
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

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, 25th March 1997, 5th August 1997
and 31st May 2002)



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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 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 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.
- (K) 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.
- (L) To enter into contracts, agreements and arrangements with any other person or company for the purpose of making grants or lending money and advancing or giving credit with or without security on such terms as, in the opinion of the directors, shall be directly or indirectly calculated to benefit the Company or enhance the value of any property of the Company, but not to carry on the business of a registered money lender.

- (M) 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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.

DATED the 14th day of September, 1959,

WITNESS to the above Signatures:-

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