

No. of
company

802238

Form 41.

THE COMPANIES ACT 1948.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance with the Requirements of the
Companies Act, 1948, on Application for Registration
of a Company.

Pursuant to Section 15 (2).

Name
of
Company

The Ibbett Trust

Limited.

PUBLISHED AND SOLD BY

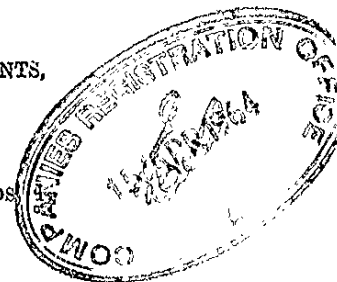
WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS.



Presented by Dixon, Martell & Batcheldor,
64 Harpur Street, Bedford.

I Ewart Kenneth Martell
of 64 Harpur Street, Bedford

(a) "A Solicitor of
the Supreme Court (or
in Scotland a Solicitor)
engaged in the forma-
tion."

or
"A Person named in
the Articles of Asso-
ciation as a Director
or Secretary."

Do solemnly and sincerely declare that I am ^(a) A Solicitor of the
Supreme Court engaged in the formation

of The Ibbett Trust

Limited

And that all the requirements of the Companies Act, 1948,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true and
by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at Bedford in the County of Bedford

the 13th day of April
one thousand nine hundred and sixty four

Before me,

Haru Ibb

* Delete as
necessary.

*A Commissioner for Oaths.
Notary Public.
Justice of the Peace.



UNLIMITED COMPANY HAVING A SHARE CAPITAL

Memorandum of Association

- of -

802236/2

THE IBBETT TRUST

1. The name of the Company (hereinafter called "the Trust") is THE IBBETT TRUST.
2. The registered office of the Trust will be situate in England.
3. The objects for which the Trust is established are:-

(A) To retain or to pay and apply any property for the time being received by the Trust and the property for the time being representing the same and the income of all such premises to or for such purposes in any part of the world which are exclusively charitable according to the law of England and Wales as the Committee of the Trust may from time to time determine.

(B) To do or omit all such acts and things as in the opinion of the Committee are conducive or incidental to the attainment of the foregoing objects and in particular (and without prejudice to the generality of the foregoing):-

(1) To receive (whether by way of gift or otherwise) acquire, hold, manage and transpose any property of any nature (including choses in action and covenants).

(2) To borrow and raise money in any manner whether with or without security or by public appeal or otherwise.

(3) To employ servants and agents.

(4) To support encourage establish or concur in establishing any other charitable institution or charitable purpose.

(5) To make subscriptions grants donations gifts and loans.

(6) To sell lease or otherwise turn to account any property of the Trust.

(7) To invest any moneys of the Trust not immediately required for any of its objects in any manner.



(C) From time to time to purchase or otherwise acquire on such terms and in such manner as the Articles of Association of the Trust may provide any shares in the capital of the Trust.

(D) Provided that:-

(1) None of the property of the Trust nor any of the income thereof shall ever be paid to or applied in any manner whether directly or indirectly for the benefit of Claude Valentine Ibbett or any wife of his or any donor of any property of the Trust or any spouse of any such donor;

(2) The Trust shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation or restriction which if an object of the Trust would make it a Trade Union;

(3) In case the Trust shall take or hold any property which may be subject to any trusts the Trust shall only deal with the same in such manner allowed by law having regard to such trusts; and in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.

4. The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust 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 the Members of the Trust.

Provided that subject to the foregoing proviso (D) (1) in Clause 3 nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration, to any officer or servant of the Trust or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent, or reasonable and proper rent for premises demised or let to the Trust; but so that no member of the Committee of the Trust shall be appointed to any salaried office of the Trust, or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Committee, except payment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Trust.

5. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust but shall be given or transferred to (if the members so determine) some other institution or institutions having objects (being wholly charitable) similar to the objects of the Trust, and

which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Trust under or by virtue of clause 4 hereof, (such institution or institutions to be determined by the members of the Trust at or before the time of dissolution) and if and so far as effect is not given to the aforesaid provision, then to some charitable object.

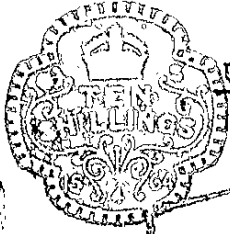
WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber (in words).
<i>Claude Valentine Ibbett</i> Milton House Milton Ernest Bedford Industrialist	One
<i>Cladya Ibbett</i> 19-ADVA IBBETT Milton House Milton Ernest Bedford Married Woman	One
<i>Clifton John Claude Ibbett</i> The Grange Oakley Bedford Company Director	One
<i>Loena Wendy Ibbett</i> The Grange Oakley Bedford Married Woman	One
<i>Kenneth Martell</i> 11 Oneen Drive Age Bedford Inc. Commercial Insurance	One
<i>Edward Kenneth Martell</i> Appleston, Paveham, Bedford Solicitor	One
<i>Grian Stanley Page</i> Leisure 15 Tiverton Road Bedford Chartered Secretary	One.

DATED the 13th day of April 1964.

WITNESS to the above Signatures:-

B. Turvey.
BETTY TURVEY,
c/o 64 Harpur St.
Bedford.



UNLIMITED COMPANY HAVING A SHARE CAPITAL

Articles of Association

802236

- of -

THE IBBETT TRUST

PRELIMINARY.

1. In these regulations :-

"the Act" means the Companies Act, 1948.

"the seal" means the common seal of the Trust.

"secretary" means any person appointed to perform the duties of the secretary of the Trust.

"the United Kingdom" means Great Britain and Northern Ireland.

"the Committee" means the committee of management of the Trust for the time being (and "Committee Member" shall be construed accordingly)

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Trust.

CAPITAL AND MEMBERSHIP

^{maximum}
The number of members with which the Trust proposes to be registered is 100 but the Committee may from time to time register an increase of members.

The share capital of the Trust is ^{10,000} ~~£100,000~~ divided into ~~100,000~~ ^{10,000} shares of £1 each.

4. The members of the Trust shall be the holders of shares therein whose names are entered on the register of members.

5. The Committee may from time to time elect and remove honorary members of the Trust but such honorary membership shall not carry any of the rights privileges or obligations of membership of the Trust nor make the honorary members in law members of the Trust.

OBJECTS OF THE TRUST.

6. The Trust is established with the objects expressed in the Memorandum of Association.
7. No share in the Trust may be issued with any preferred, deferred or other special rights or restrictions.
8. Except as required by law, no person shall be recognised by the Trust as holding any share upon any trust, and the Trust shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
9. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of 2s. 6d. for every certificate after the first or such less sum as the Committee shall from time to time determine. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the Trust shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
10. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of 2s. 6d. or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Trust of investigating evidence as the Committee think fit.
11. The Trust shall not give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Trust nor shall it make a loan for any purpose whatsoever on the security of its shares but nothing in this regulation shall prohibit transactions mentioned in the proviso to section 54 (1) of the Act.

TRANSFER OF SHARES.

12. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and, except as provided by sub-paragraph (4) of Paragraph 2 of the Seventh Schedule to the Act, the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
13. Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares (as well to the Trust or otherwise) by instrument in writing in any usual or common form or any other form which the Committee may approve.

14. The Committee may decline to register the transfer of a share to a person of whom they shall not approve.
15. The Committee may also decline to recognise any instrument of transfer unless the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Committee may reasonably require to show the right of the transferor to make the transfer. 22.
16. If the Committee refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Trust send to the transferee notice of the refusal. 23.
17. The registration of transfers may be suspended at such times and for such periods as the Committee may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

TRANSMISSION OF SHARES.

18. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Trust as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
19. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Committee and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, or (if Trust shall agree) to transfer the same to the Trust but the Committee shall, (save in the latter case) have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be. 24.
20. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Trust a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered or to transfer the share to the Trust (with its consent) he shall testify his election by executing to that person or the Trust (as the case may be) a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member. 25 26
21. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same advantages and liabilities to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect 27

of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Trust.

ALTERATION OF CAPITAL.

22. The Trust may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
23. The Trust may by ordinary resolution:-
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of section 61 (1) (d) of the Act;
 - (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
 - (d) reduce its share capital in any way (and so that the share capital of the Trust shall not be reduced by the transfer of any share to the Trust save where a resolution under this provision shall so provide).

GENERAL MEETINGS.

24. The Trust shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Trust and that of the next. Provided that so long as the Trust holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Committee shall appoint.
25. All general meetings other than annual general meetings shall be called extraordinary general meetings.
26. 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. If at any time there are not within the United Kingdom sufficient Committee members capable of acting to form a quorum, any Committee Members or any two members of the Trust may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

NOTICE OF GENERAL MEETINGS.

27. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one

days' notice in writing at the least, and a meeting of the Trust other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Trust in general meeting, to such persons as are, under the regulations of the Trust entitled to receive such notices from the Trust.

Provided that a meeting of the Trust shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

28. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

29. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Committee and auditors, the election of Committee Members in place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
30. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.
31. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
32. The President, if any, of the Committee shall preside as Chairman at every general meeting of the Trust, or if there is no such President or if he shall not be present within

fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Committee Members present shall elect one of their number to be chairman of the meeting.

33. If at any meeting no Committee Member is willing to act as chairman or if no Committee Member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

34. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

35. 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 on the declaration of the result of the show of hands) demanded:-

(a) by the chairman; or

(b) by at least two members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members holding shares in the Trust conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

36. Except as provided in regulation 38, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

37. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

38. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS.

39. On a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.
40. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
41. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that Court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
42. No member shall be entitled to vote at any general meeting unless all sums presently payable by him in respect of shares in the Trust have been paid.
43. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
44. On a poll votes may be given either personally or by proxy.
45. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Trust.
46. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Trust or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than one hour before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, and, in the case of a poll, not less than the like period before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

47.

An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

" THE IBBETT TRUST

I/We _____, of _____ in
the County of _____, being a
member/members of the above-named Trust, hereby
appoint
of
or failing him,
of
as my/our proxy to vote for me/us on my/our
behalf at the (annual or extraordinary, as the
case may be) general meeting of the Company to
be held on the _____ day of _____ 19 ____
and at any adjournment thereof.

Signed this _____ day of _____ 19 ____

48.

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

49.

A vote given in accordance with the _____ 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, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Trust at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE COMMITTEE

50.

The following shall be the first members of the Committee:- CLAUDE VALENTINE IBBETT, GLADYS IBBETT, LORNA WENDY IBBETT, KENNETH ERNEST PATTI, CLIFTON JOHN CLAUDE AND GWART KENNETH MARTELL

The said Claude Valentine Ibbett shall be the President of the Trust during his life so long as he shall continue a member of the Committee or until he shall by notice in writing to the Trust resign as President.

51.

Subject to the provisions of regulation 59 each Committee Member shall remain a member of the Committee during his life.

52.

The Committee may from time to time elect Honorary Vice-Presidents of the Trust and remove the same from office. An Honorary Vice President need not be a member of the Trust or a Committee Member (and while an Honorary Vice-President he shall be entitled to receive notice of and to attend and vote at meetings of the Committee or of any Sub-Committee on to which he is co-opted and shall be treated for the purposes hereof as a Committee Member).

53.

The number of the Committee shall be ~~four~~ ^{Six} (save so far as the Trust may in general meeting from time to time otherwise determine and apart from any Vice-Presidents and any vacancies may be filled up by the remaining numbers of the Committee (whether or not constituting a quorum) or by the Trust in general meeting. The Trust in general meeting may

also increase or reduce the numbers from time to time of the Committee.

POWERS AND DUTIES OF THE COMMITTEE

54. The business of the Trust shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Trust, and may exercise all such powers of the Trust as are not, by the Act or by these regulations, required to be exercised by the Trust in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in general meeting; but no regulation made by the Trust in general meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made. 59.
55. The Committee may exercise all the powers of the Trust to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Trust or of any third party.
56. The Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Committee, to be the attorney or attorneys of the Trust for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Committee under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Committee may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him. 60.
57. (1) A Committee Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Trust shall declare the nature of his interest at a meeting of the Committee in accordance with section 299 of the Act. 61.
- (2) A Committee Member shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting. 62.
- (3) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Trust, shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, in such manner as the Committee shall from time to time by resolution determine. 63.
58. The Committee shall cause minutes to be made in books provided for the purposes:-
- (a. of all appointments of officers made by the Committee;

- 13
- (b) of the names of the Committee Members present at each meeting of the Committee and of any Sub-Committee of the Committee;
 - (c) of all resolutions and proceedings at all meetings of the Trust and of the Committee, and of Sub-Committees of Committee.

and every Committee Member present at any meeting of the Committee or Sub-Committee shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF COMMITTEE MEMBERS.

59. The office of Committee Member shall be vacated if the Committee Member:-

- (a) makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Committee Member by reason of any order made under section 188 of the Act; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Trust.

PROCEEDINGS OF THE COMMITTEE

60. The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. 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. A Committee Member may, and the Secretary on the requisition of a Committee Member shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any Committee Member for the time being absent from the United Kingdom.

61. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee, and unless so fixed shall be two.

62. The continuing members of the Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of Association as the necessary quorum of Committee Members the continuing Committee Members or Member may act for the purpose of increasing the number of Committee Members to that number, or of summoning a general meeting of the Trust, but for no other purpose.

63. The President shall act as chairman at meetings of the Committee or of any Sub-Committee thereof at which he is present but if he is not present within five minutes after the time appointed for holding any such meeting the Committee Members present may choose one of their number to be chairman of the meeting.

64. The Committee may delegate any of their powers to Sub-Committees consisting of such member or members of the Committee and known by such designations as they think fit; any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.

65. A Committee may meet and adjourn as it thinks proper.

66. Questions arising at any Committee or Sub-Committee meeting shall be determined by a majority of votes of the Committee Members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

67. All acts done by any meeting of the Committee or of a Sub-Committee of the Committee or by any person acting as a Committee Member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Committee 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.

68. A resolution in writing, signed by all the Committee Members being entitled to receive notice of a meeting of the Committee or of any Sub-Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or that Sub-Committee duly convened and held.

SECRETARY.

69. The Secretary shall be appointed by the Committee for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

70. No person shall be appointed or hold office as secretary who is:-

(a) the sole Committee Member of the Trust; or

(b) a corporation the sole Director of which is the sole Committee Member of the Trust.

71. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Committee Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Committee Member and as, or in place of, the Secretary.

THE SEAL.

72. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a Sub-Committee of the Committee authorised by the Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Committee Member and shall be countersigned by the secretary or by a second Committee Member.

ACCOUNTS.

73. The Committee shall cause proper books of account to be kept with respect to the Trust and its activities, generally and in particular with respect to:-

(a) all sums of money received and expended by the Trust and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by the Trust and

(c) the assets and liabilities of the Trust.

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 Trust's affairs and to explain its transactions.

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

75. The Committee shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being Committee Members and no member (not being a Committee Member) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Committee or by the Trust in general meeting.

76. The Committee shall from time to time in accordance with sections 148, 150 and 157 of the Act cause to be prepared and to be laid before the Trust in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

77. A copy of every balance sheet (including every document required by law to be annexed hereto) which is to be laid before the Trust in general meeting, together with a copy of the auditors' report, shall not less than Twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Trust and to every person (other than the Trust) registered under regulation 20. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Trust is not aware or to more than one of the joint holders of any shares or debentures.

AUDIT.

78. Auditors shall be appointed and their duties regulated in accordance with section 159 to 162 of the Act.

NOTICES.

79. A notice may be given by the Trust to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Trust for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at

which the letter would be delivered in the ordinary course of post.

80. A notice may be given by the Trust to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

81. A notice may be given by the Trust to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

82. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Trust an address within the United Kingdom for the giving of notices to them;

(b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Trust.

No other person shall be entitled to receive notices of general meetings.

Names, Addresses and Descriptions of Subscribers

Claude Valentine Ibbett
CLAUDE VALENTINE IBGETT
Mill House Milton Ernest
Bedford

Industrialist

Gladys Ibbett
GLADYS IBGETT
Mill House Milton Ernest
Bedford

Married Woman

Clifton John Claude Ibbett
CLIFTON JOHN CLAUDE IBGETT
The Grange Oakley
Bedford

Company Director

Lorna Wendy Ibbett
LORNA WENDY IBGETT
The Grange Oakley
Bedford

Married Woman

Kenneth Ernest Partridge
KENNETH ERNEST PARTRIDGE
14 Queens Drive
Bedford

The Commercial
Accountant

Ewart Kenneth Martell
EWART KENNETH MARTELL
Anglestones Ravenham
Bedford

Solicitor

Brian Stanley Page
BRIAN STANLEY PAGE
Le Livre 15 Twicken Road
Bedford

Chartered
Secretary.

DATED the 13th day of April. 1964.

WITNESS to the above Signatures:-

B. Turner
BETTY TURBOY
c/o 64 Harpur St.
Bedford.

Secretary.

DUPLICATE FOR THE FILE

No 502236



UNLIMITED COMPANY
Certificate of Incorporation

I Hereby Certify that

THE IBBETT TRUST

is this day Incorporated under the Companies Act, 1948.

Given under my hand at London this **TWENTY-THIRD** day of
APRIL One Thousand Nine Hundred and **SIXTY FOUR.**

L. R. Langford
 Registrar of Companies.

Certificate
 received by }

[Signature]

Date **27-4-64**