

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
THE LYTTELTON WELL LIMITED

(As altered by Special Resolutions passed on the 11th day of March 1993 and the 26th day of April 1993)

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act 1985
The Company	The above named Company
These presents	These Articles of Association and the regulations of the Company from time to time in force
The Council	The Council of Management for the time being of the Company
The Office	The registered office of the Company
The Seal	The Common Seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number and vice versa;

Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof for the time being in force shall, if not inconsistent with the subject of context, bear the same meanings in these presents.

2. The number of members with which the Company proposes to be registered is not more than fifty seven but the Council may from time to time register an increase of members.

3. The provisions of Section 352 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Company is established for the purposes expressed in the Memorandum of Association.

5. The Membership of the Company shall consists of the Vicar for the time being of the Church of Great Malvern St Mary and St Michael Priory in the Diocese of Worcester, or, for any period during which there shall be no such person, a suitable person appointed in writing by the Bishop of the said Diocese, together with fifty six representatives from the participating Churches of which at least 25% shall be from the said church of Great Malvern St Mary and St Michael priory provided that this Article shall not be capable of alteration or amendment save with the approval of 80% of all registered members of the Company.

GENERAL MEETINGS

6. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it. Provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General meeting within eighteen months after its incorporations it need not hold it in the year of its incorporation or in the following year.

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

8. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.

9. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company but with the consent of all the members having the right to attend and vote thereat or of such proportion of them as is prescribed by the Act in the case

of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

10. The accidental omission to give notice of a meeting to or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of income and expenditure account and balance sheet, and the reports of the Council and of the Auditor and the appointment of, and the fixing of the remuneration of, the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business, save as herein otherwise provided, one third of the duly elected members shall be a quorum.

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The Chairman of the Council shall preside as Chairman at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the results of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the 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.

17. Subject to the provision of Article 18 if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

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

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

VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.

22. Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, a proxy must be a member of the Company.

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.

25. The instrument appointing a proxy and the power of attorney or other authority, (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting which the person named in the instrument proposes to vote, or, in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity, or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

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

"I,

"of

"a member of the Lyttelton Well Limited

“hereby appoint
“of
“another member of the Company, and failing him,
“of
“another member of the Company, to vote for me and on my behalf at the
“Annual (or extraordinary, or adjourned, as the case may be) General Meeting
“of the Company to be held on the day of , and at every
“adjournment thereof.”
At Witness my hand this day of 19 .

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

COUNCIL OF MANAGEMENT

28. (a) The business of the Company shall be managed by a Council which shall consist of not more than ten members for the time being of the Company, plus the Secretary and Treasurer.

(b) The Council may co-opt non-members of the Company on to the Council for specialist purposes up to a maximum of two person at any one time, but such persons shall have no right to vote.

POWERS OF THE COUNCIL

29. The business of the Company shall be managed by the Council, who may pay all such expenses of, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or 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 Council which would have been valid if that regulation had not been made.

SECRETARY

30. (a) Subject to Section 13(5) of the Act, the secretary may be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any secretary so appointed may be removed by it: Provided always that no member of the Council may occupy the salaried position of secretary.

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

THE SEAL

31. The Seal of the Company shall not be affixed to any instrument except, by the authority of a resolution of the Council, and in the presence of at least one member of the Council and of the Secretary and the said member and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or persons bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

32. The office of a member of the Council shall be vacated:-
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - (b) If he comes of unsound mind
 - (c) If he ceases to be a member of the Company
 - (d) If by notice in writing to the Company he resigns his Office
 - (e) If he becomes prohibited from being a member of the Council by reason of any order made under Section 300 of the Act or an order made under any provision of the Company Directors Disqualification Act 1986; or
 - (f) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act
 - (g) At the first Annual General meeting following the date on which he attains the age of 75 years
 - (h) If he 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.

PROCEEDING OF THE COUNCIL

33. The Council may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, one third of the total number of the Council appointed shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

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

35. The Council 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 members of the Council present may choose one of their number to be Chairman of the meeting.

36. The Council may delegate any of their powers to committees consisting of such member or 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 Council.

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

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

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

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

ACCOUNTS

41. The directors shall cause accounting records to be kept in accordance with section 221-223 inclusive of the Companies Act 1985.

42. The accounting records shall be kept at the registered office of the Company or, subject to section 222(i) of the Companies Act 1985 at such other place or places as the directors think fit, and shall always be open to the inspection of the officers of the Company.

43. At the Annual general Meeting in every year the Council shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors report shall be open to inspection and be read before the meeting as required by the provisions of the Act.

AUDIT

44. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

45. A notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members.

46. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.