

CIN 3/1/97 79435/ARK



SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS

COMPANY NUMBER 00998121

COMPANY NAME AYLESBURY INDUSTRIAL GROUP TRAINING CENTRE LTD

At an ~~Extraordinary General~~ * / Annual General * / ~~General~~ * Meeting of the members of the above named company, duly convened and held at:

GATEHOUSE CLOSE AYLESBURY

BUCKS HP19 3DE

on the 25th day of NOVEMBER 19 96

The following Special Resolution was duly passed:

That the name of the Company be changed to:

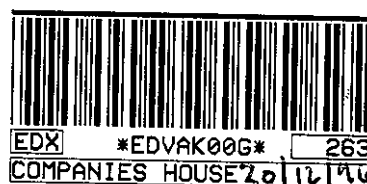
NEW NAME AYLESBURY TRAINING GROUP

Signature: [Signature]
Chairman, ~~Director~~, ~~Secretary~~ or ~~Officer~~ of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:



Company No:- 00998121

The Companies Act 1985

Company Limited by Shares

Special Resolution

of

AYLESBURY TRAINING GROUP
(formerly The Aylesbury Industrial Group Training Centre Limited)

Passed the 25th day of NOVEMBER 1996

At the Annual General Meeting of the Company duly convened and held on the above date the following Resolution was duly passed as a Special Resolution of the Company:

RESOLUTION

THAT the Memorandum and Articles of Association, a copy of which is produced to the meeting and initialled for the purpose of identification by the Chairman, be adopted as the Memorandum and Articles of Association of the Company to the exclusion of and in substitution for the existing Memorandum and Articles of Association.


.....
Chairman

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AYLESBURY TRAINING GROUP

(Company Number 00998121)

PARROTT & COALES (ref: nmh)
14 BOURBON STREET
AYLESBURY
BUCKS HP20 2RS

THE COMPANIES ACTS 1985 and 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION OF

AYLESBURY TRAINING GROUP

(Number: 0099812)

1. The Company's name is Aylesbury Training Group (and in this document it is called "the Company")
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects ("the Objects") are:-
 - A. To provide, promote, develop and advance all aspects of education and training in industry, commerce and business of all kinds (including any statutory or regulatory bodies);
 - B. To purchase or otherwise acquire and to provide equip and carry on training centres, schools, workshops, libraries or other facilities for training and education and to provide lectures, seminars, exhibitions, training courses and conferences and to act as consultants
 - C. To provide advice and technical assistance for all businesses (including any statutory or regulatory bodies) 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.
 - D. To promote educational and training opportunities of all kinds whether by events seminars or other means including publishing books, pamphlets journals and instructional material in any medium or format.
 - E. To provide assistance by grants or otherwise to persons employed or intending to be employed in industry commerce or business (including any statutory or regulatory bodies) to enable them to acquire training or education.
4. In furtherance of the Objects but not otherwise the Company may exercise the following powers:
 - A. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;

- B. To raise funds and to invite and receive contributions and grants from any source: provided that in raising funds the Company shall conform to any relevant statutory regulations;
- C. Subject to such consents as may be required by law to purchase, hire, take on, lease or exchange or otherwise acquire, alter, improve and to charge, let, sell or otherwise dispose of or turn to account all or any of the property or other assets of the Company;
- D. Subject to clause 5 below to employ such staff (hereinafter referred to as "the staff"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- E. To establish or support any companies, business or other charitable trusts, associations or institutions formed for all or any of the Objects;
- F. To co-operate with other businesses, charities, voluntary bodies and statutory and regulatory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- G. To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- H. The Company Directors may delegate the exercise of management and administration functions (including the selection of investments in accordance with an investment policy and objectives set by the Directors) but not any decision as to purposes or objects for which assets may be disposed and provided that all such delegation shall be to be to a properly selected and duly supervised individual or individuals and only for the purposes of the Company
- I. To borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law.
- J. To invest any monies of the Company in any manner whether or not authorised by law for the investment of trust funds
- K. To act as trustee of any trusts in connection with the purposes of the Company
- L. To apply for registration of any patents, rights, copyrights, licences and the like
- M. To purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description;
- N. To take and accept any gift of money, property or other assets whether subject to any special trust or not;

- O. To carry on any trade insofar as either the trade is exercised in the course of the actual carrying out of the primary objects of the Company or the trade is temporary and ancillary to the carrying out of the objects and to incorporate any company to carry on any trade and while such company remains the wholly owned subsidiary of the Company to make loans of such sums which seem to the directors reasonable and prudent and to acquire any shares in such company as seem to the directors reasonable and prudent;
- P. To insure and arrange insurance cover for and to indemnify its officers, staff, voluntary workers and members from and against all such risks incurred in the course of their duties as may be thought fit;
- Q. To do all such other lawful things as are necessary for the achievement of the Objects;

Provided Always That 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 Association would make it a trade union

5. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company. Provided that nothing in this document shall prevent any payment in good faith by the Company:

- (1) of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Directors benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- (2) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a director;
- (3) of interest on money lent by any member of the Company or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors;
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;
- (5) of reasonable and proper rent for premises demised or let by any member of the Company;
- (6) to any member of reasonable out-of-pocket expenses

(7) to pay reasonable remuneration to the Chief Executive of the Company in respect of his or her employment by the Company notwithstanding that he or she is a Director: provided that he or she should withdraw from any meeting whilst his or her employment remuneration or other terms of employment of any other employee or employees which might affect him or her is being discussed

6. The liability of the members is limited

7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £30) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she 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

8. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other Company or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 5 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.



E.

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

ARTICLES OF ASSOCIATION OF

AYLESBURY TRAINING GROUP
(NUMBER 0099812)

Interpretation

1. In these articles

“the Company” means the company intended to be regulated by these articles;

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the articles” means these Articles of Association of the Company;

“clear days” in relation to the period of a notice means the 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;

“executed” includes any mode of execution;

“the memorandum” means the memorandum of association of the Company;

“office” means the registered office of the Company;

“the seal” means the common seal of the Company if it has one;

“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;

“the Directors” means the directors of the Company (and “director” has a corresponding meaning);

“the United Kingdom” means Great Britain and Northern Ireland; and

Words importing the masculine gender only shall include the feminine gender

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

Members

2(1). The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 63 shall be members of the Company. No person shall be admitted a member of the Company unless his application for membership is approved by the Directors

(2) Unless the Directors or the Company in general meeting shall make other provision under Article 63, the Directors may in their absolute discretion permit any member of the Company to retire, provided that after such retirement the number of members is not less than two

(3) The Directors may provide for the admission of and may admit such persons as they may think fit to be honorary members or friends or associates of the Company and may provide for the rights, duties and liabilities (if any) of such honorary members, friends or associates but so that such persons shall not by virtue of being honorary members, friends or associates as aforesaid be members of the Company and their rights (if any) shall not include a right to speak or vote at general meetings of the Company. The directors may at any time at their discretion cancel the admission of any person who has been admitted as an honorary member, friend or associate.

Termination of Membership

(4) A member may at any time withdraw from the Company by giving at least 7 clear days' notice to the Company. Membership shall not be transferable and shall cease on the death of an individual and upon receivership, administration, insolvency, winding up or other cessation of existence of an organisation.

(5) The Directors may at their discretion terminate the membership of any member if he has conducted himself in a manner which the Directors in their discretion consider is prejudicial to the interests of the Company or unfits him for membership of the Company or has by act or conduct made known or evident to the Directors that he is no longer in sympathy with the aims and objects of the Company as declared in clause 3 of the Memorandum of Association.

(6) Provided that no member shall be removed under article 5 unless:

- (a) such member shall have been given at least 28 days notice of the date of the meeting and of the grounds upon which his removal is sought;
- (b) each Director shall have been given at least 7 days notice of the meeting and that the business will be or will include the question of the removal of a member or members and;
- (c) such member is permitted to state his case to and defend himself before the meeting.

(7) Any member whose annual subscription (if any) or any other sum due under these Articles is unpaid six months after the day on which the same becomes due or

shall become bankrupt or shall make any arrangement or composition with his creditors generally shall cease ipso facto to be a member of the Company provided that the Directors may instead in their discretion postpone cessation of members for so long as they think fit but that the member concerned shall subsequently cease to be a member if and when the Directors shall so determine and whatever his circumstances shall then be

(8) Persons who have ceased to be members may be re-admitted to membership at the discretion of the Directors.

(9) Persons who have ceased to be members shall not be entitled to any refund of subscription or other sum paid under these Articles.

General Meetings

3. The Company shall hold an annual general meeting each year in addition to any other meetings in that year, 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 Company and that of the next; Provided that so long as the Company 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 times and places as the Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings

4. 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 less 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

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days notice. All other extra ordinary General Meeting 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:

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

(2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and, in the case of special business, 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 the members and to the Directors and auditors

6. 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

7. All business shall be deemed special that is transacted at an extraordinary general meeting. All business that is transacted at an annual general meeting shall be deemed special with the exception of the consideration and receiving of the accounts, balance sheets and the reports of the directors and auditors and any other documents accompanying or annexed to the balance sheets and the election of a Chairman, Vice-Chairman and Directors in place of those retiring and the appointment of the auditors and fixing of the remuneration of the auditors.

8. No business shall be transacted at any meeting unless a quorum is present. Six persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a member organisation, shall constitute a quorum

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

10. The Chairman, if any, of the 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

11. 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 meetings, the members present and entitled to vote shall choose one of their number to be Chairman

12. A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting

13. 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 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

14. 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

- (1) by the Chairman; or
- (2) by at least two members having the right to vote at the meeting; or
- (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

15. 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

16. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made

17. 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 results of the poll. The result of the poll shall be determined to be the resolution of the meeting at which the poll is demanded

18. In the case of an equality of votes, whether on a shown of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have

19. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately 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 continuance of a meeting for the transaction of any business other than the question on which the poll is 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

20. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

Votes of members

21. Subject to Article 18, every member shall have one vote

23. 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

"I/We _____ of _____

of

of

Signed on

19 .”

"I/We _____ of _____

of

of

10 E:\NmH\Documents\Aylesbury Training Group Memo Of Ass.Doctak\19.11.968

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 19 .”

26. 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 such other place 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;

27. A vote given or poll demanded by the duly authorised representative of a member organisation 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 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

28. Any organisation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Company

29. 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.

Directors

30. The number of Directors shall be not less than four but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum

Power of Directors

31. 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 the articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given in this article shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors

32. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Directors shall have the following powers, namely:

(1) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company;

(2) to enter into contracts on behalf of the Company

Appointment and retirement of Directors

33. 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.

34. 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

35. 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

36. No person other than a Director retiring by rotation shall be appointed or reappointed a Director at any general meeting unless:

(1) he is recommended by the Directors; or

(2) 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 a notice executed by that person of his willingness to be appointed or reappointed

37. No person may be appointed as a Director:

(1) unless he has attained the age of 18 years; or

(2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.

38. No notice need be given to the members before the holding of a general meeting of any person recommended by the Directors for appointment or reappointment as a Director

39. 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

40. 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. 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

41. Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be reappointed

Disqualification and removal of Directors

42. A Director shall cease to hold office if he

- (1) ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a Director by virtue of any provision of the Act (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated

Directors expenses

43. The Directors may be paid all reasonable 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 otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration

Directors' appointments

44. Subject to the provisions of the Act and to Clause 5 of the memorandum, the Directors may appoint one or more of their number to the remunerated office of Chief Executive or to any other unremunerated executive office under the Company. Any such appointment may be made upon such terms as the Directors determine. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director. A managing director and a Director holding any other executive office shall not be subject to retirement by rotation.

45. Except to the extent permitted by clause 5 of the memorandum no Director shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Director in any other contract to which the Company is a party

Proceedings of Directors

46. Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote

47. The quorum for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than one third of their number or two Directors, whichever is the greater

48. The Directors may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting

49. The Directors may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting

50. The Directors may appoint one or more sub-committees consisting of three or more Directors for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Directors

51. All acts done by a meeting of Directors, or of a committee of Directors, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote

52. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors

53. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed in accordance with the mandate given by the Directors to the Bankers of the Company.

54. 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

55. The Directors shall keep minutes in books kept for the purpose:

- (1) of all appointments of officers made by the Directors; and
- (2) 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

56. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second trustee

Accounts

57. Accounts shall be prepared in accordance with the provisions of Part VII of the Act

Notices

58. 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

59. 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 to 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

60. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called

61. 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

62. Subject to the provisions of the Act 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 that capacity in defending any proceedings, whether civil or criminal, in which judgement 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

Rules

63.(1) The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of

membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (i) the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (ii) the conduct of members of the Company in relation to one another, and to the Company's servants;
- (iii) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- (iv) the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the articles;
- (v) generally, all such matters as are commonly the subject matter of company rules

(2) The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeat anything contained in, the memorandum or the articles

