

**THE COMPANIES ACTS 1985 TO 2006  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION  
of  
TENDRING REGENERATION LTD**

**1 Interpretation**

1.1 In these Articles:

<b>“the company”</b>	means the company intended to be regulated by these Articles
<b>“the Act”</b>	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force, including the 2006 Act
<b>“Area Board”</b>	means any group of persons established by the Board (1) to deliver the Objects of the Company in an area as designated by the Board from time to time and (2) chaired by a Director of the Company to whom the Board has delegated its powers for the Company’s activities in the relevant area or (3) chaired by a Director and comprising a committee of Directors to whom the Board has delegated its powers for the Company’s activities in the relevant area
<b>“the Articles”</b>	means the Articles of Association of the Company from time to time in force
<b>“the Board”</b>	means the Directors of the Company acting collectively
<b>“Chief Executive”</b>	means the Chief Executive of the Local Authority or any person to whom his authority to represent the Local Authority is specifically delegated.
<b>“the Chair”</b>	means the Chair of the Board of Directors appointed in accordance with Article 18
<b>“clear days”</b>	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given or on which it is to take effect
<b>“Director”</b>	means a Director of the Company acting individually
<b>“executed”</b>	includes any mode of execution
<b>“in writing”</b>	means any visible means of communicating words including electronic means of communication
<b>“the Local Authority”</b>	means Tendring District Council or its successor body

or its authorised representative as appropriate

**“Local Authority Person”**

means a person who is associated with the Local Authority which includes a member of a Local Authority or an officer of the Local Authority or a person who has been a member of the Local Authority within the preceding four years or a person who is both an employee of a company under the control of the Local Authority or a director or officer of that company

**“the Memorandum”**

means the memorandum of association of the Company from time to time in force

**“Office”**

means the registered office of the Company

**“the Seal”**

means the common seal of the Company

**“Secretary”**

means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary

**“Service Level Agreement”**

means the agreement relating to financial and management arrangements between the company and the Local Authority as amended or renewed from time to time

**“Task and Finish Group”**

means any group of persons established as a task and finish group by the Board from time to time chaired by a nominee of the Board

**“The Tendring Area”**

means the Tendring District Council administrative area

**“the United Kingdom”**

means the United Kingdom of Great Britain and Northern Ireland

**“the Vice-Chair”**

means the Vice-Chair of the Board of Directors appointed in accordance with Article 19

1.2 Unless the context otherwise requires, words importing:

1.2.1 the masculine gender shall include the feminine gender and vice versa;

1.2.2 the singular shall include the plural number and vice versa;

1.2.3 persons shall include corporations.

1.3 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

1.4 Unless the context otherwise requires, references to a number are references to the number of the article or clause of the Memorandum.

**MEMBERS**

2.1 The Local Authority shall be the sole member of the Company.

2.2 The directors shall not automatically be members of the Company but shall be allowed

to attend and speak at any general meeting in accordance with Article 6.6.

## **THE LOCAL AUTHORITY AS SOLE MEMBER**

- 3.1 The Local Authority shall be the sole member of the Company and shall enjoy all the rights of membership and additional rights as set out herein. The Local Authority as sole member shall be represented by a Councillor selected by the Full Council of the Local Authority who is not already a Director of the Company.
- 3.2 The Local Authority as sole member shall have reasonable visitation rights. These include, without limitation, the right to visit the Company's premises, inspect its books and records, and interview and obtain information from its Directors and senior staff.
- 3.3 The Local Authority as sole member shall have the right to receive information from the Board regarding the progress of the Company in meeting its objects as set out in the Memorandum and any delivery plan of the Company.
- 3.4 The Local Authority as sole member may appoint the Local Authority's Chief Executive and Deputy Chief Executive as observers to attend meetings of the Board. Such an observer has the right to attend the entirety of Board Meetings, make representations to Board meetings but, for the avoidance of doubt, will not be entitled to vote.
- 3.5 The Local Authority as sole member has the right to require proper conduct of the business. This includes, without limitation, the right to require the maintenance of appropriate insurance, the preparation of accounts and the use of an auditor so that the Company meets legal requirements and the policies of the Company and the Local Authority where applicable.
- 3.6 The consent of the Local Authority as sole member must be given in writing in relation to the following before decisions of the Board can be effective:
  - 3.6.1 decisions relating to the establishment of any subsidiary company by the Company;
  - 3.6.2 the sale of any business or asset, or material interest in a business or asset exceeding a value of £100,000;
  - 3.6.3 the acquisition of any business or asset, or material interest in a business or asset, involving expenditure in excess of £100,000;
  - 3.6.4 the giving or taking of loans, credit, securities or guarantees in excess of £100,000;
  - 3.6.5 the decision to enter into any transaction with a Director or a member or persons connected with a Director or member;
  - 3.6.6 the appointment of any Director or any employee who is entitled to annual remuneration (including any emoluments as defined in the Act) over £80,000; and
  - 3.6.7 any change to the Company's accounting or auditing practices.
- 3.7 Wherever these Articles require the prior written approval of the Local Authority as sole member, such approval shall be evidenced by a certificate in writing signed by the Chief Executive of the Local Authority from time to time (or the holder of any successor post comprising broadly the same duties) and save where there is a manifest error, the recipient of such certificate shall not be bound to inquire further as to whether such a certificate was properly issued.

## **GENERAL MEETINGS**

- 4.1 The Directors may call general meetings and, on the requisition of the Local Authority as sole member pursuant to the provisions of the Act, shall comply with their obligations under the Act to forthwith proceed to convene an extraordinary general meeting for a date which is in any case not later than twenty-one days after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Directors or the Local Authority as sole member of the Company may call a general meeting.
- 4.2 The Directors may make whatever arrangements that they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

## **NOTICE OF GENERAL MEETINGS**

- 5.1 A member meeting (being a meeting at which the Local authority is the sole member) for the passing of any member resolution shall be called by at least 21 clear days notice. A member meeting may be called by shorter notice if it is so agreed by the Local Authority as sole member.
- 5.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 5.3 The notice shall be given to the Local Authority as sole member and to the Directors and auditors.
- 5.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 5.5 The Local Authority as sole member must be given notice of all general meetings in accordance with this Article 5 and no business may be transacted at any general meeting if the Local Authority as sole member has not been given such notice.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 No business shall be transacted at any meeting unless the persons attending it constitute a quorum. The presence of the authorised representative of the Local Authority as sole member shall constitute a quorum.
- 6.2 In determining attendance at a general meeting, it is immaterial whether the persons attending it are in the same place as each other.
- 6.3 Persons attending a meeting who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 6.4 The Directors shall make all such arrangements to allow persons to attend general meetings by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by each other and such participation shall constitute presence in person at the general meeting.
- 6.5 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
- 6.6 In addition to the Local Authority as sole member, the Chair may permit:

6.6.1 Directors who are not members; and

6.6.2 other persons who are not members of the company;

to attend and speak at a general meeting. For avoidance of doubt, such persons permitted to attend and speak who are not members, will not be able to exercise any of the rights or responsibilities of members of the Company.

#### **CHAIR OF GENERAL MEETINGS**

7 The Chair, if any, of the Directors or in his absence the Vice-Chair or in his absence some other Director nominated by the Directors shall preside as Chair of the general meeting, but if neither the Chair nor such other Director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chair and, if there is only one Director present and willing to act, he shall be Chair.

8 The Chair may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

#### **RESOLUTIONS**

9 A resolution put to the vote of a meeting shall be decided by the vote of the Local Authority as sole member.

10 A resolution in writing executed by or on behalf of the Local Authority as sole member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which the Local Authority's representative was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of the Local Authority as sole member.

#### **VOTES OF MEMBERS**

11 Local Authority as sole member shall have the sole vote.

12 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

#### **DIRECTORS**

13 Unless otherwise determined by ordinary resolution, there shall be at least one Director and a maximum of eleven (11) Directors in office at any one time.

14 The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Further Directors shall be appointed as provided subsequently in the Articles.

- 15 Board of Directors shall include:
- 15.1 Six (6) Directors appointed by the Local Authority
  - 15.2 a maximum of five (5) such other persons as the Board may appoint including persons co-opted to serve for specific periods of time or to advise upon particular matters or otherwise having limited tenure or voting rights.
- 16 The Local Authority may remove or replace any Director appointed under 15.1, at any time by written notice to the Company.
- 17 Board may remove or replace any Director appointed under 15.2 at any time by written notice to the Director.

#### **APPOINTMENT AND REMOVAL OF CHAIR AND VICE-CHAIR**

- 18 Chair shall be selected from one of the Directors appointed under 15.1 and appointed and removed by the Directors. The Chair shall give three months notice if he wishes to resign as Chair. The Chair shall preside at every meeting of Directors at which he is present but in the absence of the Chair the Vice-Chair will chair the meeting.
- 19 Vice-Chair shall be selected from any of the Directors other than the Chair, and appointed and removed by the Directors. The Vice-Chair shall give three months notice if he wishes to resign as Vice-Chair. In the absence of the Chair, the Vice-Chair shall preside at every meeting of Directors at which he is present but in the absence of the Chair and the Vice-Chair, the Directors present may appoint one of their number to be the chair of the meeting.
- 20 Chair and Vice-Chair will be appointed annually and will serve for a maximum of one year from the date of their appointment as Chair or Vice-Chair respectively.

#### **POWERS OF DIRECTORS**

- 21 Subject to the provisions of the Act, the Memorandum and the Articles (including any provisions requiring the approval of the Local Authority as sole member where relevant) and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
- 22 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
- 23 The Board may delegate any of the powers that are conferred on them under the Articles to a Director, to a committee of directors, to a Director acting in conjunction with an Area Board, or to a committee of Directors acting in conjunction with an Area Board, or to a Director acting in conjunction with a Task and Finish Group, or to a committee of Directors acting in conjunction with a Task and Finish Group. The Board may revoke any such delegation in whole or in part, or alter its terms or conditions.

- 24 If the Board so specifies, any such delegation may authorise further delegation of the director's powers by any person to whom they are delegated.
- 25 Directors or committees of Directors to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the making of decisions by directors.
- 26 The Board may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

## **APPOINTMENT AND REMOVAL OF DIRECTORS**

- 27 The Local Authority as sole member and the Directors shall seek to ensure, in exercising their powers to nominate, appoint, reappoint, elect, re-elect, approve and dismiss Directors, that the Board is representative of those with an interest in the services and facilities offered by the Company and also comprises persons with a broad range of skills and who are likely to contribute to the Company's success.
- 28 A Director shall cease to hold office if he:
- 28.1 ceases to be a Director by virtue of any provision in the Act (or any statutory re-enactment or modification of that provision); or is otherwise prohibited by law from being a Director;
  - 28.2 becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - 28.3 in the opinion of his registered medical practitioner, has become incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
  - 28.4 resigns his office by notice to the Company;
  - 28.5 is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated;
  - 28.6 in the opinion of the Board, has brought or risks bringing the good name of the Company into disrepute.

## **DIRECTORS REMUNERATION AND EXPENSES**

- 29 The Directors including the Chair shall be entitled to be paid all reasonable out-of-pocket expenses properly incurred by them in connection with their attendance at meetings of Directors, committees of Directors, Area Boards, Task and Finish Groups or general meetings or otherwise in connection with the discharge of their duties, but shall receive no other remuneration from the Company other than as expressly permitted under the Memorandum and Articles of Association.
- 30 Where a Local Authority Person is a Director, his entitlement to receive expenses under 29 shall not exceed any restriction imposed by the Local Government and Housing Act 1989 or other legislation.
- 31 No Director shall be entitled to receive remuneration other than reimbursement of expenses in accordance with 29 and 30 provided that where a Director is an employee of the Company, nothing in these Memorandum and Articles shall prevent payment in accordance with such Director's contract of employment.

## **DIRECTORS APPOINTMENTS AND INTERESTS**

- 32 Subject to the provisions of the Act the directors may delegate any of their powers to one or more of their number and may appoint one or more of their number to any unremunerated executive office under the Company. Any such appointment may be made upon such terms as the Board may determine. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director.
- 33 At the first Board meeting the Directors will adopt the code of conduct of Tendring District Council councillors adapted to be suitable for the Company.
- 34 The Directors will abide by the adopted code of conduct as amended from time to time.
- 35 Any Director (or any firm company or organisation of which the Director is a member or employee) may enter into a contract with the Company to supply goods or services outside the scope of the ordinary duties of the Director in return for a payment or other material benefit but only if:
- 35.1 the goods or services are actually required by the Company;
- 35.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services.

## **PROCEEDINGS OF DIRECTORS**

- 36 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors by giving notice to the other Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes unless the question requires a directors' special resolution in accordance with 52. In the case of an equality of votes, the Chair shall have a second or casting vote unless, in accordance with these articles, the Chair is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.
- 37 Notice of any meeting of Directors must indicate: its proposed date, time and subject matter; where it is to take place; and if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 38 The quorum for the transaction of the business of the Directors as the Board shall be three (3) Directors, at least two of whom shall be appointees of the Local Authority under 15.1. The Directors may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies.
- 39 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, an Area Board, or a Task and Finish Group shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors, an Area Board, or a Task and Finish Group duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.
- 40 Unless otherwise restricted by these Articles all or any of the Directors or members of a committee of the Directors, an Area Board, or a Task and Finish Group may participate in and vote at a meeting of the Directors or such committee, an Area Board, or a Task and Finish Group by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by each other and such participation shall constitute presence in person at the meeting.

- 41 Any Director may propose a directors' written resolution.
- 42 The Secretary must propose a directors' written resolution if a Director so requests.
- 43 A directors' written resolution is proposed by sending notice of the proposed resolution to the directors.
- 44 Notice of a proposed directors' written resolution must indicate:
- (a) the proposed resolution;
  - (b) the time by which it is proposed that the directors should adopt it.
- 45 Notice of a proposed directors' written resolution must be given in writing to each directors.
- 46 Any decision which a person giving notice of a proposed directors' written resolution takes regarding the process of adopting that resolution must be taken reasonably in good faith.
- 47 A proposed director's written resolution is adopted when all the directors have signed one or more copies of it.
- 48 It is immaterial whether any Director signs the resolution before or after the time by which the notice proposed that it should be adopted.
- 49 Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the articles.
- 50 The company secretary must ensure that the company keeps a record, in writing, of all directors' written resolutions for at least ten years from the date of their adoption.

#### **DIRECTORS' SPECIAL RESOLUTION**

- 51 Directors' special resolution must be passed with the approval of at least seven (7) Directors. Where there are fewer than seven (7) Directors in office, then the decision requiring a directors' special resolution must be passed by the unanimous vote of directors in office.
- 52 The following require a directors' special resolution in order to be approved by the Board:
- a. any alteration to the Company's Memorandum or Articles of Association;
  - b. any change to the Company's name;
  - c. the giving or taking of loans, credit, securities or guarantees in excess of £100,000;
  - d. the dismissal of the chief executive employed by the Company from time to time;
  - e. the dissolution or winding up of the Company;
  - f. the appointment of any paid employee who will receive remuneration (including emoluments as defined in the Act) in excess of £80,000 per annum
  - g. the approval of any delivery plan required pursuant to the Service Level Agreement.

## **SECRETARY**

53 Subject to the provisions of the Act, the Secretary shall be appointed by the Local Authority as sole member 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.

## **MINUTES**

54 Directors shall keep minutes in books kept for the purpose:

- a. of all appointments of officers made by the Directors; and
- b. of all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

## **THE SEAL**

55 The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

## **ACCOUNTS**

56 Accounts shall be prepared in accordance with the provisions of Part VII of the Companies Act 1985 and Part 15 of the Companies Act 2006 (when in force) and the Local Government Finance Act 1989 and the Local Government Act 2007 (when in force)

## **NOTICES**

57 Notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing and can be by a method agreed by the Director receiving the notice.

58 A Director may agree with the Company that notice of documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

59 The Company may give any notice to the Local Authority as sole member by delivery of a letter addressed to the Chief Executive, Tendring District Council at Town Hall, Station Road, Clacton-on-Sea Essex CO15 1SE

60 Any notice or document sent to a Director may be sent to that Director's address as registered in the Company's register of directors, unless:

- 60.1 the Director and the Company have agreed that another means of communication is to be used, and
- 60.2 the Director has supplied the company with the information it needs in order to be able to use that other means of communication.

61 The Local Authority as sole member represented at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

- 62 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
- 63 Documents required by the Articles to be delivered to or by the Company may be delivered electronically or by any other data transmission process. Such documents include but are not limited to notices of meetings and annual reports and accounts. The Directors may decide which documents may be delivered electronically and may make rules to regulate electronic delivery and no documents will be sent electronically without the consent of the recipient.

## **INDEMNITY**

- 64 Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every Director, Secretary, auditor or other officer or employee of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses, damages and liabilities which he may sustain or incur in or about the execution of his duties or the exercise of his powers or otherwise in relation thereto including, without prejudice to the generality of the foregoing, any liability incurred defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- 65 The Directors may exercise all the powers of the Company to purchase and maintain for any Director, auditor or other officer (including former Directors and other officers) or any other person insurance against any liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against.

## **RULES**

- 66 Subject to these Articles the Directors may from time to time make alter, add to or repeal such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of recognising partner organisations and all matters relating to consultation with interested parties, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- 66.1 procedures for nominating, selecting and replacing Directors;
  - 66.2 the conduct of the Company's employees or officers;
  - 66.3 the procedure at meetings with partner organisations, general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the Articles;
  - 66.4 generally, all such matters as are commonly the subject matter of company rules.
- 67 In addition to the powers of the Directors under Article 66, the Company in general meeting shall have power to alter, add to or repeal the rules or bye laws made by the Directors.
- 68 The Directors shall inform the Local Authority as sole member in writing of all rules and byelaws made by the Directors which shall be binding on the Local Authority as sole member provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

## DISSOLUTION

69 Clause 8 of the Memorandum relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles. To the extent permitted by law, the consent of the Local Authority as sole member is required before taking any steps to wind up or dissolve the Company.

70 Subject to the approval of the Local Authority as sole member, the Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

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Signatures, Names and Addresses of Directors

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Name: **David John Lines**

Signature: dated: 2 April 2008

Of: 'Rookwood' 43 Fourth Avenue Frinton-on-Sea, Essex CO13 9DY

Witness to the above signature

Name: **Roy Coulter**

Address: 29 Baynards Crescent, Frinton-On-Sea, Essex CO13 OQT

Occupation: Local Government Officer

Signature: dated: 2 April 2008

Name: **Leslie John Double**

Signature: dated: 2 April 2008

Of: 15 Litchfield, Dovercourt Bay, Harwich, Essex CO12 4TT

Witness to the above signature

Name: **Michael Philip Bateson**

Address: 6 Greenway, Frinton on Sea, Essex CO13 9AL

Occupation: Local Government Officer

Signature: dated: 2 April 2008