

Company No: 2410415

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum
and Articles
of Association of

BRIDGWATER GUY FAWKES CARNIVAL LIMITED

(Incorporated the 2nd day of August 1989)

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THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

BRIDGWATER GUY FAWKES CARNIVAL LIMITED

1. The Company's name is "BRIDGWATER GUY FAWKES CARNIVAL LIMITED".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:
 - (a) To advance any charitable purpose for the benefit of the community in the town of Bridgwater and elsewhere in Somerset, in particular but not exclusively to advance, promote, encourage and develop public education in the arts and crafts which are linked to the ancient traditional Guy Fawkes Carnival held in November each year in the Borough of Bridgwater.
 - (b) In furtherance of the aforementioned objects, the trustees may retain discretion to be able to support any charitable purpose (through monies raised) whilst advancing education within arts and crafts for all participants of the Carnival and the wider community while assisting good causes and charitable organisations within Bridgwater and elsewhere in Somerset.
 - (c) In furtherance of the aforementioned objects, the trustees shall organise and promote the procession, concerts, squibbing displays, fairs, fetes, gatherings, sports events, and events of every description.
 - (d) To purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Company.
 - (e) To retain or employ managerial professional or technical advisers or workers in connection with the objects of the Company and to pay reasonable and proper salaries or fees for their services.
 - (f) To purchase, take on lease or in exchange, hire or otherwise dispose of any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the Company and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
 - (g) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company.
 - (h) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be expedient in the promotion of its objects.
 - (i) To undertake and execute any charitable trusts having primary objects wholly or partly similar to those of the Company and which may lawfully be undertaken by the Company.

- (j) To borrow or raise money in such manner on such terms and on such security as the company thinks fit, and whether by the creation and issue of debentures of debenture stock or otherwise.
 - (k) To invest the moneys of the Company not immediately required for its purpose in or upon such investments, securities or property as may be thought fit to the intent that the company shall have the same full and unrestricted powers of investment as an absolute beneficial owner, but subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also hereinafter provided.
 - (l) To establish and support pension and superannuation schemes for the benefit of persons employed by the Company, and to grant pensions or retiring allowances to persons who have been employed by the Company or to their dependants.
 - (m) To undertake and execute any trusts or agency business which may seem directly or indirectly conducive to any of the objects of the Company.
 - (n) To purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the charitable associations, societies or bodies with which this Company is authorised to co-operate or federate.
 - (o) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company 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 profits or remuneration to the members of the Company or to Company officers, except that a Director or Officer is entitled to be reimbursed from the property of the company or may pay out of such property reasonable expenses incurred by him or her when acting on behalf of the company. Nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any Member of the Company.
5. The liability of the Members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year afterwards for payment of the debts and liabilities of the Company 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 amongst themselves, such amount as may be required not exceeding £1.00 (one pound).
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 among its or their members 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 Council of Officers at or before the time of dissolution and if so far as effect cannot be given to such provision then to some charitable object.

THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

BRIDGWATER GUY FAWKES CARNIVAL LIMITED

INTERPRETATION

1. In these Articles: -

“the Act” means the Companies Act 1985.

“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.

“Corporation” includes any body corporate, any county district or other public authorities and any unincorporated association.

“the Directors” means the Board of Management of the Company.

“the Council of Officers” means the Officers duly appointed at the A.G.M. to manage the day to day affairs of the Company.

“a Sub-Committee” means a duly authorised committee of members elected from the Company.

“Carnival” means the Bridgwater Guy Fawkes Carnival of persons.

“member” means a member of the Company.

“Gang and Feature” means any group or body of the Bridgwater Gangs and Features Association participating in the Carnival activities examples of such participation are the provision of floats, features and sideshows at the Carnival.

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 acts or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The Company is established for the purposes expressed in the Memorandum of Association.
3. The number of members with which the Company proposes to be registered is 80 but the General Committee may from time to time register an increase of Members.
4.
 - (a) The Subscribers to the Memorandum of Association and such other persons as the General Committee shall admit to membership shall be members of the Company.
 - (b) Each Gang and Feature shall be entitled to appoint one of their number as a member of the Company.
 - (c) The rights and privileges of a member shall not be transferable save that a member representing a Gang or Feature may be replaced at the discretion of the Gang or Feature concerned.
 - (d) No person shall be admitted to membership unless he is prepared to assist to the best of his ability in the advancement of the main objects of the Company.
5.
 - (a) Every person or corporation desiring to become a member save for the subscriber members must sign and return to the Secretary a witnessed application to be admitted to membership of the Company in accordance with the Memorandum and Articles of Association.
 - (b) The General Committee shall have absolute discretion to approve or disapprove any such application, whether or not the application relates to a member representative of a Gang or Feature.
 - (c) In the case of applications approved under sub-clause 5(b) of this article the secretary shall forthwith enter the name of such person or corporation in the books of the Company and upon such entry such person shall become a member of the Company. -
6. A member shall cease to be a member of the Company:
 - (a) Upon his giving notice in writing to the Company that he resigns his membership;
 - (b) If the General Committee shall by a simple majority vote resolve that his membership shall cease upon notice in writing being given to such member requiring his resignation.
 - (c) Members who absent themselves from more than two consecutive meetings of the Company without written apologies shall have their membership reviewed by the General Committee and such membership shall be terminated if so determined.
 - (d) Any member of the committee of whatever status who, by their actions bring the Bridgwater Guy Fawkes Carnival Committee into disrepute by any means whatsoever and who acts against terms agreed by the committee may, as identified in the companies Constitution and Rules and Regulations, have their membership terminated.

REGISTERS

7. The General Committee shall cause a Register of Members and Register of attendances at general meetings to be kept at the Registered Office of the Company.

GENERAL MEETINGS

8. 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 notice calling it and not more than fifteen months shall elapse between the date of one Annual General Meetings of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint but shall in each year be held not later than April 30th.
9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
10. The General 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 requisitions as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the General Committee capable of acting to form a quorum, any such member 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 meeting may be convened by the General Committee.

NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by Twenty-One day's 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 day's 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 the meeting and, in the 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 notice from the Company. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specific in this Article be deemed to be duly called if it is so agreed.

In the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and of the Members having a right to attend and vote at the meeting, being a majority together representing not less than seventy-five per cent of the total voting rights at that meeting of all members.

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

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual General Meeting, with the exception of the consideration of accounts, balance sheets, and the reports of the Council of officers and General Committee and Accountants, the election of Members of the Council of officers and General Committee in the place of those retiring and the appointment of and the fixing of the remuneration of the Accountants.
14. 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 one third of the total current membership present in person or by proxy shall be a quorum.

15. If within half an hour from the time appointed for the holding of 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 General Committee may determine.
16. The Annual General Meetings of the Company shall be open to the public who may contribute and discuss agenda items but such Members of the public shall not be entitled to vote nor shall they be counted for the purposes of determining whether or not a quorum is present.
17. The following elections shall take place at each Annual General Meeting:
 - i. President, no individual shall hold this office for a period exceeding three consecutive years.
 - ii. Life Members
 - iii. Vice-Presidents
 - iv. Chairman, no individual shall hold this office for a period exceeding three consecutive years.
 - v. Vice Chairman
 - vi. Honorary Secretary
 - vii. Treasurer
 - viii. Assistant Honorary Secretary
 - ix. Assistant Treasurer
 - x. Publicity Officer
 - xi. Procession Officer
 - xii. Entertainment Officer
 - xiii. Collection Officer
 - xiv. Commercial Officer
 - xv. Stage Manager
 - xvi. Assistant Stage Manager
 - xvii. Honorary Accountant
 - xviii. Members of the General Committee
 - xix. Associate Members
18. Subject to the provisions of Article 17(1) and (iii) the Chairman of the General Committee and the General Meeting shall be elected by the General Meeting of the Company and shall preside as Chairman at every General Meeting of the Company, except the Annual General Meeting at which the President shall take the chair. If the Chairman is absent then the Vice-Chairman shall preside.
19. If at any meeting no member of the General Committee is willing to act as Chairman or if no such 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 the Chairman of the meeting.
20. 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 any 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.
21. 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 no 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 before the poll is taken be withdrawn. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

22. Except as provided in Article 24 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 is demanded.
23. 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 and Regulation 50 of Table A shall be modified accordingly.
24. 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.
25. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.
26. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

VOTES OF MEMBERS

27. Except as provided in Article 22 every Full Member shall have one vote.
 - (a) Life Members, Vice Presidents, Full and Co-opted Members are permitted to vote on all matters.
 - (b) Gangs and Features representatives are permitted to vote on all matters other than those where they would benefit financially.
 - (c) Associate Members and representatives of the local authority do not have a vote.
 - (d) Any person, not previously associated with the Company, who takes on a Council of Officers role will become a new full member and be permitted to vote after 3 months of taking up office.
28. No Member shall be entitled to vote at any General Meeting if all moneys presently payable by him to the Company have not been paid, and representative members of Gangs or Features shall not be entitled to vote on any matter benefiting themselves financially as interested parties.
29. On a poll votes may be given either personally or by proxy.
30. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer 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.
31. 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 other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

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

"I/We
"of _____ in the County
"of _____, being a Member/Members of
"the above named Company, hereby appoint _____ of
"or failing him _____
"of _____ as my/our
"proxy to vote for me/us on my/own behalf at
"the (Annual or Extraordinary as the case may be)
"General Meeting of the Company to be held
"on the _____ day of _____ 20____, and at
"any adjournment thereof.
"Signed this _____ day of _____ 20____."

33. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
34. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such persons 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.

GENERAL COMMITTEE

35. Until otherwise determined by a General Meeting the number of members of the General Committee shall be not more than 80 together with one representative from each participating Gang and Feature.
36. The members of the General Committee shall have power at any time, and from time to time, to appoint any person to be a member thereof either to fill a casual vacancy or as an addition to the existing members but so that the total number of members of the General Committee shall not at any time exceed the number fixed in accordance with these Articles. Any member 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 members of the General Committee who are to retire by rotation at such meeting.
37. No person who has an active interest in any Gang or Feature, except as a President or Vice-President will be eligible for election as an officer or a member of the General Committee.
38. No member of the General Committee shall vacate his office or be ineligible for re-appointment as a member thereof nor shall any person be ineligible for appointment as a member thereof by reason only of his having attained any particular age.

39. No person who is employed by the Company and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Company shall (Save as permitted by clause 4 of the Memorandum of Association) be eligible to be a member of the General Committee.
40. The business of the Company shall be managed by the General Committee 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 Council which would have been valid if that regulation had not been made. In particular the General Committee shall have power to make rules and bye-laws for regulating the Carnival Concert, Procession, Squibbing, and the make up and activities of all Gangs and Features as written in the Constitution and Rules and Regulations document which shall be agreed annually.
41. Without prejudice to the general powers conferred by Article 40 and to the other powers and authorities conferred as aforesaid, the General Committee may: -
- (1) appoint and, at their absolute discretion, remove or suspend such officers and other staff for permanent, temporary or special services as they may from time to time think fit, and to invest them with such powers as they may think expedient, and to determine their salaries or emoluments, and to require security in such instances and to such amount as they think fit.
 - (2) Exercise all the powers of the Company to borrow money, and 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 third party.
42. (i) Any cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by The Hon. Treasurer, Hon. Secretary, Chairman or Assistant Treasurer.
- (ii) The banks to the Company shall be Nat. West Bank Plc Bridgwater or such other banks as determined by the General Committee.
- (iii) With the exception of ordinary current expenses not exceeding £200 no expenses shall be incurred without the sanction of the General Committee.

DISQUALIFICATION OF MEMBERS OF THE COMPANY

43. A member shall cease to be a member thereof if he: -
- (a) has a receiving order made against him or makes an arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being a director by reason of any Order made under the Company Directors Disqualification Act 1986; or
 - (c) becomes of unsound mind; or
 - (d) resigns his office by notice in writing to the Company; or
 - (e) is removed from office by a resolution duly passed pursuant to Section 303 of the Act; or

- (f) ceases to be a member of the Company; or
- (g) 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.
- (h) if he or she is absent from the Annual General Meeting in the absence of a written apology to the Secretary.

PROCEEDINGS OF THE GENERAL COMMITTEE

- 44. Subject to the provisions of the Articles the General 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 the case of an equality of votes the chairman shall have a second or casting vote. A member of the General Committee may, and the Secretary on the requisition of a member of the General Committee shall, at any time summon a meeting of the General Committee. It shall not be necessary to give notice of a meeting of General Committee to any member thereof for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the General Committee shall be one third of the total membership of the General Committee for the time being.
- 45. A resolution in writing, agreed by the members of the Company for the time being entitled to receive notice of a meeting of the Company shall be as valid and effectual as if it had been passed at a meeting of the company duly convened and held.

THE COUNCIL OF OFFICERS

- 46. (i) Until otherwise determined by the General Committee the number of members of the Council of Officers shall not be more than 12. Members of the Council of Officers need not be members of the Company or of the General Committee but they may be such members.
- (ii) The General Committee may delegate all or any of their powers to the Council of Officers who shall be governed by the Articles herein concerned with the proceedings of the General Committee as if the same were repeated herein mutatis mutandis.

ACCOUNTS

- 47. (1) The General Committee shall cause proper books of account to be kept in accordance with provision of section 221 of the Act with respect to: -
 - (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company;
 - (c) the assets and liabilities of the Company; and
- 2) 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 Company's affairs and to explain its transactions.
- 48. (a) The books of account shall be kept at the registered office of the Company, or, subject to Section 222 of the Act, at such other place or places as the General Committee think fit, and shall always be open to the inspection of the General Committee.

- (b) The General Committee 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 members of the General Committee and no Member (not being a Member of the General Committee) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the General Committee or by the Company in General Meeting.
49. The General Committee shall from time to time in accordance with provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such receipt and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act.
50. 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 accountants certificate, 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 Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

ACCOUNTANTS

51. Accountants shall be appointed and their duties regulated in accordance with the provisions of the Act.

THE SEAL

52. The General Committee shall provide for the safe custody of the Seal, if applicable, which shall only be used by the authority of the General Committee and every instrument to which the seal shall be affixed shall be signed by The Chairman of the General Committee and shall be countersigned by the Secretary or by a second member of the General Committee or by some other person appointed by the General Committee for the purpose.

NOTICES

53. 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 twenty four 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.

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 notice to them.
- (b) the accountant for the time being of the Company.

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