

FILE COPY



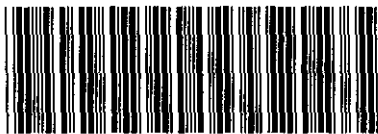
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4152175

The Registrar of Companies for England and Wales hereby certifies that
FOLKESTONE TOWN CENTRE MANAGEMENT LIMITED

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 1st February 2001



N04152175C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

GRAEME & COMPANY

COMPANY FORMATION AGENTS

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

CHFP016

Company Name in full

FOLKESTONE TOWN CENTRE MANAGEMENT LIMITED

I, BENJAMIN SHARP

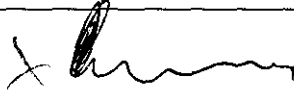
of HAZEL HATCH COTTAGE, LILYVALE SMEETH ASHFORD KENT

† 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



Declared at

EUROPA HOUSE SANDGATE ROAD FOLKESTONE KENT

Day Month Year

On 2 0 1 2 0 0 1

(1) Please print name.

before me (1)

RICHARD FRANK BAIRD MALLINSON

Signed



Date

2/1/2001

†

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

GRAEME & COMPANY

61 FAIRVIEW AVENUE, WIGMORE, GILLINGHAM,

KENT ME8 0QP

Tel 01634 232558

DX 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
for companies registered in Scotland

DX 235 Edinburgh



Form revised June 1998

Directors (continued) (see notes 1-5)

NAME *Style / Title MRS *Honours etc -

* Voluntary details

Forenames(s) BARBARA ANN

Surname WITHAM.

Previous forename(s) -

Previous surname(s) -

Address CRETEWAY

Usual residential address

For a corporation, give the registered or principal office address.

CRETE ROAD EAST

Post town FOLKESTONE

County / Region KENT Postcode CT18 7EG

Country ENGLAND

Date of birth Day: 12 Month: 04 Year: 1959 Nationality ENGLISH

Business occupation BANKING DECORATOR + RETAILER

Other directorships NEW ROMNEY COUNSELLING SERVICES

I consent to act as director of the company named on page 1

Consent signature  Date 05-10-00

This section must be signed by


Either
an agent on behalf
of all subscribers

Signed Date

Or the subscribers

Signed  Date 1-11-00

(i.e. those who signed
as members on the
memorandum of
association).

Signed  Date 1-11-00

Signed Date

Signed Date

Signed Date

Signed Date

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 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.

GRAEME & COMPANY

COMPANY FORMATION AGENTS

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

CHFP016

Notes on completion appear on final page

Company Name in full

FOLKESTONE TOWN CENTRE MANAGEMENT LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

29 MANOR ROAD

Post town

FOLKESTONE

County / Region

~~CTO~~ KENT

Postcode

CT20 2SE

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.

Agent's name

GRAEME & COMPANY LIMITED

Address

61 FAIRVIEW AVENUE

WIGMORE

Post town

GILLINGHAM

County / Region

KENT

Postcode

ME8 0QP

Number of continuation sheets attached

15

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.

GRAEME & COMPANY

61 FAIRVIEW AVENUE, WIGMORE, GILLINGHAM,

KENT ME8 0QP

Tel 01634 232558

DX 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
for companies registered in Scotland **DX 235 Edinburgh**



AS4
COMPANIES HOUSE

AP153XBE

0203
01/02/01

Form revised July 1998

Company Secretary (see notes 1-5)

Company name

FOLKESTONE TOWN CENTRE MANAGEMENT LIMITED

NAME *Style / Title

X M^r

*Honours etc

X

*Voluntary details

Forename(s)

X BENJAMIN ~~SHARP~~

Surname

X SHARP

Previous forename(s)

X

Previous surname(s)

X

Address

X HAZEL HATCH COTTAGE

Usual residential address

For a corporation, give the registered or principal office address.

LILYVALE SMEETH

Post town

X ASHFORD

County / Region

X KENT

Postcode

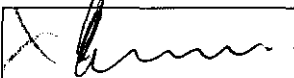
X TN25 6RB

Country

X ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature

X 

Date

X 1. 11. 00

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

X

*Honours etc

X

Forename(s)

X

Surname

X

Previous forename(s)

X

Previous surname(s)

X

Address

X

Usual residential address

For a corporation, give the registered or principal office address

Post town

X

County / Region

X

Postcode

X

Country

X

Date of birth

X

Day Month Year

--	--	--	--	--	--	--	--	--	--

Nationality

X

Business occupation

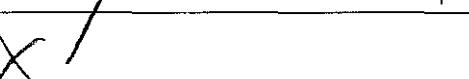
X

Other directorships

X

I consent to act as director of the company named on page 1

Consent signature

X 

Date

X

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input checked="" type="checkbox"/> MR	*Honours etc	<input checked="" type="checkbox"/>				
* Voluntary details	Forenames(s)	<input checked="" type="checkbox"/> STEPHEN FREDERICK						
	Surname	<input checked="" type="checkbox"/> HAGUES						
	Previous forename(s)	<input checked="" type="checkbox"/>						
	Previous surname(s)	<input checked="" type="checkbox"/>						
	Address	<input checked="" type="checkbox"/> 4 BATHURST ROAD						
Usual residential address								
For a corporation, give the registered or principal office address.								
	Post town	<input checked="" type="checkbox"/> FOLKESTONE						
	County / Region	<input checked="" type="checkbox"/> KENT	Postcode	<input checked="" type="checkbox"/> CT20 2NJ				
	Country	<input checked="" type="checkbox"/> ENGLAND						
	Date of birth	<input checked="" type="checkbox"/>	Day	Month	Year	Nationality	<input checked="" type="checkbox"/>	British
	Business occupation	<input checked="" type="checkbox"/> Executive Director, General Management						
	Other directorships	<input checked="" type="checkbox"/> Director, British Library, London, England						
		<input checked="" type="checkbox"/> Director, British Library, London, England						
	I consent to act as director of the company named on page 1							
	Consent signature	<input checked="" type="checkbox"/> <i>Stephen Hague</i>			Date	<input checked="" type="checkbox"/> 29.05.2001		

This section must be signed by

Either

an agent on behalf of all subscribers

Signed Date

Or the subscribers

(i.e. those who signed as members on the memorandum of association).

Signed *Stephen Hague* Date 29.05.2001

Signed *Stephen Hague* Date 29.05.2001

Signed Date

Signed Date

Signed Date

Signed Date

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 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.

Directors (continued) (see notes 1-5)

NAME *Style / Title Miss *Honours etc

* Voluntary details

Forenames(s) Irene

Surname HARKER

Previous forename(s) -

Previous surname(s) -

Address

Usual residential address

For a corporation, give the registered or principal office address.

Bankside cottage

Sandway Road Sandway

Post town Maidstone

County / Region Kent Postcode ME17 2NA

Country UK

Date of birth Day 13 Month 01 Year 1966 Nationality British

Business occupation Debenhams store manager

Other directorships None

I consent to act as director of the company named on page 1

Consent signature I. Harker Date 21/10/01

This section must be signed by

Either
an agent on behalf
of all subscribers

Signed _____ Date _____

Or the subscribers

Signed _____ Date

(i.e. those who signed
as members on the
memorandum of
association).

Signed _____ Date

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____

Directors (continued) (see notes 1-5)

NAME *Style / Title MR *Honours etc

* Voluntary details

Forenames(s) ROBERT CHARLES

Surname GREEN

Previous forename(s)

Previous surname(s)

Address 9 ASHLEY AVENUE

Usual residential address

For a corporation, give the registered or principal office address.

Post town CHERTON

County / Region KENT Postcode CT19 4PT

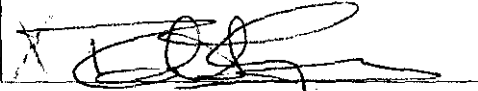
Country KENT

Date of birth Day 01 Month 11 Year 1958 Nationality ENGLISH

Business occupation PROPERTY PURCHASING MANAGER

Other directorships

I consent to act as director of the company named on page 1

Consent signature  Date 6/11/00


This section must be signed by
Either
an agent on behalf
of all subscribers

Signed _____ Date _____

Or the subscribers

Signed  Date 6/11/00

(i.e. those who signed
as members on the
memorandum of
association).

Signed  Date 6/11/00

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____

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 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.

Directors (continued) (see notes 1-5)

NAME *Style / Title

MR *Honours etc

* Voluntary details

Forenames(s)

GUY QUENTIN

Surname

GLOVER

Previous forename(s)

N/A

Previous surname(s)

N/A

Address

66 SULLIVANS REACH

Usual residential address

For a corporation, give the registered or principal office address.

Post town

WALTON ON THAMES

County / Region

SURREY

Postcode

KT12 2QB

Country

ENGLAND

Date of birth

Day Month Year

1 | 2 | 0 | 9 | 1 | 9 | 6 | 9

Nationality

BRITISH

Business occupation

CHARTERED SURVEYOR

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature

Glover

Date

12/10/2000

This section must be signed by
Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

(i.e. those who signed as members on the memorandum of association).

Signed

Glover

Date

2/1/01

Signed

[Signature]

Date

2/1/01

Signed

Karen Perrier

Date

2/1/01

Signed

Date

Signed

Date

Signed

Date

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 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.

Directors (continued) (see notes 1-5)

NAME *Style / Title MR. *Honours etc

* Voluntary details Forenames(s) BRIAN JOHN

Surname FENNELLY

Previous forename(s) /

Previous surname(s) /

Address 20 WOODCOCK GARDENS

Usual residential address
For a corporation, give the registered or principal office address.

Post town HAWKINGE
 FULKESTONE

County / Region KENT Postcode CT18 7NE

Country ENGLAND

Date of birth Day: 26 Month: 09 Year: 1958 Nationality BRITISH

Business occupation RETAIL MANAGER

Other directorships /

I consent to act as director of the company named on page 1

Consent signature B Fenelly Date 1/11/00

This section must be signed by

Either
an agent on behalf of all subscribers
Signed _____ Date _____

Or the subscribers
Signed B Fenelly Date 1/11/00

(i.e. those who signed as members on the memorandum of association).
Signed B Fenelly Date 1/11/00

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____

Signed _____ Date _____

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 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.

4152175

006231



The Companies Act 1985

A COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

020379

MEMORANDUM OF ASSOCIATION

020379

1. The name of the company (hereinafter called "the Town Centre Management") is **FOLKESTONE TOWN CENTRE MANAGEMENT LIMITED**
2. The registered office of the Town Centre Management will be situate in England.
3. The objects for which the Town Centre Management is established are:-
 - (a) To promote and protect the home and overseas trade, commerce and industry of Thanet.
 - (b) To consider all questions connected with such trade, commerce and industry.
 - (c) To promote, support or oppose United Kingdom or foreign legislation or other measures whether proposed or existing and affecting trade, commerce and industry.
 - (d) To represent, express and give effect to views and opinions of those engaged in trade, commerce and industry on all matters affecting their interests at international, national, regional and local government level.
 - (e) To subscribe to or become a Member of or promote the aims and objects of any British or foreign society, association or company, whether incorporated or not having objects altogether or in part similar to all or any of the objects of the Town Centre Management.
 - (f) To enter into agreements with other Town Centre Managements of Commerce and other bodies for the advancement of trade, commerce and industry.
 - (g) To provide, assist or make arrangements for providing services or facilities of any kind which are designed to assist Members of the Town Centre Management in the conduct of trade, commerce or industry, or in meeting any legislative or other requirement or for facilitating the conduct of business.
 - (h) Without limiting any powers which apart from this sub-paragraph would be implied, to issue documents and to give guarantees and undertakings in relation



to the import and export of goods into and out of the United Kingdom and other countries for any temporary purpose, in accordance with any International Conventions which may from time to time be ratified by the Government of the United Kingdom.

- (i) To purchase, acquire, exchange, sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with , all or any part of the property of the Town Centre Management as may be deemed expedient with a view to the promotion of its objects.
- (j) To borrow or raise money upon such terms as may be convenient with or without the giving of security.
- (k) To invest the moneys of the Town Centre Management not immediately required for its purposes 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 and subject also as hereinafter provided.
- (l) To undertake, by negotiation, the settlement of disputes arising out of trading, commercial or industrial transactions.
- (m) To employ and remunerate out of the funds of the Town Centre Management any officers, secretaries, clerks, operators and other persons whose services may be deemed necessary or expedient for carrying out any of the objects of the Town Centre Management and to establish and support, or to aid in establishing and supporting, associations, institutions, trusts, funds or conveniences designed to benefit employees or past employees of the Town Centre Management or the connections or dependents of such persons.
- (n) To do all such other things in the United Kingdom and elsewhere as may promote the extension of trade, commerce and industry or be incidental or conducive to the attainment of the foregoing objects.

PROVIDED THAT:

- (i) In case the Town Centre Management shall take or hold any property which may be subject to any trusts, the Town Centre Management shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Town Centre Management shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Town Centre Management shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Town Centre Management 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 Board of Management shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Management have been if no incorporation had been effected, and the incorporation of the Town Centre Management shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Management but they shall as regards any such property be subject jointly and separately to such control or authority as if the Town Centre Management was not incorporated.

4. The income and property of the Town Centre Management shall be applied solely towards the promotion of its objects as set forth in the 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 Town Centre Management. Provided that nothing herein shall prevent any payment in good faith by the Town Centre Management
 - (a) of reasonable and proper remuneration to any Member, officer or servant of the Town Centre Management for any services rendered to the Town Centre Management.
 - (b) of interest on money lent by any Member of the Town Centre Management at a rate per annum not exceeding 2 per cent above 3 month LIBOR such member not being a person or body corporate whose normal business includes the lending of money or taking of deposits.
 - (c) of reasonable and proper rent for premises demised or let by any Member of the Town Centre Management.
5. The liability of the Members is limited.
6. Every Member of the Town Centre Management undertakes to contribute to the assets of the Town Centre Management 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 Town Centre Management 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, such amount as may be required not exceeding two pounds.
7. If upon the winding-up or dissolution of the Town Centre Management 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 Town Centre Management but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Town Centre Management and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as imposed on the Town Centre Management

under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Town Centre Management at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Town Centre Management and the matter in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Town Centre Management and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Town Centre Management for the time being in force, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Town Centre Management shall be examined and the correctness of the Income and Expenditure account and Balance Sheet ascertained by one or more properly qualified auditor or auditors.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

G Glover

GUY QUENTIN GLOVER
66 SULLIVANS REACH
WALTON-ON-THAMES
SURREY
KT12 2QB

B J Fenelly

BRIAN JOHN FENNELLY
20 WOODCOCK GARDENS
HAWKINGE
FOLKESTONE
KENT CT18 7NE

DATED

2 JANUARY 2001

Witness to the above Signatures:

R Woods

R. WOODS
Gardener's Cottage
Sissinghurst Castle Garden
Cranbrook

TN17 2AB.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

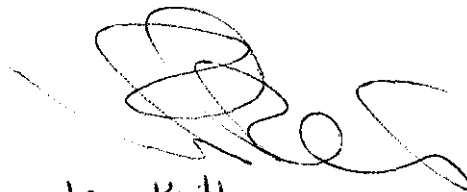
BENJAMIN SHAM
HAZEL HATCH COTTAGE
LILYVALE, SHERENT
N ASHFORD, KENT TN25 6AB



DATED

2 January 2001

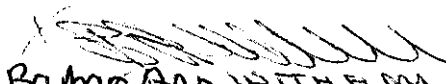
Witness to the above Signatures:



Ian Keith
I. K. PARKER .
15 BEATRICE ROAD
CAPEL-LE-FERNE,
FOLKESTONE
CT18 7LH.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.


NAMES AND ADDRESSES OF SUBSCRIBERS


Barbara Ann WITHAM,
CRETEWAY
CRETE ROAD EAST
FOLKESTONE
KENT CT18 7EG.

DATED

1st January 2001

Witness to the above Signatures:


Ian Keith PARKER,
15 BEATRICE ROAD
CAPEL-LE-FERNE
FOLKESTONE
CT18 7LH.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

✓ MR. STEPHEN HAQUES
SHEPWAY DISTRICT COUNCIL
CIVIC CENTRE, CASTLE HILL AVENUE
FOLKESTONE, KENT CT20 2QY

S. Haques

X ~~MR. STEPHEN HAQUES
SHEPWAY DISTRICT COUNCIL
CIVIC CENTRE, CASTLE HILL AVENUE
FOLKESTONE, KENT CT20 2QY~~

~~*S. Haques*~~

DATED 1st January 2001

Witness to the above Signatures:

MRS. PATRICIA SMITH
SHEPWAY DISTRICT COUNCIL
CIVIC CENTRE, CASTLE HILL AVENUE
FOLKESTONE, KENT CT20 2QY

PASmith

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

X Irene Harkin

IRENE HARKIN

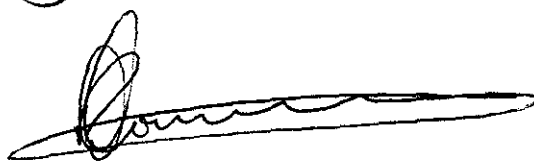
~~HARROLD~~ BANKSIDE COTTAGE
SANDWAY RD, SANDWAY.
MAIDSTONE KENT ME17 2NA

X

DATED

2 January 2001

Witness to the above Signatures:



DARREN CONWAY
31 ASHBURHAM ROAD
HASTINGS
EAST SUSSEX
TN35 5JN.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

NUMBERS AND ADDRESSES OF SUBSCRIBERS

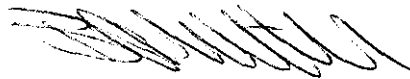
~~Robert Green~~
ROBERT GREEN
9 ASHLEY AVENUE
CHIDDINGTON
FOLKESTONE
KENT
CT19 4PT

DATED

2 January 2001

Witness to the above Signatures:

Barbara
BARBARA WITHAM
CRETEWAY
CRETE RD EAST
FOLKESTONE
KENT CT18 7EG



The Companies Act 1985

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

INTERPRETATION

1. (a) These Articles shall be construed with reference to the provisions of the Companies Acts for the time being in force, and terms used in these Articles should be taken as having the same respective meanings as they have where used in those Acts, except where otherwise herein provided.
- (b) Wheresoever the context shall so permit, the masculine shall include the feminine or neuter, the neuter shall include the masculine or feminine, and the singular shall include the plural and vice versa.

MEMBERS

2. For the purpose of registration the number of Members of the Town Centre Management is declared to be unlimited.
3. (a) The subscribers to the Memorandum of Association and such other individuals, partnerships, and bodies (whether incorporated or not) as the Board of Directors shall admit to membership shall be Members of the Town Centre Management.
- (b) The interests and rights of all Members are personal only and shall not be transferable or transmissible on death or liquidation.
- (c) The Secretary shall keep a register of all the Members of the Town Centre Management and where appropriate details of their authorised representatives. Members may nominate not more than one alternate who shall have identical powers to the Member himself, which can only be exercised in the absence of the Member, except that an alternate shall not be eligible for election to the Board of Directors nor may he act as an alternate to a Member in his capacity as a member of the Board of Directors. An alternate must be appointed in writing and notified to the Secretary in writing.

SUBSCRIPTIONS

4. (a) The subscriptions payable by different categories of Members and the definition of such categories shall be determined by the Board of Directors from time to time.

- (b) The decision of the Board of Directors in relation to any question arising out of or in connection with or otherwise in relation to any matters so determined shall be final and binding on all Members.

TERMINATION OF MEMBERSHIP

5. (a) A Member may terminate his membership by giving notice to the Secretary at least three months before the expiration of his subscription year; otherwise he shall be held liable to pay his subscription for the ensuing year and such subscription shall be a debt due to and legally recoverable by the Town Centre Management.
- (b) Any Member shall ipso facto cease to be a Member of the Town Centre Management if:
- (i) he is adjudicated bankrupt or suspends payments or compounds with his creditors;
 - (ii) being a company any order is made or effective resolution passed for winding-up otherwise than for the purposes or reconstruction or amalgamation;
 - (iii) he is convicted of any indictable offence other than under the Road Traffic Acts;
 - (iv) he is found lunatic or is medically certified of unsound mind;
 - (v) he neglects to pay his subscription for six months or persistently neglects or refuses to pay any other moneys which may be due from him to the Town Centre Management but he may be re-admitted at any meeting of the Board of Directors by resolution and on paying his subscription or other dues in arrears;
 - (vi) he neglects or refuses to comply with any Articles of Association or Bye-Laws of the Town Centre Management after written notice has been sent to him by registered post by the Secretary on the instructions of the Board of Directors directing his attention to such neglect or refusal.
- (c) The Board of Directors may by resolution determine the Membership of any Member whose conduct in the opinion of the majority of the Board of Directors makes him no longer acceptable as a Member of the Town Centre Management, provided that (i) at least twenty-one days' notice of the proposed resolution to terminate the Membership has been given, (ii) not fewer than two-thirds in number of the Members of the Board of Directors present and entitled to vote, vote in favour of the resolution and (iii) the Member whose Membership is in question is given at least twenty-one days' notice of the proposed resolution and a reasonable opportunity to attend the meeting and to be heard in his defence.

GENERAL MEETINGS

6. (a) An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Town Centre Management and subsequently once every year at such time (within a period of not more than fifteen months after the last Annual General Meeting) and place as may be determined by the Board of Directors. All other General Meetings shall be called Extraordinary General Meetings.
- (b) An Annual General Meeting shall receive the report of the Board of Directors, the Income and Expenditure Account and Balance Sheet, and the report of the Auditors; elect Members of the Board of Directors; and appoint Auditors. All other business at an Annual General Meeting shall be deemed special. Every notice of Annual General Meeting shall designate the meeting as such.
- (c) Extraordinary General Meetings may be held from time to time in each year as the Board of Directors shall determine or on a requisition of not less than ten per cent of the Members of the Town Centre Management entitled to vote. All business at an Extraordinary General Meeting shall be deemed special.
- (d) At least twenty-one clear days' notice of the day, hour and place fixed by the Board of Directors of any General Meeting and, in the case of special business, of the general nature of such business, shall be given to every Member of the Town Centre Management and to the Auditors. No business shall be transacted at a General Meeting of which such notice has not been given.
- (e) The President of the Town Centre Management or his deputy duly constituted under these Articles shall be Chairman at every General Meeting of the Members.
- (f) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twenty per cent of the Members of the Town Centre Management or fifteen Members of the Town Centre Management, whichever figure is the lesser, present in person shall be a quorum for all purposes.
- (g) Where a quorum is not present the meeting shall stand adjourned to the same day fourteen days later at the same time and place and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present shall be a quorum.
- (h) 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 except business which might lawfully 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 as in the case of the 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.

- (i) 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 by the Chairman or in writing by at least three Members present in person and entitled to vote. Unless a poll is 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 or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Town Centre Management, 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.

VOTING

7. (a) Subject as hereinafter provided each member shall have one vote.
- (b) The vote of a corporate body shall be exercised by any one director or the secretary or other nominated official thereof.
- (c) The vote of a company or partnership shall be exercised by a person or partner nominated by the Member concerned.
- (d) No Member shall have the right to vote until his first subscription has been paid.
- (e) No Member shall have the right to vote if his subscription is more than one month overdue.
- (f) Voting by proxy, other than an alternate properly appointed under article 3. (c) above, shall not be permitted.
- (g) In all cases the Chairman of the Meeting shall have the right to vote and may also exercise a casting vote, in the case of an equality of votes, whether taken on a show of hands or by ballot at a meeting or otherwise.
- (h) A person elected as an honorary member by the Board of Directors shall not be entitled to vote at meetings of the Town Centre Management.

THE BOARD OF DIRECTORS

8. The business of the Town Centre Management shall be managed by a Board of Directors which shall be constituted in accordance with the following provisions:-
 - (a) The Board of Directors shall consist of:-
 - (i) Such number as the Town Centre Management in General Meeting may from time to time determine, of elected members chosen out of the general body of Members.

- (ii) Such ex-officio members as the Town Centre Management in general meeting may determine.
- (iii) Such co-opted members, whether Members of the Town Centre Management or not, as the Board of Directors may from time to time determine.
- (iv) Such members of the Town Centre Management as may be co-opted by the Board of Directors to fill a casual vacancy amongst the elected members of the Board of Directors to serve until the member of the Board of Directors whose place he has filled would have retired.

provided that the total number of members of the Board of Directors shall not be less than five nor more than twenty.

- (b) No person shall be incapable of becoming or being a member of the Board of Directors by reason only of the fact that at the time of his becoming or being appointed or re-appointed a member of the Board of Directors he has attained the age of seventy and no member of the Board of Directors shall ipso facto vacate office by reason only of his having attained that age.
- (c) If any member of the Board of Directors under sub-paragraph (a) (i) or (iv) above shall at any time cease to be a Member of the Town Centre Management or if the company of which he is a director or officer shall cease to be a Member of the Town Centre Management he shall ipso facto cease to be a member of the Board of Directors.
- (d) If any member of the Board of Directors fails in any year to attend at least one-third of the Board of Directors meetings in that year he shall cease to be a member of the Board of Directors unless the Board of Directors resolves that his failure to attend the appropriate number of meetings has been unavoidable or due to acceptable reasons.
- (e) No Board Member will be paid any salary or expenses unless such expenses are agreed by the Board.
- (f) The Board of Directors may by resolution determine the directorship of any Board Member whose conduct in the opinion of a majority of the Board of Directors makes him no longer acceptable as a member of the Board, provided that (i) at least twenty-one days' notice of the proposed resolution to terminate the directorship has been given (ii) not fewer than two-thirds in number of the members of the Board of Directors present and entitled to vote, vote in favour of the resolution and (iii) the member whose directorship is in question is given at least twenty-one days' notice of the proposed resolution and a reasonable opportunity to attend the meeting and to be heard in his defence.

ELECTION OF BOARD OF DIRECTORS

9. (a) (i) The first Members of the Board of Directors shall be appointed in

writing by the subscribers to the Memorandum of Association and shall retire from office at the first Annual General Meeting.

- (ii) All members of the Board of Directors co-opted under paragraph 8. (a) (iii) above and one-third of the elected members of the Board of Directors shall retire at each subsequent Annual General Meeting but, provided that they are Members of the Town Centre Management, each member so retired shall be eligible for re-election, provided he has attended the required number of meetings in the year or has satisfied the Board of Directors that his failure to attend the requisite number of meetings was unavoidable or due to acceptable reasons. Members of the Board of Directors co-opted to fill casual vacancies shall retire at the time the Board Member whom they replaced was due to retire.
- (b) The period of office of an elected member of the Board of Directors shall be three years.
- (c) The names of retiring members of the Board of Directors shall be notified to the Members of the Town Centre Management not less than two months before the Annual General Meeting.
- (d) Candidates for election to the Board of Directors must be proposed and seconded by Members of the Town Centre Management on the official nomination paper at the registered office of the Town Centre Management not less than twenty-eight days before the Annual General Meeting. The names, addresses, occupations and qualifications of the candidates, together with the names of their proposers and seconders, shall be available for inspection by Members of the Town Centre Management during ordinary business hours on demand and a list of the candidates nominated shall be sent to the Members of the Town Centre Management with the notice convening the Annual General Meeting. Such list shall also state in respect of each candidate nominated whether or not they are a retiring member of the Board of Directors and, if so, their attendance record at Board Meetings since the date of their last appointment.
- (e) All Members of the Town Centre Management shall have equally the power to propose or second eligible candidates for election to the Board of Directors and each member may nominate as many candidates for election as there are vacancies.
- (f) Whenever the number of candidates duly proposed and seconded and not otherwise ineligible equals the number of vacancies, the election shall be deemed to have taken place when the chairman of the meeting has declared that this is so.
- (g) If there be fewer candidates nominated than there are vacancies, those nominated shall be declared by the Chairman of the meeting to have been duly elected and such number of the remaining vacancies as they so decide may be filled by the Board of Directors at their first meeting after the Annual General

Meeting from among the Members of the Town Centre Management without previous nomination.

- (h) If there be more candidates duly proposed and seconded and not otherwise ineligible than there are vacancies to be filled, then at least twenty-one days before the Annual General Meeting of the Members at which the election of members of the Board of Directors is to take place a voting paper prepared in accordance with the form approved by the Board of Directors shall be sent to every Member of the Town Centre Management in the manner laid down in these Articles for the despatch of notices to enable each Member to record his vote or votes thereon. Each voting paper to be included in the count shall be duly signed as provided by the Board of Directors under these Articles and returned to the office of the Town Centre Management or handed in to the Chairman at the meeting. The vacancies shall be filled by those candidates receiving the greater number of votes.

PROCEEDINGS OF BOARD OF DIRECTORS

- 10. (a) The Board of Directors shall meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (b) Questions arising at any meeting shall be decided by a majority of votes, each Board Member present of those eligible to vote having one vote.
- (c) The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Town Centre Management, the Board of Directors and of every Committee and Section of the Town Centre Management. All business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be conclusive evidence without any further proof of the facts stated therein.
- (d) Such minutes shall be recorded in suitable books and be open to inspection to any Member of the Town Centre Management at all convenient times.
- (e) On a requisition in writing from not fewer than one-third of the Members of the Board eligible to vote at Board of Directors meetings, the President or the Vice-President or, in case of their absence or refusal, the Secretary shall call a meeting of the Board of Directors giving not less than fourteen days' notice. The object of such a meeting shall be stated in the requisition and notice.
- (f) A President, a Vice-President and an Honorary Treasurer shall be elected annually from their own number by the Board of Directors at their first meeting after the Annual General Meeting. The election shall be by ballot if more than one candidate is proposed and seconded for any office and the result shall be determined by a simple majority.
- (g) The Board of Directors may continue to act, notwithstanding any vacancy in their body.

- (h) Special Meetings of the Board of Directors may be called by the President or in his absence by the Vice-President at any time on his own authority.
- (i) No business shall be transacted at any Board of Directors meeting unless a quorum is present when the meeting proceeds to business. A quorum shall consist of at least one third of the number of Board Members appointed under Clause 8 (a).
- (j) Where a quorum is not present the meeting shall stand adjourned for fourteen days to the same day, time and place and if at such adjourned meeting a quorum is not present within fifteen minutes from the appointed time for holding the meeting the Members present shall be a quorum.

CHIEF EXECUTIVE OFFICER

- 11. A Chief Executive Officer shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit and any Chief Executive Officer so appointed may be removed by them. The Chief Executive Officer shall attend meetings of the Board of Directors and the Town Centre Management but shall not be entitled to vote.

SECRETARY

- 12. A Secretary shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. The Secretary shall attend meetings of the Board of Directors and the Town Centre Management but shall not be entitled to vote. If the Board of Directors so decide, the post of Secretary may be held by the Chief Executive Officer or, on a honorary basis, by any Member of the Town Centre Management.

OTHER EMPLOYEES

- 13. (a) Such other officials and assistants as may be required shall be appointed by the Board of Directors at salaries and on terms to be fixed by the Board of Directors.
- (b) The Board of Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by the Town Centre Management and to the wives, husbands, widows, widowers, children or other relations and dependents of any such persons, and may set up, establish support and maintain pension, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinafter referred to or any of them or any class of them.

STANDING COMMITTEES

- 14. The Board of Directors may appoint (and at their discretion disband) Committees consisting wholly or partly of Members and their body and such persons, whether

Members of the Town Centre Management or not, as they think fit, for the purpose of advising, considering and reporting to the Board of Directors on any subjects referred to them for consideration. Any Committee so appointed shall conform to any regulations that may be prescribed by the Board of Directors. None of the powers, authorities or discretions of the Board of Directors shall be delegated to any such Committee.

TRADE SECTIONS

15. (a) Any number of Members of the Town Centre Management who may desire to associate themselves together in a Section with a view to representing the interests of any particular trade, industry or other activity may address the Board of Directors of the Town Centre Management to that effect and the Board of Directors may thereupon authorise the formation of such a Section.
- (b) No resolution or act of a Section shall in any way bind the Board of Directors or the Town Centre Management until such resolution or act shall have been confirmed by the Board of Directors or by the Town Centre Management in General Meeting.
- (c) All proceedings of Sections and their relations to and connections with the Board of Directors shall be regulated by Bye-Laws to be approved from time to time by the Board of Directors.
- (d) The Board of Directors shall have powers to dissolve any Section of the Town Centre Management if they consider the Section to be no longer representative of or useful to the trade, industry or other activity for which it was established, provided that before any Section is dissolved the Secretary shall give at least one month's notice of the Board of Directors' intention to the members of the Section so that they may have an opportunity of discussing the matter with the Board of Directors.

ARBITRATION

16. The Town Centre Management may undertake through its Board of Directors or a Committee appointed for the purpose the settlement of disputes arising out of commercial transactions under such regulations as the Board of Management may from time to time direct.

THE SEAL

17. The Board of Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Board of Directors or of a Committee of Members of the Board of Directors authorised by the Board of Directors in that behalf and every instrument to which the Seal shall be affixed shall be signed by members of the Board of Directors and shall be countersigned by the Secretary or by some other person appointed by the Board of Directors for the purpose.

BYE-LAWS

18. (a) The Board of Directors may at any time and from time to time make Bye-

Laws or Regulations on any matter for the purpose of the better regulation of the affairs of the Town Centre Management and in particular to meet the requirements laid down in these Articles provided that Bye-Laws or Regulations requiring under these Articles the approval of the Town Centre Management in General Meeting shall have no effect until such approval has been obtained and further provided that nothing in this Article shall authorise the Board of Directors to make any Bye-Laws or Regulations which involve or purport to involve or constitute such addition or modification of these Articles as could only lawfully be made by Special Resolution.

- (b) The Board of Directors may from time to time subject to the same restrictions add to, rescind, alter or amend any such Bye-Laws or Regulations.
- (c) Every Member of the Town Centre Management shall be entitled to receive on demand from the Secretary a copy of the Bye-Laws and Regulations and upon any alteration to the Bye-Laws or Regulations being made pursuant to this Article the Secretary of the Town Centre Management shall send to every Member of the Town Centre Management a copy of such alteration.

FUNDS

- 19. The funds of the Town Centre Management shall be under the control of the Board of Directors for the time being and no money shall be paid unless sanctioned by a Resolution of the Board of Directors.
- 20.
 - (a) The Board of Directors shall cause proper books to be kept which shall show particulars of all sums of money received and expended by the Town Centre Management and the matter in respect of which such receipt and expenditure take place and also the assets and liabilities of the Town Centre Management. 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 Town Centre Management's affairs and to explain its transactions.
 - (b) The books of account shall be kept at the registered office of the Town Centre Management, or at such other places as the Board of Directors think fit.
 - (c) The accounts and books of the Town Centre Management shall at all times be open to the inspection of Members of the Board of Directors and Town Centre Management during business hours, subject to any reasonable restrictions as to the time and manner of inspecting the same that may from time to time be imposed by the Town Centre Management in General Meeting and provided always that such right of inspection shall not be exercisable by Members of the Town Centre Management in any case in which it would, in the opinion of the Board of Directors, be detrimental to the interests of the Town Centre Management that it should be exercised.
 - (d) The Board of Directors shall cause to be prepared annually and laid before the Town Centre Management at the Annual General Meeting an Income and Expenditure account and a Balance Sheet. Every such Balance Sheet shall be accompanied by proper reports of the Board of Directors and of 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. The same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 of the Companies Act 1985, be sent to the Auditors and to all persons entitled to receive notices of the Annual General Meeting, provided that this Article shall not require a copy of these documents to be sent to any Member of whose address the Town Centre Management is unaware. The Auditors' report shall be open to inspection and shall be read before the Meeting as required by Section 241 (2) of the Companies Act 1985.

AUDIT

21. (a) Once at least in every year the accounts of the Town Centre Management shall be examined and the correctness of the Income and Expenditure account and Balance Sheet ascertained by one or more properly qualified auditors.
- (b) Auditors shall be appointed and their duties regulated in accordance with Sections 236, 237, 387 and 389 of the Companies Act 1985, the Members of the Board of Directors being treated as the Directors mentioned in those Sections.

NOTICES

22. (a) Notices, including papers, shall be served upon Members either personally or by post in prepaid letters or circulars, addressed to each Member at his address appearing in the register of Members of the Town Centre Management.
- (b) Any notice or circular sent by post shall be deemed to have been served two days following the day of posting and in proof of such service it shall be sufficient to show that the letter containing the notice or circular was properly addressed and put into the Post Office or any post box under the control of the Post Office Corporation.
- (c) The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any Member shall not invalidate the proceedings of any meeting.

ALTERATION OF ARTICLES

23. No alteration shall be made in these Articles except by Special Resolution at a General Meeting of Members of which not less than twenty-one clear days' notice specifying the intention to propose the Resolution as a Special Resolution shall have been duly given as provided by Section 378 of the Companies Act 1985. Any such Resolution shall be subject to the prior approval of the Department of Trade.

DISSOLUTION (WINDING-UP)

24. The provision of Clause 7 of the Memorandum of Association of the Town Centre Management relating to the winding-up and dissolution of the Town Centre

Management shall apply as if those provisions were repeated here.

INDEMNITY

25. The Members of the Board of Directors and of any committee of the Board of Directors and the agents, auditors and other officers for the time being of the Town Centre Management acting in relation to any of the affairs of the Town Centre Management and every of them and every of their executors and administrators shall be indemnified out of the assets of the Town Centre Management against any liability incurred by him in defending any proceeding whether criminal or civil 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 Companies Act 1985 in which relief is granted to him by the Court.

NAMES AND ADDRESSES OF SUBSCRIBERS

BRIAN JOHN FENNELLY
20, WOODCOCK GARDENS,
HAWKINGE
FOLKESTONE
KENT CT18 7NE
B. Fenelly

DATED

x 2 January 2001

Witness to the above Signatures:



BA WITHAM.
CRETEWAY
CRETE ROAD EAST
FOLKESTONE
KENT CT18 7EG.

NAMES AND ADDRESSES OF SUBSCRIBERS

+ Guy Q Grever
66 SULLIVANS REACH
WALTON-ON-THAMES
SURREY
KT12 2Q3

TEL 01932 231750 WORK 0207 827 8943

Signed 

DATED

2 January 2001

Witness to the above Signatures:

+ JOHN C. FRAYER
BEWICK HOUSE
CAVENDISH ROAD

SURREY

KT13 0JW

(Work
0207 827 8105
Home
01932 854 104)

Signed



NAMES AND ADDRESSES OF SUBSCRIBERS

Irene Harkin

IRENE HARKIN
BANKSIDE COTTAGE
SANDWAY ROAD
SANDWAY
MAIDSTONE
KENT ME17 2NA

[Signature]

ROBERT GREEN
9 ASHLEY AVENUE
CHERITON
FOLKESTONE
KENT CT19 4PT

[Signature]

BENJAMIN SHARP
HAZEL HATCH COTTAGE
LILYVALE
SMEETH
NR ASHFORD
KENT TN25 6RB

DATED

2 JANUARY 2001

Witness to the above Signatures:

[Signature]
R. Woods

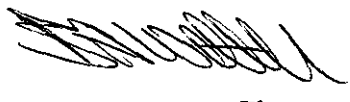
Gardeners Cottage

Sissinghurst Castle Garden

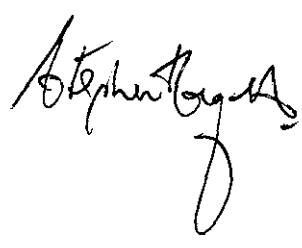
Corbroke

TN17 2AB

NAMES AND ADDRESSES OF SUBSCRIBERS



BARBARA ANN WITHAM
CRETEWAY
CRETE ROAD EAST
FOLKESTONE
KENT CT18 7EG



STEPHEN HAGUES
SHEPWAY DISTRICT COUNCIL
CIVIC CENTRE
CASTLE HILL AVENUE
FOLKESTONE
KENT CT20 2QY

DATED

2 JANUARY 2001

Witness to the above Signatures:



R. WOODS
Gardens Cottage
Sissinghurst Castle Garden
Crabbrook
TN 17 2AB