for 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

25. Subject as hereinafter provided, every member shall have one vote.
26. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every sum (if any) which shall be due and payable to the Association 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.
27. Votes may be given on a poll either personally or by proxy. On a show or hands a member present only be 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 authorized representative as provided by Section 139 of the Act. A proxy must be a member.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized 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 authorized in that behalf.

29. 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 be valid after the expiration of twelve months from the date of its execution.
30. 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.
31. 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
 "to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the
 "case may be) General Meeting of the Association to be held on
 " day of and at every
 "adjournment thereof.
 "As witness my hand this day of 20 ."

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

THE COUNCIL

32. Until otherwise determined by a General Meeting, the number of members of the Council shall not be less than three or more than fifteen.
33. the first Members of the Council of Management are: John Benians, Constance Cook, Joanna Daly, Christopher Cooper, Maurice Gascoine, Brien Masters, Don Edwards, Raymond Mitchell and Audrey Salisbury-Smith.
34. The Council may from time to time and at any time appoint any member of the Association as a Member of Council either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded and provided that not more than one Member of the Council shall be a paid employee of the Association and that not more than three Members of the Council shall be a parent of a child for the time being undergoing a course of education at a school conducted by the Association. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
35. No person who is not a member of the association shall in any circumstances be eligible to hold office as a Member of the Council.

36. There shall be no age limit preventing Membership of the Council.

POWERS OF THE COUNCIL

37. The business of the Association shall be managed by the Council, who may pay all such expenses of, both preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by Statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting. No regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
38. The Members of the Council for the time being may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time 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 Council for the purpose of admitting persons to membership of the Association, filling up vacancies of their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

39. The Secretary shall be appointed by the Council 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 177 and 179 of the Act shall apply and be observed. The Council 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

40. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two Members of the Council and of the Secretary, and the said Members 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 Association, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

41. The Office of Member of the Council 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 Association;

- D) If by notice in writing to the Association he resigns his office;
- E) If he becomes prohibited from holding office by reason of any order made under the Act;
- F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

- 42. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the Members of the Council 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.
- 43. The Members 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 amongst them by lot. The length of time a Member has been in office shall be computed from his last election or appointment. A retiring member shall be eligible for re-election.
- 44. The Association may, at the meeting at which a Member 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.
- 45. No person not being a Member retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to the Council 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 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.
- 46. The Association may from time to time in General Meeting increase or reduce the number of Members, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments.
- 47. In addition, and without prejudice to the provisions of Section 184 of the Act, the Association may, by Extraordinary Resolution, remove any Member 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 COUNCIL

- 48. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Subject always to the provisions of Clause 4 of the Memorandum of Association, the Council may determine the quorum necessary for the transaction of business and unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of

votes, the Chairman shall have a second or casting vote.

49. A Member may, and on the request of a Member the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several Members. A member who is absent from the United Kingdom shall not be entitled to notice of a meeting.
50. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within ten minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
51. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the association for the time being vested in the Council generally.
52. The Council may delegate any of its powers to committees consisting of such Member or Members as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council, but provided that all acts and proceedings of any committee shall be reported to the Council as soon as possible.
53. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member, 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.
54. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
55. A resolution in writing, signed by all the Members for the time being, or of any committee of the Council who are entitled to receive notice of a meeting of the Council, or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

56. The Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.
57. The Accounting records shall be kept at the registered office of the Association or, subject to sub-sections (6) and (7) of Section 12 of the Companies act 1976, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Members of the Council.

58. The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than Members of the Council, of the accounts and books of the association, or any of them. Subject to such restrictions, the accounts and books of the Association shall be open to the inspection by such at all reasonable times during business hours.
59. At the Annual General Meeting in every year the Council shall lay before the Association 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 Association), made up to a date not more than nine months before such meetings, 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 Council 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 twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 155 (1) (c) 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. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 12 of the Act.

AUDIT

60. Once at least in every year the accounts of the Association 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.
61. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976, the Members of the Council being treated as the Directors mentioned in those Sections.

NOTICES

62. A notice may be served by the Association upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at his registered address as appearing in the register of members.
63. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association 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 Association.
64. 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 was 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 pre-paid letter.

DISSOLUTION

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

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.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John William James Pilkington, Maryland House, Austin's Close,
Harbertonford, Totnes, Devon Chartered Engineer

John W. Pilkington

David Kemp-Gee, 5 North Street, Ashburton, Newton Abbott,
Devon TQ13 7QJ Chartered Accountant

David Kemp-Gee

Richard Smith, Coachyard Cottage, Sharpham House, Ashprington,
Totnes, Devon TQ9 7UT Shepherd

Richard E. Smith.

Marie-Pierre Corrin, Brook Lodge, Brook House, Dartington,
Totnes, Devon TQ9 6DJ Housewife

Marie P. Corrin

Frankie van der Stock, Hapstead House, Buckfastleigh,
Devon TQ11 0HF Farmer

Frankie van der Stock

Dated this *FIFTH* day of *AUGUST* 1982 .

Witness to the above signatures

(Name)

[Signature]

(Address)

HAPSTEAD VILLAGE

(Occupation)

*BUCKFASTLEIGH DEVON
DIRECTOR.*