

FILE COPY



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

Company No. 4672490

The Registrar of Companies for England and Wales hereby certifies that
DEBENHAM VILLAGE HALL AND PLAYING FIELD TRUST

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 20th February 2003



N04672490J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Please complete in typescript, or in bold black capitals

Declaration on application for registration

CHFP001

Company Name in full

DERENHAM VILLAGE HALLAND PLAYING FIELD TRUST

I, MARK DAVID ANDERSON signing on behalf of SWIFT INCORPORATIONS LIMITED

† Please delete as appropriate

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

[Handwritten signature]

Declared at 21 ST THOMAS STREET BRISTOL BS1 6JS

Day Month Year

on 18 02 2003

* Please print name.

before me* GEORGE KEPPE

Signed

[Handwritten signature]

Date

18/02/2003

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

JORDANS LIMITED 729512 21 ST THOMAS STREET BRISTOL BS1 6JS Tel 0117 923 0600 DX number DX exchange



A12 COMPANIES HOUSE 0900 19/02/03

When you have completed and signed the form please send it to the Registrar of Companies at: Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh for companies registered in Scotland



30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHFP001

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

[Empty box]

Company Name in full

DEBENHAM V ILLAGE HALL AND PLAYING FIELD TRUST

I, CHRISTOPHER CHARLES HADLER signing on behalf
of SWIFT INCORPORATIONS LIMITED

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

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Hadler

Declared at

Lyons Davidson

Day Month Year

on 1 8 0 2 2 0 0 3

undelivered please return to:

51 Victoria Street, Bristol BS1 6AD

• Please print name

before me •

KAREN ZAHRA COLES BROWNE

Signed

K. Browne

Date

18/2/03

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

JORDANS LIMITED

TX99Z

21 ST THOMAS STREET

BRISTOL BS1 6JS

Tel 0117 918 1320

DX number 78161

DX exchange BRISTOL



A12
COMPANIES HOUSE

0899
19/02/03

When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



10

Please complete in typescript, or in bold black capitals.

CHFP001

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

[Empty box]

Company Name in full

DEBENHAM VILLAGE HALL AND PLAYING FIELD TRUST

Proposed Registered Office

DEBENHAM LEISURE CENTRE

(PO Box numbers only, are not acceptable)

GRACECHURCH STREET, DEBENHAM

Post town

STOWMARKET

County / Region

SUFFOLK

Postcode

IP14 6BL

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

X

Agent's Name

JORDANS LIMITED

Address

21 ST THOMAS STREET

[Empty box]

Post town

BRISTOL

County / Region

[Empty box]

Postcode

BS1 6JS

Number of continuation sheets attached

[Empty box]

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

JORDANS LIMITED 779512

21 ST THOMAS STREET BRISTOL

BS1 6JS Tel 0117 923 0600

X number

DX exchange

When you have completed and signed the form please send it to the registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh for companies registered in Scotland



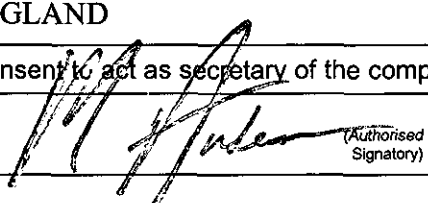
A12 COMPANIES HOUSE 0898 19/02/03

A08 COMPANIES HOUSE 0895 13/02/03

Company Secretary (see notes 1-5)

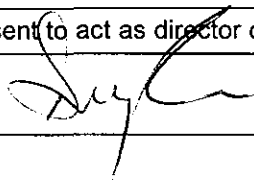
NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)	RICHARD WILLIAM		
	Surname	BLACKWELL		
	Previous forename(s)			
	Previous surname(s)			
	Address	2 CLOVER COURT		
Usual residential address For a corporation, give the registered or principal office address.		DEBENHAM		
	Post town	STOWMARKET		
	County / Region	SUFFOLK	Postcode	IP 14 6SG
	Country	ENGLAND		
	I consent to act as secretary of the company named on page 1			
Consent signature	R. Blackwell		Date	10/02/03

Joint Company Secretary

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)			
	Surname	SWIFT INCORPORATIONS LIMITED		
	Previous forename(s)			
	Previous surname(s)			
	Address	1 MITCHELL LANE		
Usual residential address For a corporation, give the registered or principal office address.				
	Post town	BRISTOL		
	County / Region		Postcode	BS1 6BU
	Country	ENGLAND		
	I consent to act as secretary of the company named on page 1			
Consent signature	 <small>(Authorised Signatory)</small>		Date	12/02/2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR		*Honours etc	
* Voluntary details	Forename(s)	DAVID ROBERT			
	Surname	HUGHES			
	Previous forename(s)				
	Previous surname(s)				
	Address	CHESTERS, LOW ROAD			
Usual residential address		DEBENHAM			
For a corporation, give the registered or principal office address.	Post town	STOWMARKET			
	County / Region	SUFFOLK	Postcode	IP14 6QU	
	Country	ENGLAND			
	Date of birth	Day	Month	Year	Nationality
		05	01	1959	BRITISH
	Business occupation	PROPERTY DEVELOPER			
	Other directorships	HIGHLAND PROPERTY LTD; HIGHLAND HOMES LTD; HIGHLAND HOMES NEWMARKET LTD; HIGHLAND HOMES CAMBRIDGE LTD			
	I consent to act as director of the company named on page 1				
	Consent signature			Date	10/02/03

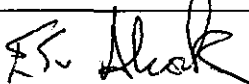
Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc		
* Voluntary details	Forename(s)				
	Surname				
	Previous forename(s)				
	Previous surname(s)				
	Address				
Usual residential address					
For a corporation, give the registered or principal office address.	Post town				
	County / Region		Postcode		
	Country				
	Date of birth	Day	Month	Year	Nationality
	Business occupation				
	Other directorships				
	I consent to act as director of the company named on page 1				
	Consent signature			Date	


Directors (see notes 1-5)**Form 10 Continuation Sheet**

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	EDWARD GEORGE NOEL		
	Surname	ALCOCK		
	Previous forename(s)			
	Previous surname(s)			
Address	65, GARDENERS ROAD			
Usual residential address	DEBENTHAM			
For a corporation, give the registered or principal office address.	Post town	STOWMARKET		
	County / Region	SUFFOLK	Postcode	IP14 6RX
	Country	ENGLAND		
	Date of birth	Day: 25	Month: 12	Year: 1937
	Nationality	BRITISH		
	Business occupation	CHARTERED ENGINEER		
	Other directorships	PORTSUPPORT LTD		
	I consent to act as director of the company named on page 1			
Consent signature			Date	10/02/03

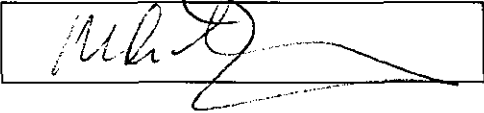
Directors (see notes 1-5)

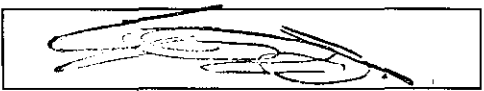
Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	RICHARD WILLIAM		
	Surname	BLACKWELL		
	Previous forename(s)			
	Previous surname(s)			
Address	2 CLOVER COURT			
Usual residential address	DEBENTHAM			
For a corporation, give the registered or principal office address.	Post town	STOWMARKET		
	County / Region	SUFFOLK	Postcode	IP14 6SG
	Country	ENGLAND		
	Date of birth	Day: 04	Month: 07	Year: 1953
	Nationality	BRITISH		
	Business occupation	PAYROLL MANAGER		
	Other directorships	DEBENTHAM COMMUNITY CENTRE LTD		
	I consent to act as director of the company named on page 1			
Consent signature			Date	10/02/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc		
* Voluntary details	Forename(s)	MICHAEL ARTHUR			
	Surname	SIZZEY			
	Previous forename(s)				
	Previous surname(s)				
Address	57, HENNIKER ROAD				
Usual residential address	DEBENTHAM				
For a corporation, give the registered or principal office address.	Post town	STOWMARKET			
	County / Region	SUFFOLK	Postcode	IP14 6RG	
	Country	ENGLAND			
	Date of birth	Day: 28	Month: 09	Year: 1940	
	Nationality	BRITISH			
	Business occupation	HEATING AND PLUMBING ENGINEER			
	Other directorships	DEBENTHAM COMMUNITY CENTRE LIMITED			
	I consent to act as director of the company named on page 1				
	Consent signature			Date	10/02/03

This section is signed by an agent on behalf of all subscribers	Signed		Date	12/02/2003
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Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

DEBENHAM VILLAGE HALL AND PLAYING FIELD TRUST

1. The Company's name is "DEBENHAM VILLAGE HALL AND PLAYING FIELD TRUST".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are to benefit the general public in the parish of Debenham and the surrounding area, in particular but not exclusively, through the provision of a village hall, grounds and facilities for the recreation and other leisure time occupations of the said inhabitants in the interests of social welfare and so that their conditions of life may be improved.

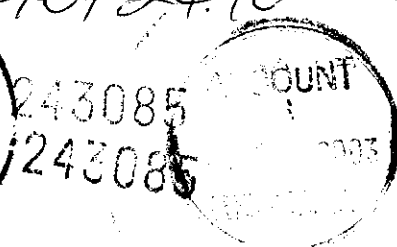
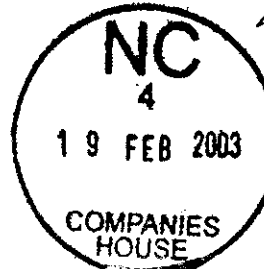
In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-

(a) To hold on trust the land and buildings belonging to the charity known as the Village Hall, regulated by lease and trust deed dated 3rd May 1972, and the land belonging to the charity known as the Playing Field, regulated by conveyance and trust deed dated 3rd April 1967, for the purposes of a village hall and recreation ground as aforesaid.

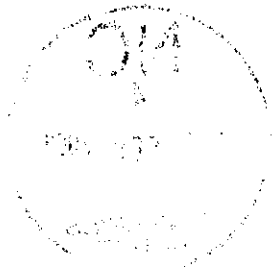
(b) To acquire and own or take on lease and to make use of and occupy any land and buildings for the above purposes or any purposes incidental thereto or for any other purposes within the objects of the Company.

(c) To create, develop, promote, maintain and operate a community meeting centre, recreation ground, tuition facilities, educational facilities, resource centres, display areas, galleries, rehearsal rooms, communications facilities, television, recording, video, sound and multi-media broadcasting and recording studios and associated facilities.

(d) To provide open access to the Company's premises, facilities and activities for all sections and members of the community including people of all ages and those with physical, mental and learning disabilities, and to collaborate



A12 *A0DM6ILD* 0897
COMPANIES HOUSE 19/02/03
A08 *A0Y8M1FP* 0894
COMPANIES HOUSE 13/02/03



with, advise, assist and work in partnership with arts organisations, musicians, actors, dancers, performers, artists, therapists, and care staff, educationalists, teachers, lecturers, trainers, colleges, schools, schoolchildren, students, post graduates, media organisations and their staff, local and national businesses, theatres, museums, community groups, charities and charitable bodies, local authorities, government departments, official bodies of all kinds and any companies, businesses, persons, bodies or organisations.

(e) To prepare and maintain grounds for recreational use and for other purposes of the Company, and provide stands, terraces, pavilions, club houses, lavatories, refreshment rooms, changing rooms, bathrooms and all other conveniences and amenities in connection therewith.

(f) To hold, conduct and arrange games, matches, competitions, athletic sports and displays and to use or permit the use of the grounds, clubhouses, facilities and other property of the Company for any sporting activity and for all forms of public and private entertainment or meeting, whether organised by the Company or not.

(g) To establish, maintain and operate restaurants, cafés and refreshment facilities and to supply provisions, refreshments, and all other requirements and to supply to tenants and occupiers catering and other services and all conveniences and amenities commonly required.

(h) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.

(i) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that the Company shall only undertake such trading activities in raising funds for the above mentioned charitable objects as are permitted by law.

(j) To lend money to and to take security for such loans from and to guarantee and become or give security for the performance of contracts and obligations by any charitable organisation or body.

(k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.

(l) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.

(m) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as

may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.

(n) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects.

(o) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.

(p) Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company.

(q) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.

(r) To provide indemnity insurance to cover the liability of the trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

(s) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body.

(t) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.

(u) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.

(v) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.

(w) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:-

(a) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(b) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(c) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the trustees of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company, and no trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

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

(a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a trustee) for any services rendered to the Company;

(b) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his appointment or remuneration, or that of his partner, is under discussion;

(c) of interest on money lent by any member of the Company or of its trustees at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

(d) of reasonable and proper rent for premises demised or let by any member of the Company or its trustees;

(e) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the capital of that company; and

(f) to any trustee of reasonable out-of-pocket expenses; and

(g) of any premium in respect of any such indemnity insurance as is permitted by Clause 3(r) of the Memorandum of Association of the Company.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

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

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and addresses of Subscribers

M.A. Sizzey

M.A. SIZZLEY

57, HENNINGER ROAD, DEBENHAM STOWMARKET
SUFFOLK IP14 6RG.

R.G.N. Alcock

R.G.N. ALCOCK,

65, GARDENERS ROAD, DEBENHAM, STOWMARKET, IP14 6RX

R. Blackwell

R. BLACKWELL

2 CLOVER COURT, DEBENHAM, STOWMARKET, IP14 6SG.

D.R. Hughes

D.R. HUGHES

Chesters, Low Road, Debenham, Stowmarket, Suffolk IP14 6QU

Dated 10 FEBRUARY 2003

Witness to the above Signatures:-

CL Bassett

CL BASSETT
2 LIME GROVE
SADBURY
SUFFOLK
CO10 7PE

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

DEBENHAM VILLAGE HALL AND PLAYING FIELD TRUST

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"the seal" means the common seal of the Company.

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

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

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 Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof for the time being in force.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the trustees shall admit to membership shall be members of the Company. Every

member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. Unless the trustees or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 66, the trustees may in their absolute discretion permit any member of the Company to retire, provided (regardless of any other provision pursuant to Article 66) that after such retirement the number of members is not less than three.

GENERAL MEETINGS

5. The Company 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 notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company 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 trustees shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The trustees may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient trustees capable of acting to form a quorum, any trustee or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the trustees.

NOTICE OF GENERAL MEETINGS

7. 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 Company 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 Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, 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 representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

8. 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

9. 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, three members present in person or one-tenth of the membership, whichever shall be the greater shall be a quorum. 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 trustees may determine.

10. The chairman, if any, of the trustees shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, 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 trustees present shall elect one of their number to be chairman of the meeting.

11. If at any meeting no trustee is willing to act as chairman or if no trustees are 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.

12. 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.

13. 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.

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 proceedings of the Company 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.

14. Except as provided in Article 16, 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.

15. 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.

16. 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

17. Every member shall have one vote.

18. 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.

19. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

20. (a) Any member of the Company entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the Meeting.

(b) On a poll votes may be given either personally or by proxy.

21. 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 Company.

22. 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 Company or at such

been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

27. Any corporation which is a member of the Company may by resolution of its trustees or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

TRUSTEES

28. The maximum number of trustees shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number and the minimum number of trustees shall be three.

29. The trustees shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the trustees or any committee of the trustees or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

30. The trustees may in furtherance of the objects of the Company but not otherwise exercise all the powers of the Company to borrow money, and, subject always to Sections 38 and 39 of the Charities Act 1993, to mortgage or charge its undertaking and property, 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 Company or of any charitable organisation or body subject to such consents as may be required by law.

POWERS AND DUTIES OF THE TRUSTEES

31. (a) The business of the Company shall be managed by the trustees, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the trustees which would have been valid if that regulation had not been made.

(b) In the exercise of the aforesaid powers and in the management of the business of the Company, the trustees shall always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

32. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by not less than two persons authorised by resolution of the trustees from time to time.

33. The trustees shall cause minutes to be made in books provided for the purpose:-

(a) of all appointments of officers made by the trustees;

(b) of the names of the trustees present at each meeting of the trustees and of any committee of the trustees;

(c) of all resolutions and proceedings at all meetings of the Company, and of the trustees and of committees of the trustees.

DISQUALIFICATION OF TRUSTEES

34. The office of trustee shall be vacated if the trustee:-

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(b) becomes prohibited from being a trustee by reason of Section 72 of the Charities Act 1993 or any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a trustee; or

(c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

(d) resigns his office by notice in writing to the Company; or

(e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.

35. A trustee shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF TRUSTEES

36. At the first Annual General Meeting of the Company all the trustees shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the trustees for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

37. The trustees to retire in every year shall be those who have been longest in office since their last election, but as between persons who became trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

38. A retiring trustee shall be eligible for re-election.
39. The Company at the meeting at which a trustee retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring trustee 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 trustee shall have been put to the meeting and lost.
40. No person other than a trustee retiring at the meeting shall unless recommended by the trustees be eligible for election to the office of trustee at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
41. The Company may from time to time by ordinary resolution increase or reduce the number of trustees, and may also determine in what rotation the increased or reduced number is to go out of office.
42. The trustees shall have power at any time, and from time to time, to appoint any person to be a trustee, either to fill a casual vacancy or as an addition to the existing trustees, but so that the total number of trustees shall not at any time exceed any maximum number fixed in accordance with these Articles. Any trustee so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the trustees who are to retire by rotation at such meeting.
43. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any trustee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such trustee.
44. The Company may by ordinary resolution appoint another person in place of a trustee removed from office under the immediately preceding Article. Without prejudice to the powers of the trustees under Article 42 the Company in General Meeting may appoint any person to be a trustee either to fill a casual vacancy or as an additional trustee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a trustee on the day on which the trustee in whose place he is appointed was last elected a trustee.

PROCEEDINGS OF THE TRUSTEES

45. The trustees 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 the case of an equality of votes the chairman shall have a second or casting vote. A trustee may, and the secretary on the requisition of a trustee shall, at any time summon a meeting of the trustees.

It shall not be necessary to give notice of a meeting of the trustees to any trustee for the time being absent from the United Kingdom.

46. The quorum necessary for the transaction of the business of the trustees may be fixed by the trustees, and unless so fixed shall be three or one-third of the number of trustees for the time being whichever shall be the greater number.

47. The continuing trustees 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 the Company as the necessary quorum of trustees, the continuing trustee(s) may act for the purpose of increasing the number of trustees to that number, or of summoning a General Meeting of the Company, but for no other purpose.

48. The trustees may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the trustees present may choose one of their number to be chairman of the meeting.

49. The trustees may delegate any of their powers to committees consisting of such majority of members of their body 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 trustees and shall fully and promptly report all acts and proceedings to the trustees as soon as is reasonably practicable.

50. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

51. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

52. All acts done by any meeting of the trustees or of a committee of the trustees, or by any person acting as a trustee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a trustee.

53. A resolution in writing, signed by all the trustees for the time being entitled to receive notice of a meeting of the trustees, shall be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held.

SECRETARY

54. Subject to Section 13(5) of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration and upon such conditions as the

trustees may think fit; and any secretary so appointed may be removed by it: Provided always that no trustee may occupy the salaried position of secretary.

55. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a trustee and the secretary shall not be satisfied by its being done by or to the same person acting both as trustee and as, or in place of, the secretary.

THE SEAL

56. If the Company has a seal the trustees shall provide for its safe custody and it shall only be used by the authority of the trustees or of a committee of the trustees authorised by the trustees in that behalf, and every instrument to which the seal shall be affixed shall be signed by a trustee and shall be countersigned by the secretary or by a second trustee or by some other person appointed by the trustees for the purpose.

ACCOUNTS

57. The trustees shall cause accounting records to be kept in accordance with the provisions of the Act.

58. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the trustees thinks fit, and shall always be open to the inspection of the officers of the Company.

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

60. The trustees shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.

61. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report (if any), and trustees' report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Company and every person entitled to receive notice of General Meetings of the Company.

AUDIT

62. If required by the Act auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

63. A notice may be given by the Company 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 Company 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.

64. 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 Company an address within the United Kingdom for the giving of notices to them;

(b) every person being a trustee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting;

(c) the auditors for the time being of the Company (if any); and

(d) each trustee.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

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

RULES OR BYE LAWS

66. (a) The trustees may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-

(i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.

(ii) The conduct of members of the Company in relation to one another, and to the Company's servants.

(iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at General Meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by these presents.

(v) And, generally, all such matters as are commonly the subject matter of company rules.

(b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the trustees shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

INDEMNITY

67. (a) Every trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no trustee or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.


(b) The trustees shall have power to purchase and maintain for any such insurance as is permitted by Clause 3(r) of the Company's Memorandum of Association.

Names and addresses of Subscribers



M.A. SIZZLEY

57, HENNIKER ROAD, DEBENHAM STONMARKET
SUFFOLK IP14 6RG.

 - E.S.N. ALCOCK

65, GARDENERS ROAD, DEBENHAM, STONMARKET IP14 6RX

R. Blackwell

R. BLACKWELL

2 CLOVER COURT, DEBENHAM, STONMARKET, IP14 6SQ.



D. R. Hughes
Charters, Low Road, Debenham, Stonmarket, Suffolk. IP14 6AU

Dated 10 February 2003

Witness to the above Signatures:-



CL BASSETT
2 LIME GROVE, SODBURY
SUFFOLK
CO10 7PE