



**ILMINSTER TOWN COUNCIL
GRANT APPLICATION FORM 2020/21**

**Please Note: Prior to completion of this form please read
The Town Council's Grant Policy and Guidelines**

Name / Title of Organisation	Experience Ilminster CIC (Exil)
Position held in organisation	Director
Name of person submitting the application	Julie Fowler
Address	Isle Barn Winterhay Lane Ilminster TA19 9PJ
Telephone No:	01460 54007
Email:	juliefowler@talk21.com

Full details of project for which the grant is sought: *with emphasis on how it will benefit the citizens of Ilminster*

Each year Experience Ilminster CIC stages the Ilminster Midsummer Experience. A major part of this is the 4 week Flag Festival which comprises around 110 flags decorating the town centre. This Festival attracts visitor from the surrounding district and raises the profile of the town across a wider area. The flags have featured in SSDC's promotional literature. They are welcomed throughout the town by the majority of the town's citizens. However the flags are showing their age and many have become faded with a significant number showing signs of frequent repairs and are now beyond reasonable future maintenance. In short the majority now need replacing.

This project is to replace up to 80% of the flags to an improved technical specification which we intend will extend their serviceable life. This will include banners at Greenfyld and Swanmead schools and the Minster Banners designed by Patrick Reyntiens. We will also replace the majority of the flag poles in the interest of safety.

Total anticipated cost of project.
(Please enclose supporting estimates)

£ 6,000

Amount of grant sought from Town Council and % of total project costs

£ 300

5%

Please give details of applications made to other grant making bodies in respect of this project (eg South Somerset District Council/Lottery. etc)

Date	Organisation	Amount Sought	Granted
July 2020	Coop	£2000	In Process
July 2020	SSDC	£900	In Process

Please provide details of the contribution that will be made by your organisation to the Project.

We shall be conducting fund raising events and applying to local organisations for contributions and this may raise £1,000. We already have £440 committed from the Masonic Lodge and IEF. In addition Exil intends to allocate £800 from its reserves. We shall also be approaching local businesses and this may generate a further £500 although the current economic situation has hit the retail section hard.

Has your organisation received a grant from this Council within the last 3 years? Enter X. If YES please provide details below.

YES
X

NO

01/06/2018	Ilminster Town Crier's Competition	£200
22/03/2019*	Banner Maintenance Fund	£200
22/03/2019*	Ilminster Somerset Day	£200
22/03/2019*	Ilminster Town Crier's Competition	£200
*Mayor's Fund		

Please use additional sheets if necessary
Don't forget to include:

- Constitution / rules
- Financial information – accounts
- Evidence project costings are reasonable

Please return the completed form to:
Ilminster Town Council
Council Offices
North Street
Ilminster
Somerset
TA19 0DG

SUMMARY ACCOUNTS

Year to 31st December 2019

Experience Imlinster CIC

	Year to 31/12/19
INCOME and EXPENDITURE	
Turnover	3,087.48
less:	
Cost of producing events	-1,666.34
	1,421.14
less:	
Overheads and Operating Costs	206.07
Gross Operating Surplus / -Deficit	-1,215.07
Bad Debts	0.00
Funded by:	
Donations	4.29
Sponsorship	
Other	0.00
Total Non-Operational Funding:	4.29
Surplus / -Deficit for year before tax:	210.36
Corporation Tax due this year:	39.96
Retained profits brought forward:	170.40

	Year to 31/12/18
3,091.91	
-445.00	2,646.91
-1,827.36	
819.55	
-170.00	
0.00	
0.00	
0.00	
0.00	-170.00
649.55	
123.31	
526.24	

Statutory Statements:
 For the year ending 31st December, 2019, the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.
 The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.
 The Directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.
 These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

	Year to 31/12/19	Year to 31/12/18
Current Assets		
Cash at Bank	3,456.77	2,831.81
Petty Cash	273.27	301.71
Sub-total Current Assets:	3,730.04	3,133.52
Debtors		
Town Criers' Competition	-217.95	-16.50
Somerset Day	-208.73	
Team Imlinster	-462.64	
Other Debtors	0.00	0.00
Sub-total Debtors:	-889.32	-16.50
Other Assets		
Pre-payment		
Accrued Income	0.00	0.00
Sub-total Other Assets:	0.00	0.00
Total Current Assets:	2,840.72	3,117.02
less:		
Current Liabilities		
Banner Maintenance Fund	-101.91	451.82
Capital Grants	-791.20	791.20
Corporation Tax	76.91	123.31
Suspense Account	26.22	-26.22
Total Current Liabilities:	-789.98	1,340.11
Current ASSETS / LIABILITIES	2,050.74	1,776.91
CAPITAL and RESERVES		
Retained Profits	210.36	526.24
Profits brought forward	1,840.38	1,250.67
CAPITAL and RESERVES	2,050.74	1,776.91

Signed: Michael Fry-Foley
 Director

Date: _____

Income and Expenditure Budget
Flag Restoration Fund

EXPENDITURE	
<u>Flags and Banners</u>	
No. Flags:	101
No. Banners:	9 *
Total No. Flags and Banners:	110
<u>Estimated No to be replaced:</u>	
Percentage:	80%
Number:	88
<u>Cost of Flags and banners</u>	
Cost @:	£ 60 each
Total Flags:	£5,280
<u>Poles and sundry expenses</u>	
Poles @:	£ 6 each
Total Poles:	£ 660
Sundry costs:	£ 60
Total Poles and Sundry expenses:	£ 720
* 2 X Greenfyde School and 7 X Minster Church banners	
TOTAL PROJECT EXPENDITURE: £ 6,000	

INCOME	
<u>Grants applied for</u>	
Coop Community Fund:	£ 2,000
South Somerset District Council:	£ 900
Iminster Town Council:	£ 300
Total Grants applied for:	£ 3,200
<u>Experience Iminster CIC</u>	
Reserves:	£ 800
Events and local Organisations:	£ 1,000
Local Businesses:	£ 500
Private donations:	£ 500
	£ 2,800
TOTAL PROJECT INCOME: £ 6,000	

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

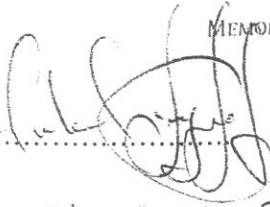
MEMORANDUM OF ASSOCIATION

of

EXPERIENCE ILMINSTER COMMUNITY INTEREST COMPANY

1. The company is to be a Community Interest Company
2. The company's name is Experience Ilminster Community Interest Company
3. The company's office is to be situated in England.
4. The company's objects are:-
 - a) to entertain, inform and educate the general public by celebrating the community, life, history and achievements of the town of Ilminster in the county of Somerset and of its people
 - b) 'to raise public awareness of Ilminster by promoting concert's, theatrical performances, visual and performing art, sporting events and other public displays and events in any media whatsoever
 - c) to promote Ilminster in such a way as to improve the opportunities for new investment in the town
 - d) to organise and to carry out such other events and activities as the Directors shall deem necessary and appropriate in furtherance of such objects.
5. The liability of the members is limited.
6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £5) to the company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member for payment of the company's debts and liabilities contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

Michael Fry-Foley
16 Love Lane
Ilminster
Somerset TA19 0AR

Signed 
Dated 10 March 2008

Elizabeth Jane Ferriss
19 Eames Orchard
Ilminster
Somerset TA19 0BZ

Signed Elizabeth Ferriss
Dated March 5 2008

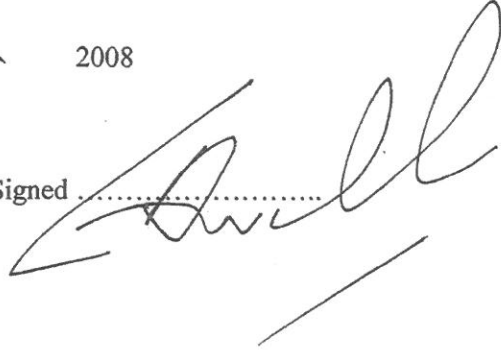
Richard Charles Rawes Jacobs
Broughtons Barn
Ilford
Ilminster
Somerset TA19 9EB

Signed 
Dated 10/3/08

Dated the 10th day of March 2008

Witness to the above signatures

Edward Arthur Wells
20 Silver Street
Ilminster
Somerset TA19 0DN

Signed 

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

EXPERIENCE ILMINSTER COMMUNITY INTEREST COMPANY

Interpretation

1. In these regulations-
 - a) "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
 - b) "the articles" means the articles of the company.
 - c) "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
 - d) "executed" includes any mode of execution.
 - e) "office" means the registered office of the company.
 - f) "the seal" means the common seal of the company.
 - g) "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.
 - h) "the United Kingdom" means Great Britain and Northern Ireland:

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

Members

2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
3. No person shall be admitted a member of the Company unless he is approved by the Directors. Every person who wishes to become a member shall deliver to the

Company an application for membership in such form as the Directors require executed by him.

4. Membership is terminated if:

b) The member resigns by written notice to the Company unless, after the resignation, there would be less than two members;

c) The member is removed from membership by a resolution of the Directors that it is in the best interests of the Company that his membership is terminated. A resolution to remove a member from membership may only be passed if:

i) The member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reason why it is to be proposed:

ii) The member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting

Transfer of Assets

5. The Company shall not transfer any of its assets other than for full consideration.

6. Provided the condition specified in paragraph 7) is satisfied, paragraph 5) shall not apply to :-

a) the transfer of assets to any asset locked body specified in the Memorandum or Articles for the purposes of this Article or (with the consent of the Regulator) to any other asset locked body; and

b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an asset locked body.

7. The condition is that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum or the Articles.

General Meetings

8. All general meetings other than annual general meetings shall be called extraordinary general meetings.

9. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

Notice of General Meetings

10. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed—

a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and;

b) in the case of any other meeting by a majority in number of the members having a right to attend and vote.

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.

The notice shall be given to all members, and to the directors and auditors.

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

Proceedings at General Meetings

12. No business shall be transacted at any meeting unless a quorum is present. A quorum at any meeting of the company shall be one third of the members with a minimum of two.

13. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such 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.

14. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

15. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

16. A director shall be entitled and speak at any general meeting.

17. The chairman 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 the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven 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.

18. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -
 - a) by the chairman or
 - b) by at least two members having the right to vote at the meeting, and a demand by a person as proxy for a member shall be the same as a demand by the member.
19. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
20. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
21. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
23. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
24. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

25. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he 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 one or more members.

Votes of Members

26. On a show of hands every member present in person shall have one vote. On a poll every member present in person or voting by proxy shall have one vote.
27. Every member who is an individual present in person or by proxy, and every corporate member present by proxy or by its duly appointed representative, shall have one vote.
28. A person who is not a member shall not have any right to vote at a general meeting of the Company (except as the proxy or (in the case of a corporate member) duly authorised representative of a member).
29. Paragraphs 27 and 28 are without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.
30. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
31. 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 chairman whose decision shall be final and conclusive.
32. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

Experience Ilminster Community Interest Company

I/We _____

of _____

being a member/members of the above-named company, hereby appoint

of _____

of _____

as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the company to be held on

and at any adjournment thereof.

Signed _____

on: _____

- 33. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

Experience Ilminster Community Interest Company

I/We, _____

of _____

being a member/members of the above-named company, hereby appoint

of _____

of _____

as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extra-ordinary general meeting of the company, to be held on _____ and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *For *Against

Resolution No. 2 *For *Against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this _____ day of _____, _____

34. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may -
- a) be deposited at the office or at such other places within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
35. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Directors

36. The Directors are members of the company and the members of the company are its Directors.
37. Directors must be aged 18 years or over.
38. The first Directors shall be those persons notified to Companies House as the first directors of the company
39. A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors
40. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.
41. No powers to appoint Directors may be given to persons who are not members which immediately after their exercise could result in the majority of the Directors having been appointed by persons who are not members.

42. No powers to remove Directors may be given to persons who are not members which immediately after their exercise could result in either:
- a) the majority of the remaining Directors having been appointed by persons who are not members; or
 - b) the number of Directors removed during the financial year of the company by persons who are not members exceeding the number of the remaining Directors.

But this shall not prevent a Director from appointing, or subsequently removing, an alternative director, if permitted to do so by the Articles.

Powers of Directors

43. Subject to the provisions of the Act, the memorandum and the articles 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 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 regulation 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 powers exercisable by the directors.
44. 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.

Delegation of Directors' Powers

45. The directors may delegate any of their powers to any committee that includes one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

Appointment and Retirement of Directors

46. At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office but, if there is only one director who is subject to retirement by rotation, he shall retire.
47. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day

those to retire shall (unless they otherwise agree among themselves) be determined by lot.

48. If the company, at the meeting at which a director retires by rotation, does not fill the vacancy, the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
49. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless -
 - a) he is recommended by the directors;
 - b) or not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
50. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of directors.
51. Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.
52. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
53. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

Disqualification and Removal of Directors

54. The office of a director shall be vacated if—

- a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- c) he is, or may be, suffering from mental disorder and either -
 - i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- d) he resigns his office by notice to the company; or
- e) he ceases to be a member of the Company, or
- f) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

Directors' Remuneration and Expenses

55. The directors shall not be entitled to any remuneration except as provided in article 48 but may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the company or otherwise in connection with the discharge of their duties.

Directors' Appointments

56. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service

between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

Scope of Rules

57. References in the Articles to decisions of Directors are to decisions of Directors which are connected with their functions.
58. Except where the Articles expressly provide otherwise, provisions of the Articles about how the Directors take decisions do not apply:
- a) when the Company only has one Director; or
 - b) to decisions delegated to a single Director.

Directors to Take Decisions Collectively

59. Any decision which the Directors take:
- a) must be either a unanimous decision or a majority decision; and
 - b) may, but need not, be taken at a meeting of Directors.

Unanimous Decisions

60. The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter.
61. A unanimous decision need not involve any discussion between Directors.

Majority Decisions

62. The Directors take a majority decision if:
- a) every Director has been made aware of a matter to be decided by the Directors;
 - b) all the Directors who indicate that they wish to discuss or vote on the matter have had a reasonable opportunity to communicate their views on it to each other; and
 - c) a majority of those Directors vote in favour of a particular conclusion on that matter.
63. Paragraph (62)(a) does not require communication with any Director with whom it is not practicable to communicate, having regard to the urgency and importance of the matter to be decided.
64. In case of an equality of votes, the Chair shall have a second or casting vote.
65. A Director who is an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

66. Except as provided by paragraphs (64) and (65), in all proceedings of Directors each Director must not have more than one vote.
67. Directors participating in the taking of a majority decision otherwise than at a meeting of Directors:
- a) may be in different places, and may participate at different times; and
 - b) may communicate with each other by any means.

Meetings of Directors

68. Any Director may call a meeting of Directors.
69. Every Director must be given reasonable notice of a meeting of Directors.
70. Paragraph (69) does not require notice to be given:
- a) in writing; or
 - b) to Directors to whom it is not practicable to give notice, having regard to the urgency and importance of the matters to be decided, or who have waived their entitlement to notice.
71. Directors participating in a meeting of Directors:
- a) must participate at the same time, but may be in different places; and
 - b) may communicate with each other by any means.

Conflicts of Interest

72. In this article, a "relevant interest" is:
- a) any interest which a Director has in; or
 - b) any duty which a Director owes to a person other than the Company in respect of, an actual or proposed transaction or arrangement with the Company.
73. For the purposes of paragraph (72)(a), a Director shall be deemed to have an interest in a transaction or arrangement if:
- a) the Director or any partner or other close relative of the Director has an actual or potential financial interest in that transaction or arrangement;
 - b) any person specified in paragraph(73)(a) is a partner in a firm or limited partnership, or a director of or a substantial shareholder in any Company, which has an actual or potential commercial interest in that transaction or arrangement; or

- c) any other person who is deemed to be connected with that Director for the purposes of section 317 of the 1985 Act has a personal interest in that transaction or arrangement.
74. Subject to paragraph (79) (b), a Director who has a relevant interest must disclose the nature and extent of that interest to the other Directors.
75. Subject to paragraphs (76) and (77), when the Directors take a majority decision on any matter relating to a transaction or arrangement in which a Director has a relevant interest:
- a) no Director who has such a relevant interest may vote on that matter; and
 - b) for the purposes of determining whether a relevant quorum is present, or whether a majority decision has been taken in relation to that matter, such a Director's participation in the decision-making process shall be ignored.
76. Paragraph (75) does not apply:
- a) if the Director's interest cannot reasonably be regarded as giving rise to any real possibility of a conflict between the interests of the Director and the Company; or
 - b) if the Director's interest only arises because the Director has given, or has been given, a guarantee, security or indemnity in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries.
77. The Members may by ordinary resolution decide to dis-apply paragraph (75), either in relation to majority decisions generally or in relation to a particular decision.
78. Subject to the Companies Acts, if a Director complies with paragraph (74):
- a) that Director:
 - (i) may be a party to, or otherwise interested in, the transaction or arrangement in which that Director has a relevant interest; and
 - (ii) shall not, by reason of being a Director, be accountable to the Company for any benefit derived from that transaction or arrangement; and
 - b) the transaction or arrangement in which that Director has a relevant interest shall not be liable to be treated as void as a result of that interest.
79. For the purposes of paragraph (74):
- a) a general notice given to the Directors that a Director is to be regarded as having a specified interest in any transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction or arrangement of the nature and extent so specified; and

b) any interest of which a Director has no knowledge, and could not reasonably be expected to have knowledge, shall be disregarded.

Records to be Kept

80. The Directors are responsible for ensuring that the Company keeps a record, in writing, of:

- a) every unanimous or majority decision taken by the Directors; and
- b) every declaration by a Director of an interest in an actual or proposed transaction with the Company.

81. Any record kept under paragraph (78) must be kept:

- a) for at least ten years from the date of the decision or declaration recorded in it;
- b) together with other such records; and
- c) in such a way that it is easy to distinguish such records from the Company's other records.

Specified Number of Directors for Majority Decisions

82. Subject to paragraph (83), no majority decision shall be taken by the Directors unless a quorum as defined in paragraph (9) (the "relevant quorum") participate in the process by which the decision is taken and are entitled to vote on the matter on which the decision is to be taken.

83. If the Company has one or more Directors, but the total number of Directors is less than the relevant quorum, the Directors may take a majority decision:

- b) that will enable the Members to appoint further Directors.

Chairing of Majority Decision Making Processes

84. The Directors shall appoint a Director to chair the taking of all majority decisions by them.

85. If the person appointed under paragraph (84) is for any reason unable or unwilling to chair a particular majority decision making process, the Directors shall appoint another Director to chair that process.

86. The Directors may terminate an appointment made under paragraph (84) or paragraph (85) at any time.

87. A Director appointed under this article shall be known as the Chair for as long as such appointment lasts.

Directors' Discretion to Make Further Rules

88. Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions.
89. The Directors must ensure that any rule which they make about how they take decisions is communicated to all persons who are Directors while that rule remains in force.

Defect in Appointment

90. This article applies if:
- a) a decision is taken by the Directors, or a committee of the Directors, or a person acting as a Director; and
 - b) it is subsequently discovered that a person who, acting as a Director, took, or participated in taking, that decision:
 - (i) was not validly appointed as a Director;
 - (ii) had ceased to hold office as a director at the time of the decision;
 - (iii) was not entitled to take that decision; or
 - (iv) should, in consequence of a conflict of interest, not have voted in the process by which that decision was taken.
91. Where this article applies:
- a) the discovery of any defect of the kind specified in paragraph (1)(b) shall not invalidate any decision which has been taken by, or with the participation of, the person in relation to whom that defect existed; and
 - b) any such decision shall be as valid as if no such defect existed in relation to any person who took it or participated in taking it.

Secretary

92. Subject to the provisions of the Act, the secretary shall be appointed by the 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.

Minutes

93. The directors shall cause minutes to be made 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

94. 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 second director.

Notices

95. Any 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.

96. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

97. 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.

Indemnity

98. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application 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.

Michael Fry-Foley
16 Love Lane
Ilminster
Somerset TA19 OAR

Signed: _____

Dated: _____

Elizabeth Jane Ferriss
11 Eames Orchard
Ilminster
Somerset TA19 OBZ

Signed: _____

Dated: _____

Richard Charles Rawes Jacobs
Broughtons Barn,
Ilford,
Ilminster,
Somerset TA19 9EB

Signed: _____

Dated: _____,

Dated the ____ day of _____, _____

Witness to the above signatures Signed: _____

Edward Arthur Wells
20 Silver Street
Ilminster
Somerset TA19 ODN