

THE COMPANIES ACTS 1985 AND 1989

("the Acts")

(638133)

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INTERNATIONAL TRAINING SERVICE LIMITED

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WRITTEN RESOLUTION OF THE MEMBER

WE, the undersigned, being the sole member of the company entitled at the date hereof to attend and vote at a general meeting of the company, pass the following resolutions as special resolutions.

SPECIAL RESOLUTIONS

1. THAT the Company's Memorandum of Association be amended by
  - (a) deleting the reference to section 14 of the Companies Act 1948 from Clause 3(E) and substituting a reference to "the Acts";
  - (b) deleting Clauses 4 and 7 in their entirety;
  - (c) inserting the following clause as Clause 4:-

"4 (i) Subject to the provisions of the Acts, the Company may pay any of its income or property by way of dividend, bonus or otherwise to the members.

(ii) If upon the winding-up or the dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property it may be paid or distributed amongst the members of the Company."; and



26/6/97 1543167

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION  
OF  
ITS CONSULTANTS LIMITED**

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1. The name of the company is "ITS CONSULTANTS LIMITED"<sup>1</sup>.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To act as a holding company for any one or number of subsidiaries.
  - (b) To carry on any other trade or business whatever.
  - (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
  - (d) To apply for, register, purchase or any other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon testing and improving any patents, inventions

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<sup>1</sup>

The Company's name was changed from ITS (Overseas) Limited and amendments made to the Company's Memorandum of Association by Special Resolutions of the Members passed on 25th March 1997

or rights which the Company may acquire or propose to acquire.

- (e) To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for cooperation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or

security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (k) To apply for, promote and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry on any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's rights.
- (l) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and coordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any person who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, or fellow subsidiary company and to lend money to

any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of £1.00 each.

We, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
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Michael Richard Counsell  
15 Pembroke Road  
Bristol  
BS99 7DX

One

Commercial Manager

Christopher Charles Hadler  
15 Pembroke Road  
Bristol  
BS99 7DX

One

Commercial Manager

Dated 15th January 1981

Witness to the above Signatures:-

Dawn Bennett  
15 Pembroke Road  
Bristol  
BS99 7DX

Clerk

THE COMPANIES ACTS 1985 AND 1989

INTERNATIONAL TRAINING SERVICE LIMITED

WRITTEN RESOLUTION OF THE MEMBERS

WE, the undersigned, being the only members of the Company entitled at the date hereof to attend and vote at a general meeting of the Company, pass the following resolution as a special resolution:-

SPECIAL RESOLUTION

THAT the existing Articles of Association of the Company be amended by renumbering the existing Article number 4 as 4(a), and inserting a new Article 4(b) reading as follows:-

"A member may at any time withdraw from the Company by giving prior written notice to the Company. Membership shall not be transferable and shall cease on death."

DATED this 25th day of March 1997

*J. F. Bruce*  
.....  
J F BRUCE

*A. P. Conway*  
.....  
A P CONWAY

*J. M. Hillier*  
.....  
J M HILLIER

*J. Lawson*  
.....  
J LAWSON

*W. H. Petty*  
.....  
W H PETTY

*J. L. Cox by his attorney A. J. W. Young*  
.....  
J L COX

*I. A. Greive*  
.....  
I A GREIVE

*P. M. Kenrick*  
.....  
P M KENRICK

*A. H. McLaughlin*  
.....  
A H MCLAUGHLIN

*A. J. W. Young*  
.....  
A J W YOUNG



**The Companies Acts, 1985 and 1989 ("the Acts")**

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

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**MEMORANDUM OF ASSOCIATION**

**OF**

**INTERNATIONAL TRAINING SERVICE LIMITED**

**(As amended by Special Resolutions passed on 21st July 1964,  
15th February 1967, 5th February 1969, 26th June 1974,  
12th August 1980 and 25th March 1997)**

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1. The name of the Company is "INTERNATIONAL TRAINING SERVICE LIMITED".
  2. The registered office of the Company will be situate in England.
  3. The objects for which the Company is established are:-
    - (A) To establish and operate a service to industry, commerce or public services to encourage and assist in the recruitment and training of workpeople and to enter into any arrangements with the government of any country or territory outside the United Kingdom of Great Britain and Northern Ireland or any authority (whether supreme, municipal, local or otherwise) in such country or territory or with any person or body of persons therein for the establishment and operation of a service to industry, commerce or public services in that country or territory similar to that referred to above.
    - (B) To receive grants fees subscriptions and donations from interested persons or bodies of persons including Government Departments or agencies in furtherance of all or any of the purposes of the Company.
    - (C) To undertake and provide for research into questions of recruitment and training for industry, commerce or

public services and gather and disseminate information on these subjects through all appropriate media.

- (D) To co-operate with bodies and persons having objects in whole or in part similar to those of the Company.
- (E) Subject to the provisions of the Acts to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- (F) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
- (G) To undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.
- (H) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (I) To invest the monies of the Company 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.
- (J) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.
- (K) To make grants or loans in furtherance of the objects of the Company set out above.
- (L) The doing of all such other lawful things as are incidental to or conducive to the attainment of the above objects.

Provided that:-

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall

only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- (ii) The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Company would make it a Trade Union.
  - (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Company 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 Directors of the Company 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 Directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
4. (i) Subject to the provisions of the Acts, the Company may pay any of its income or property by way of dividend, bonus or otherwise to the members.
- (ii) If upon the winding-up or the dissolution of the Company there remains after the satisfaction of all its debts and liability any property it may be paid or distributed amongst the members of the Company.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
7. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of

which such receipts and expenditure take place and of the property, credits and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined, and the correctness of the balance sheets ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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MCCORQUODALE OF NEWTON,  
15 King Street,  
London, EC2.  
Privy Councillor.

R. A. BANKS,  
I.C. House,  
Millbank,  
SW.  
Company Director.

W. J. CARRON,  
110 Peckham Road,  
London SE15.  
Trade Union Official.

C. K. F. HAGUE,  
Babcock House,  
209 Euston Road,  
London NW1.  
Company Director.

G. H. LOWTHIAN,  
17 Holly Way,  
Mitcham, Surrey.  
Trade Union Official.

C. A. ROBERTS,  
Hobart House,  
Grosvenor Place,  
SW1.  
Secretary, National Coal Board.

T. WILLIAMSON  
17 Kingsdowne Road,  
Surbiton.  
Trade Union Official.

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DATED the 14th day of September, 1959,

WITNESS to the above Signatures:-

M. Y. COBB,  
36 Smith Square,  
London SW1.  
Employers' organisation Official.

**The Companies Acts, 1985 and 1989**

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

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**NEW  
ARTICLES OF ASSOCIATION**

**OF**

**INTERNATIONAL TRAINING SERVICE LIMITED**

**Adopted by Special Resolution of the sole member on  
the 25th March 1997**

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**PRELIMINARY**

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained, and subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

**INTERPRETATION**

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

**MEMBERS**

3. 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. 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. A member may at any time withdraw from the company by giving prior written notice to the company. Membership shall not be transferable and shall cease on death.

#### NOTICE OF GENERAL MEETINGS

5. In regulation 38 of Table A:
  - (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right" and
  - (b) the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

#### PROCEEDINGS AT GENERAL MEETINGS

6. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A.
7. Paragraph (d) of regulation 46 of Table A shall be omitted.

#### VOTES OF MEMBERS

8. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

#### DIRECTORS' EXPENSES

9. The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

#### PROCEEDINGS OF DIRECTORS

10. In paragraph (c) of regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

#### ROTATION OF DIRECTORS

11. (a) At every annual general meeting one-third of the Directors for the time being or if their number is not a multiple of three then the number nearest to but not exceeding one-third shall retire from office. Notwithstanding the foregoing a Director shall not, while holding office as a Managing Director, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. A Director retiring at a meeting shall retain office until the close of the meeting.
  - (b) The Directors to retire on each occasion shall be those who have been longest in office since their last election, but as between persons who became or were re-elected Directors on the same day those to retire



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

- (c) A retiring Director shall be eligible for re-election.
- (d) Subject to the provisions of these Articles, the Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Director shall, if willing to continue to act, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.
- (e) No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting and so that no person shall be entitled to act as a Director unless and until he has agreed to become a Member of the Company and his name has been duly entered in the Register of Members.
- (f) Without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of these Articles to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.
- (g) The Company may by special resolution, or by ordinary resolution of which special notice has been given in accordance with the Companies Acts, remove any Director before the expiration of his period of office and may (subject to these Articles) by ordinary resolution appoint another person in his place. Any person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS

12. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting

of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

Except in the case of an emergency of which the Chairman of the Directors shall be the sole judge no meeting of Directors shall be summoned by less than seven days' notice.

13. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be five.
14. The Chairman or if absent the Vice-Chairman (if any) shall preside at all meetings of the Board of Directors at which he shall be present but if at any meeting the said Chairman and the Vice-Chairman be not present within 10 minutes of the time appointed for holding the meeting the Directors present shall choose some one of their number to be Chairman of that Meeting.
15. The Board of Directors may delegate any of their powers to Committees consisting of such Member or Members of the Board of Directors as they think fit, and any Committee so formed shall conform to any Regulations imposed upon it by the Board of Directors. The Meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating meetings and proceedings of the Board of Directors so far as they are applicable and so far as the same shall not be superseded by any Regulations made by the Board of Directors as aforesaid.
16. The Directors may from time to time appoint a Chairman of any committee and if no Chairman is appointed a committee may elect a Chairman of its meetings; if no such Chairman is appointed or elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members of the Committee present may choose one of their number to be Chairman of the meeting.
17. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present.
18. All acts done by any meeting of the Directors or of a committee appointed by the Directors or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or a member of the committee or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed.
19. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

#### MINUTES

20. The words "of the holders of any class of shares in the company" shall be omitted from regulation 100 of Table A.

#### NOTICES

21. The second sentence of regulation 112 of Table A shall be omitted.
22. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 112 of Table A.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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MCCORQUODALE OF NEWTON,  
15 King Street,  
London, EC2.  
Privy Councillor.

R. A. BANKS,  
I.C. House,  
Millbank,  
SW.  
Company Director.

W. J. CARRON,  
110 Peckham Road,  
London SE15.  
Trade Union Official.

C. K. F. HAGUE,  
Babcock House,  
209 Euston Road,  
London NW1.  
Company Director.

G. H. LOWTHIAN,  
17 Holly Way,  
Mitcham, Surrey.  
Trade Union Official.

C. A. ROBERTS,  
Hobart House,  
Grosvenor Place,  
SW1.  
Secretary, National Coal Board.

T. WILLIAMSON  
17 Kingsdowne Road,  
Surbiton.  
Trade Union Official.

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DATED the 14th day of September, 1959,

WITNESS to the above Signatures:-

M. Y. COBB,  
36 Smith Square,  
London SW1.  
Employers' organisation Official.