

Number of Company.....

998121/1

NO
FEE
PAYABLE**THE COMPANIES ACTS 1948 to 1967**

Declaration of Compliance with the requirements of the
Companies Acts 1948 to 1967, on application for registration of a Company.

Pursuant to Section 15 (2)

Name of
Company

The Aylesbury Industrial Group Training Centre Limited

LIMITED

Presented by

F. S. MOORE LTD.
83/84 Chancery
London W.C.2
01-405 2866

Parrott & Coules, Solicitors,

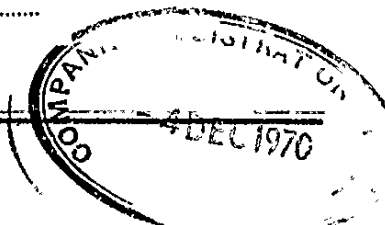
14 Bourbon Street, Aylesbury, Bucks.

Presentor's Reference

F. S. MOORE LTD.

Law Stationers & Printers, 33-34 Chancery Lane, London, W.C.2

Telephone: 01-405 2866



I, Ian Richard Taylor

of 14 Bourbon Street, Aylesbury, Bucks,

(a) Here insert:
"A Solicitor of the
Supreme Court"
(or in Scotland
a Solicitor) "engaged
in the formation"

or
"A person named
in the Articles of
Association as a
Director"
Secretary (whichever
is applicable).

Do solemnly and sincerely declare that I am (a) a Solicitor

of the Supreme Court engaged in the formation

of The Aylesbury Industrial Group Training Centre
LIMITED,

and that all the requirements of the Companies Acts 1948 to
1967 in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and
I make this solemn Declaration conscientiously believing the
same to be true and by virtue of the provisions of the
"Statutory Declarations Act, 1835."

Reserve for binding

Declared at Aylesbury in the County
of Buckingham

[Signature]

* the 19th day of November 1970

Before me,

S. S. Hudson.

A Commissioner for Oaths, (or a Notary Public or
Justice of the Peace.)

* This Declaration must not be made until the Memorandum and Articles of Association
and Form 25 (Statement of Nominal Capital) have been signed and dated.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

PRO-4200 3322 021.00

9981212

Memorandum of Association

OF

The Aylesbury Industrial Group Training Centre Limited.

1. The name of the Company is "THE AYLESBURY INDUSTRIAL GROUP TRAINING CENTRE LIMITED" (hereinafter called "the Association").

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are :-

(A) To provide and further and assist in the provision of industrial training, in accordance with the principles of the Industrial Training Act 1964, for persons employed (whether as apprentices or otherwise) or intending to be employed in the engineering industry as defined by the Industrial Training (Engineering Board) Order 1964, by members of the Association, and generally to supervise and further the industrial education of such persons and subject thereto to extend such provision or assistance to the training or education of members of the public generally.

(B) So far as may conveniently be done as an adjunct to the carrying out of the foregoing object, to extend the training or other educational facilities provided by the Association to members of the public generally.

And as ancillary to and for the carrying out of the above main purposes to do all or any of the following things :-

Lodged by

F. S. MOORE LTD.
83/84 Chancery Lane
London W.C.2
01-405 2866



(2)

- (C) To provide equip and carry on training centres workshops libraries or other facilities for training and education.
- (D) To provide training courses, classes, and instruction of all sorts.
- (E) To provide advice and technical assistance for businesses in the engineering industry in the carrying out by them of the training of their own employees and in the carrying out of mutual arrangements between two or more such businesses.
- (F) To supervise the training and educational arrangements of persons undergoing industrial training.
- (G) To co-operate with the Engineering Industry Training Board technical colleges, and other educational or public authorities in the provision of industrial training or education.
- (H) To provide assistance by grants or otherwise to individuals employed or intending to be employed in the engineering industry to enable them to acquire training or education.
- (I) To obtain grants from any source for the purposes of the Association and to carry out the terms of any such grants.
- (J) To acquire, by purchase lease or otherwise, and to hold land or buildings of any tenure or any estate or interest therein; and to alter develop or adapt the same and to equip any buildings as may be thought fit; and to dispose by sale lease mortgage or otherwise of any land or buildings.
- (K) To acquire by purchase, hire, hire-purchase or otherwise any equipment or other personal property and to dispose of the same as thought fit.
- (L) To employ and remunerate staff and to pay or provide for pensions and like benefits to employees or ex-employees or their dependants.

(3)

- (M) To invest any monies of the Association in any manner whether or not authorised by law for the investment of trust funds.
- (N) To borrow money and to secure the repayment of any loans or other obligation of the Association by mortgage or charge of any assets of the Association.
- (O) To act as trustee of any trusts in connection with the purposes of the Association.
- (P) To subscribe to and assist any charitable institution having objects similar to those of the Association.
- (Q) To do all things necessary to the carrying out of its main objects.

Provided Always That the Association 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 Association would make it a trade union.

4. The income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for any premises demised or let by any members to the Association.

5. The liability of members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of debts and liabilities of the

Association contracted before he ceases to be a member and of the costs charges and expenses of winding up and for adjustment of the rights of contributories among themselves such amount as may be required not exceeding £30.

7. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions which has objects similar to the objects of the Association and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Association by clause 4 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution and, if and so far as effect cannot be given to such provision, then to some charitable purpose.

(5)

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	
FOR & ON BEHALF OF AIRTECH LTD.	
AIRTECH LTD.,	HADDENHAM, BUCKS. <i>J. H. MATTEWS.</i>
<i>SECRETARY</i>	
R.M.R. ENGINEERING, BROOK STREET, TRING, HERTS.	
<i>Director</i>	
AUSTIN HOY & CO. LTD, STATION WORKS SAUNDERTONS, HIGH WYCOMBE, BUCKS	
<i>Director</i>	
NEW HOLLAND DIVISION SPERRY RAND LTD, GATEHOUSE ROAD, AYLESBURY, BUCKS.	
<i>PERSONNEL MANAGER</i>	
NEGRETTI & ZAMBRA LTD, STOCKLAKE, AYLESBURY, BUCKS.	
<i>PERSONNEL MANAGER</i>	
REDIFON AIR TRAINERS LTD, BICESTER ROAD, AYLESBURY, BUCKS.	
<i>TRAINING OFFICER</i>	
<i>PERSONNEL MANAGER & TRAINING OFFICER</i>	

DATED this 19th day of November 1970.

WITNESS to the above Signatures :-

LES Lloyd

11 NORTHMOOR ROAD
AYLESBURY

SECRETARY

998121/3

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

The Aylesbury Industrial Group Training Centre Limited.

1. In these articles :-

"the Act" means the Companies Acts 1948 and 1967.

"the seal" means the common seal of the company.

"the engineering industry" means that industry as defined by the Industrial Training (Engineering Board) Order 1964.

"secretary" means any person appointed to perform the duties of the secretary of the company.

"the United Kingdom" means Great Britain and Northern Ireland.

"E.I.T.B." means the Engineering Industry Training Board (or its successor or successors in title).

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

2. The number of members with which the Association proposes to be registered is 50 but the Council may from time to time register an increase of members.

3. (1) There shall be two classes of members of the Association namely ordinary members and representative members.

(2) Any person being an individual or body corporate within the scope of the E.I.T.B. who at the date of application carries on business within a radius of 20 miles of Market Square Aylesbury (hereinafter called "the said area") shall be entitled as of right to be admitted to ordinary membership. In addition (subject to sub-clause (9)) the Council may if it thinks fit admit to ordinary membership an individual or body corporate carrying on business in the industry carrying on business outside the said area.

(3) Any partnership or other unincorporated body within the scope of the E.I.T.B. which at the date of application carries on business in the engineering industry may by notice in writing to the Association nominate a person to be its representative; and in that event if such business is carried on in the said area the person nominated shall be entitled as of right to be admitted to membership as a representative member; or if such business is not carried on in the said area (subject to sub-clause (9)) the Council may if it thinks fit admit the person nominated to membership as a representative member.

(4) If any individual or body carrying on business whether or not in the engineering industry has nevertheless employees for whom training in the engineering industry is desirable the Council may if it thinks fit admit either that individual or body or its representative (according to whether it would fall under sub-clause (2) or sub-clause (3) if its business were in the engineering industry) to membership, being either ordinary membership or representative membership as appropriate.

(5) A body which is represented by a representative member may from time to time nominate in writing another person to be its representative member in place of that member; and in that event the former member shall cease to be a member and

(9)

the new representative shall be admitted to membership as of right in his place. In like manner if a representative member dies the body which he represents may appoint another.

(6) A person shall become a member under any of the foregoing sub-clauses when (a) he has submitted an application in writing for membership, (b) he has paid the first subscription (if any) required of a member, (c) unless he is entitled as of right to become a member, the Council has approved his application for membership.

(7) A change in the persons constituting a partnership or other unincorporated body shall not itself affect the membership of its representative member, but he shall be deemed to represent the body as for the time being constituted.

(8) No partnership or other unincorporated body shall be represented by more than one representative member; nor shall an individual partner or member of such body be qualified as such to become an ordinary member.

(9) The powers of the Council under sub-clauses (2) (3) and (4) of this Article shall not be exercised unless the Association in general meeting shall have authorised the exercise thereof either generally or in a particular case and the exercise thereof shall be subject to the terms of any such authorisation.

4. The membership of any member other than an ordinary member admitted as of right under sub-clause (2) of Article 3 or a representative member who was or who is the successor of a member who was admitted as of right under sub-clause (3) of Article 3 may be determined at any time by resolution of the Association in general meeting.

5. (1) An ordinary member may resign from membership by not less than one year's notice in writing expiring at any time not less than three years after he became a member.

(2) A representative member may resign from membership by not less than one year's notice in writing expiring at any time not less than three years after the body which he represents first had a representative as representative member, and for this purpose if such body has been represented by

a succession of representative members notice to resign given by one of them shall be deemed to have been given by his successors.

(3) Provided that with the approval of a resolution of the Association in general meeting an ordinary member or a representative member shall be entitled to resign membership at an earlier time or by shorter notice.

6. A signatory to the Memorandum of Association if qualified to become a member under Article 3 on or within three months after the date of incorporation shall on that date or on his being so qualified be entered in the books of the Association as a member of the class for which he is so qualified. If he is not and does not become so qualified he shall cease to be a member on the expiry of the said three months.

7. The Association shall in each year (a) hold a general meeting as its annual general meeting and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council shall appoint. (b) at least one other general meeting in each year and in addition such other meetings in any one year as may be necessary.

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

9. The Council may whenever it thinks fit convene an extraordinary general meeting and shall summon such a meeting if so requested in writing by the Chairman of the Association or any six members of the Association.

10. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution

(11)

shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner if any as may be prescribed by the Association in general meetings, to such persons as are, under the articles of the Association, entitled to receive such notices from the Association.

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed -

- (a) in the case of a meeting called as the 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 at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

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.

12. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Council and auditors, the election of a Chairman, Vice-Chairman, Treasurer and Councillors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business: save as herein otherwise provided, six members present in person shall be a quorum.

14. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

15. (1) At every annual general meeting there shall be elected a Chairman, Vice-Chairman and Treasurer of the Association, who shall enter on their offices at the expiry of that meeting and hold office until the expiry of the annual general meeting in the following year. If there should be any casual vacancy in any such offices or if an annual general meeting shall fail to fill any of such offices the Council may elect a person to the office to fill the vacancy until the expiry of the next annual general meeting. Any of such officers who retire shall be eligible for re-election.

(2) No person shall be elected to the office of Chairman or Vice-Chairman unless at the time of his election he is either a member of the Association or a representative appointed under Article 19 of a corporate member of the Association.

16. The Chairman of the Association, or if he be not present the Vice-Chairman of the Association, shall preside at every general meeting of the Association. If neither is present the members of the Association present shall elect one of their number to preside.

17. Any general meeting may adjourn from time to time as the meeting thinks fit.

18. Voting at a general meeting shall be by a show of hands and every member present shall have one vote. If voting is equal the person presiding shall have a second or casting vote.

19. A corporation which is a member of the Association may from time to time by resolution of its directors notified in writing to the Association appoint such person as it thinks fit as its representative at any general meeting of the Association, and the person so authorised shall be entitled to vote and to exercise the same powers on behalf of the corporation which he represents

as that corporation could exercise if it were an individual member of the Association. A corporate member whose representative under this Article is present at a meeting shall be deemed for the purpose of these Articles to be itself a member present at the meeting.

20. Any member other than a body corporate may from time to time by notice in writing to the Association nominate a person to be his deputy and such deputy may attend any general meeting which the member himself does not attend and may there vote and exercise such powers on behalf of the member as the member himself could have exercised if he had attended the meeting. A member represented at a meeting by his deputy shall be deemed to be present at the meeting.

21. The Treasurer or any Councillor may attend and speak (but not vote) at any general meeting although he is not otherwise qualified to attend the meeting.

22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

23. Each of the following persons shall be entitled to attend and speak (but not vote) at meetings of the Association, namely

(a) The Treasurer of the Association if not otherwise a Councillor

(b) One representative of the E.I.T.B.

(c) The Principal of Aylesbury Technical College or his representative

(d) One representative from Aylesbury Trades Council

(e) The principal Youth Employment Officer of the County of Buckingham.

The Association may also invite such other persons as it thinks fit to attend and speak (but not vote) at meetings of the Association either generally or on any specific occasion.

A representative under sub-paragraph (b) (c) or (d) of this Article may be appointed from time to

time by notice in writing given to the Association by the body or person whom he represents.

24. The Council of the Association shall consist of the following members :-

(a) The Chairman and Vice-Chairman for the time being of the Association who shall be members ex officio; and

(b) Six members (or such other number of members as the Association in general meeting shall from time to time fix) appointed by the Association in general meeting each of whom shall be chosen as representing one of the persons or bodies which are ordinary members of the Association or are represented by representative members of the Association. Councillors under this subparagraph are hereinafter called ordinary Councillors

Provided that the first ordinary Councillors shall be appointed in writing by the subscribers to the Memorandum of Association and shall hold office until the first general meeting of the Association at the expiry of which they shall retire unless re-elected.

25. If any casual vacancy shall occur among the ordinary Councillors the Council may appoint a person to fill that vacancy. The person so appointed shall be chosen as representing the same person or body which the Councillor who has vacated office was chosen to represent and shall hold office for the remainder of the period for which such last mentioned Councillor would normally have held office.

26. The Council may act notwithstanding any vacancy in its body, provided that if the number of Councillors shall fall below four then until there are at least four Councillors the Council may only act for the purposes of filling vacancies in the Council, summoning a general meeting or admitting persons to membership of the Association.

27. Councillors shall not be entitled to receive remuneration for acting as such, but shall be entitled to be paid all expenses properly incurred by them in attending and returning from meetings of the Council or any committee thereof or otherwise in connection with the business of the Association.

28. The business of the Association shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these articles, required to be exercised by the Association in general meeting subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

29. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

30. The Council shall cause proper minutes to be kept of the proceedings of the Council or any committee thereof.

31. The office of Councillor shall be vacated if the Councillor :-

(a) without the consent of the Association in general meeting holds any other office of profit under the Association; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a Councillor by reason of any order made under section 188 of the Act; or

(d) becomes of unsound mind; or

(e) resigns his office by notice in writing to the Association; or

(f) ceases to be Councillor by virtue of section 185 of the Act;

A Councillor shall not vote in respect of any contract in which he is interested or any matter

arising thereout, and if he does so vote his vote shall not be counted.

32. At the first annual general meeting of the Association all the ordinary Councillors shall retire from office, and at the annual general meeting in every subsequent year one-third of the ordinary Councillors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

33. The ordinary Councillors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become ordinary Councillors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

34. A retiring Councillor shall be eligible for re-election.

35. The Association at the meeting at which an ordinary Councillor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Councillor shall, if offering himself for re-election 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 Councillor shall have been put to the meeting and lost.

36. The Councillors 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. In the case of an equality of votes the chairman shall have a second or casting vote. A Councillor may, and the secretary on the requisition of a Councillor shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any Councillor for the time being absent from the United Kingdom.

37. Each of the following persons shall be entitled to attend and speak (but not vote) at the meetings of the Council namely :-

(a) The Treasurer of the Association if not otherwise a Councillor.

(b) One representative of the E.I.T.B. who may be appointed from time to time by notice in writing given to the Association by the E.I.T.B. (who shall be entitled to receive notice of meetings of the Council).

(c) Such other persons as the Council thinks fit either generally or on any specific occasion.

38. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be four.

39. The Council may elect a chairman of its meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Councillors present may choose one of their number to be chairman of the meeting.

40. One representative of the E.I.T.B. who may be appointed from time to time by notice in writing given to the Association by the E.I.T.B. shall be entitled to attend and speak (but not vote) at any meetings of Committees of the Association.

41. The Council may delegate any of its powers to committees consisting of such Councillor or Councillors as it thinks fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

42. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

43. 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, and in the case of an equality of votes the chairman shall have a second or casting vote.

44. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a Councillor, shall notwithstanding that

it be afterwards discovered that there was some defect in the appointment of any such Councillor 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 and was qualified to be a Councillor.

45. A resolution in writing, signed by all the Councillors for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

46. The secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as it may think fit; and any secretary so appointed may be removed by it.

47. A provision of the Act or these articles requiring or authorising a thing to be done by or to a Councillor and the secretary shall not be satisfied by its being done by or to the same person acting both as Councillor and as, or in place of, the secretary.

48. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Councillor and shall be countersigned by the secretary or by a second Councillor or by some other person appointed by the Council for the purpose.

49. The Council shall cause proper books of account to be kept with respect to -

(a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchase of goods by the Association; and

(c) the assets and liabilities of the Association

Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

50. The books of account shall be kept at the registered office of the Association, or, subject to section 147 (3) of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection by any member of the Council or any member of the Association or a representative of the E.I.T.B.

51. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Companies Act, 1948 and section 14 of the Companies Act, 1967.

52. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

53. Notice of every general meeting shall be given in any manner hereinbefore authorised to :-

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;

(b) the auditor for the time being of the company.

(c) A representative of the E.I.T.B. at such address as shall from time to time be specified by the said Board.

No other person shall be entitled to receive notices of general meetings.

54. A member of the Association shall be liable to pay to the Association an annual subscription at the rate of £10 a year or such other rate as the Association in General Meeting shall from time

time fix Provided that if without the member's consent a rate shall be fixed which exceeds \$25 a year and exceeds the rate to which the member last consented he shall notwithstanding the provisions of Article 5 be entitled to resign from membership. Such subscription shall be in addition to any sums which the member may be required to pay for services rendered to him by his employees by the Association.

On dissolution of the Association any surplus assets shall be applied in accordance with the Memorandum of Association and not be distributed among members.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

FOR & ON BEHALF OF
AIRTECH LTD.

AIRTECH LTD., HADDENHAM, BUCKS.

[Signature]

21.10.70

[Signature]

SECRETARY

R.M.R. ENGINEERING, BROOK STREET, TRING, HERTS.

[Signature]

AUSTIN HOY & COMPANY LTD., STATION WORKS,
SAUNDERTON,
HIGH WYCOMBE, BUCKS.

NEW HOLLAND DIVISION SPERRY RAND LTD.,
GATEHOUSE ROAD,
AYLESBURY, BUCKS.

[Signature]

PERSONAL MANAGER.

NEGRETTI & ZAMBRA LTD, STOCKLAKE, AYLESBURY,
BUCKS.

[Signature]

REDIFON AIR TRAINERS LTD, BICESTER ROAD,
AYLESBURY, BUCKS.

TRAINING SUPERVISOR.

[Signature]
THE BIFURCATED TURBULAR RIVER CHIEF
HANDS VILLE RD

PERSONAL MANAGER TRAINING SUPERVISOR

DATED this 19th day of November 1970.

WITNESS to the above Signatures :-

[Signature]

11 NORTHFIELD ROAD

AYLESBURY

SECRETARY.



CERTIFICATE OF INCORPORATION

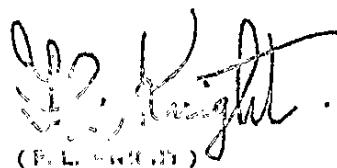
No.998121

I hereby certify that

THE AYLESBURY INDUSTRIAL GROUP TRAINING CENTRE LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 28TH DECEMBER, 1970.


(P. L. KNIGHT)

Assistant Registrar of Companies

998121

8 THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Special Resolution

OF

The Aylesbury Industrial Group Training Centre Limited.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at Gatehouse Close, Aylesbury, Buckinghamshire on Wednesday the 24th day of January 1973 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"That the Memorandum of Association of the Company be altered as follows:-

1. By deleting Clauses 3(A) and (B) and substituting therefore the following new clauses 3(A) and (B):-

(A) To advance the theoretical and practical education and training of persons engaged or intending to be engaged in the engineering industry as defined in legislation enacted under the Industrial Training Act, 1964 or any Act amending or replacing the same.

(B) Subject to the foregoing object, to extend such provision or assistance to the training or education or members of the public generally.

2. By deleting the words "or their dependants" at the end of Clause 3(L) and substituting therefore the words "or such of their dependants as are in need".

3. By adding the word "charitable" (a) in line 6 of Clause 7 after the word "other" and before the word "institution" and (b) in line 8 of Clause 7 after the word "has" and before the word "objects".

~~F. S. SHEPPARD~~
CHAIRMAN



COMPANY LIMITED BY SHARES

Special Resolution

OF

**The Aylesbury Industrial Group
Training Centre Limited.**

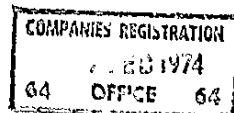
(Passed the 31st day of January, 1974)

AT the ANNUAL GENERAL MEETING of the Members of the above-named Company held at Gatehouse Close, Aylesbury, Buckinghamshire on Thursday the 31st day of January 1974 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

SPECIAL RESOLUTION

"That the Articles of Association of the Company be altered as follows :-

- (a) By deleting the word "Council" and substituting therefor the word "Board" in line 8 of Article 3(2), line 11 of Article 3(3), line 4 of Article 3(4), line 6 of Article 3(6), line 1 of Article 3(9), line 1 of Article 9, line 6 of Article 12, line 6 of Article 14, line 9 of Article 15, line 1 of Article 24, line 2 of Article 25, lines 1 and 6 of Article 26, line 5 of Article 27, lines 2 and 14 of Article 28, line 6 of Article 29, line 1 of Article 30, lines 9 and 11 of Article 36, line 3 of Article 37, line 5 of Article 37(b), line 1 of Article 37(c), lines 2 and 3 of Article 38, line 1 of Article 39, lines 1 and 6 of Article 41, lines 1 and 2 of Article 44, lines 3 and 5 of Article 45, line 2 of Article 46, lines 1, 3, 4 and 9 of Article 48, line 1 of Article 49 and lines 4 and 6 of Article 50.



(2)

- (b) By deleting the word "Councillor" or "Councillors" and substituting therefor the word "Director" or "Directors" (as applicable) in line 7 of Article 12, line 1 of Article 21, line 2 of Article 23(a), lines 8 and 10 of Article 24(b), line 1 of the proviso to Article 24, lines 2, 5 and 8 of Article 25, lines 3 and 4 of Article 26, line 1 of Article 27, lines 1, 2 and 16 of Article 31, line 1 of Article 31(c), line 1 of Article 31(f), lines 2 and 5 of Article 32, lines 1 and 4 of Article 33, line 1 of Article 34, lines 2, 4 and 9 of Article 35, lines 1, 7, 8 and 11 of Article 36, line 2 of Article 37(a), line 6 of Article 39, lines 2 and 3 of Article 41, lines 3, 5 and 9 of Article 44, line 2 of Article 45, lines 3 and 5 of Article 47 and lines 6 and 8 of Article 48".

X *M. A. Alak* X

Chairman.