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THE COMPANIES ACTS 1948 TO 1981

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block
lettering

*Insert full
name of company

For official use

Company number

[] [] [] [] [] [] [] []

189236 / 1

Name of company

THE GOSLING FOUNDATION LIMITED

I, GERALD ANTHONY CHAPPELL
of 7 Storey's Gate, Westminster, London SW1

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

do solemnly and sincerely declare that I am a solicitor of the Supreme Court engaged
in the formation
of THE GOSLING FOUNDATION LIMITED

and that all the requirements of the Companies Acts 1948 to 1981
in respect of the registration of the said company and of matters
precedent 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

Declared at 7 Storey's Gate
Westminster
London SW1

Signature of Declarant

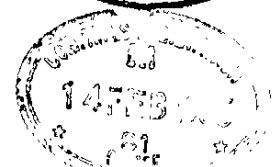
the 31st day of January
One thousand nine hundred and eighty-five

before me [Signature]
A Commissioner for Oaths or Notary Public or Justice of the Peace
or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and
reference (if any):

Taco van Tijn
Solicitors
7 Storey's Gate
Westminster
London SW1P 3AT

For official use
New companies section



60018

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

THE GOSLING FOUNDATION LIMITED

1892360/5

1. The name of the Company is The Gosling Foundation 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 carry out all or any of the following purposes, namely:

(a) the relief of poverty, suffering and distress among the aged impotent and poor inhabitants of the United Kingdom and the provision of facilities for recreation and other leisure time occupation for them generally in the interests of their social welfare within the meaning of the Recreational Charities Act 1958 and as therein limited

(b) the advancement of education amongst the inhabitants of the United Kingdom generally

(c) the furtherance of such other charitable purposes beneficial to such of the communities of the United Kingdom as the Company may think fit

(d) to make grants to such associations, trusts, societies or corporations as are established for charitable purposes.

B. The Company shall have the following powers exercisable in furtherance of or as ancillary to the foregoing objects or any of them:

(a) To arrange, hold and provide for or join in arranging, holding and providing for educational lectures, courses, conferences instruction, exhibitions, meetings and classes

(b) To write, print, publish, issue and circulate gratuitously or otherwise any reports, periodicals, books, newspapers, broadcasting films and all other media of information pamphlets, leaflets or other documents.



TACO VAN TUN



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- (c) To establish district or sectional branches and other charitable associations for the promotion of all or any of the objects of the Company.
- (d) To acquire by gift, devise, purchase, lease, hire or otherwise any real or personal property anywhere in the world (including any estate or interest therein and any rights or privileges necessary or capable of being used or applied for any of the purposes of the Company) and whether or not any of the same shall be subject to any liability and to retain any property so acquired or acquired otherwise in the state in which it may be at the time of such acquisition or to sell, lease, call in, convert into money, dispose of or otherwise deal with all or any part of the same in such manner as would further the objects of the Company (and if the same be acquired subject to any liability then subject to such liability)
- (e) Subject to such consents as may be required by law, to sell, manage, lease, exchange, dispose of, develop, maintain, alter, insure or otherwise deal and turn to account all or any part of the property of the Company as may reasonably be considered necessary with a view to the promotion of its objects or of any of them
- (f) Subject to such consents as may be required by law, to borrow and raise money and to issue debentures, debenture stock and other securities and for the purpose of securing any debt or other obligation of the Company to mortgage, pledge or charge all or any part of the property of the Company
- (g) To take all such steps as may from time to time be reasonably necessary for the purpose of promoting the objects of the Company or procuring contributions by way of donations, subscriptions, devises, bequests and in any other manner to the funds of the Company.
- (h) Generally to obtain money for the objects of the Company in any lawful manner and invest apply or deal with the same in such manner as maybe expedient for effecting such objects provided that money subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (i) To establish or encourage the formation of and to affiliate, amalgamate, support, combine or co-operate with any other charitable association, trust, society or corporation or with any public body, company, committee, person or persons in all or any parts of the world having charitable objects similar in general respects to those of this Company or being capable of being conducted so as directly or indirectly to benefit this Company or promote

the charitable objects which this Company is formed to promote, but so that none of the funds of this Company shall be paid or applied to or for the benefit of any such other association, society or corporation which does not prohibit the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof.

(j) To undertake the administration of any other fund or property held for charitable objects analogous to or conducive to the same ends as the charitable objects of the Company or of any of such objects and, if need be, at the cost of the Company.

(k) Generally to aid and to receive aid from any such other charitable association society or corporation as aforesaid and to subscribe to any charitable association society, or corporation with a view to obtaining any advantages or benefits for or promoting the objects of any of the objects of this Company.

(l) To employ and remunerate secretaries, clerks, officers, solicitors, bankers, insurance brokers, stockbrokers, accountants, architects, surveyors and others (if not members of the Board of Directors of the Company) and to hire or otherwise obtain general and other officers for the objects of the Company or of any of them

(m) To compromise or compound all actions suits and other proceedings and differences and disputes for the time being and refer any such differences or disputes to arbitration and adjust and settle all accounts and claims relating thereto

(n) Subject as hereinbefore provided to invest any moneys of the Company upon such investments and in such manner as may from time to time be expedient

(o) With any requisite consent for the time being (whether under Section 19 (7) of the Charities Act 1960 or otherwise) to apply, petition for or promote any Act of Parliament Royal Charter or other authority with a view to the attainment of the above objects or any of them

(p) To do all such other things as are charitable and necessary for the attainment of the above objects or any of them

PROVIDED ALWAYS and it is hereby declared that the Company is established for charitable purposes only in the legal meaning of that phrase and its property and income shall be held and applied for those purposes only,

and that all the objects and powers of the Company set forth in this Memorandum shall be construed as limited by the foregoing terms of this proviso which shall be treated as overriding in effect and as governing all the provisions of this Memorandum, notwithstanding anything expressed or implied therein to the contrary. Provided also that the Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers. Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales 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 Board of 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 Board of 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 or the Charity Commissioners over such Board of 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. In case the Company shall take or hold any property which may be subject to any charitable trusts, the Company shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Board of Directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company:

(a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Directors) for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2% less than the base rate for the time being of a clearing Bank to be selected by the Board of Directors;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors;

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Directors may be a member holding not more than 1/100 part of the capital of that company;

(e) to any member of its Board of Directors of reasonable out-of-pocket expenses.

5. The liability of the members is limited.

6. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter and if an so far as effect cannot be given to the aforesaid provision, shall be applied to some charitable object or objects.

7. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

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 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
---	--

Donald Gosling.

X Two (2) X

(Sir) Frederick Donald Gosling
Leander House
Lower Teddington Road
Hampton Wick
Kingston-upon-Thames, Surrey

Company Director

Ronald Frank Hobson

X one (1) X

Ronald Frank Hobson
"Glenamoy"
Nan Clarks Lane
Mill Hill, London NW7 4HH

Company Director

Dated this 30th day of January

1985

WITNESS to the above signatures

Taco van Tijn

Taco van Tijn
Solicitor
7 Storey's Gate
London SW1P 3AT

THE COMPANIES ACTS, 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE GOSLING FOUNDATION LIMITED

1892360/4

I. GENERAL

1. The regulations contained in Table "A" (hereinafter referred to as "Table 'A'") of the First Schedule to the Companies Act, 1948 as modified by the Companies Acts 1948 to 1981 (as defined by Section 119(2) of the Companies Act 1981) shall not apply to the Company, except insofar as such regulations (with any modifications) are hereinafter expressly directed to apply, but the following shall be the regulations of the Company.

2. References in these Articles to regulations of Table 'A' shall refer to regulations in Part I of Table 'A'.

3. Regulation 1 of Table 'A' shall apply to the construction of these Articles.

4. The Company shall be a Private Company within the meaning of Section 1 of the Companies Act, 1980, and accordingly:-

(1) The right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

(2) The number of Members of the Company is limited to 50, but so that, for the purpose of this Article, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single Member.

(3) No invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public

(4) The Company shall not have power to issue share warrants to bearer.

5. The Company is established for the purposes expressed in its Memorandum of Association.

II. MEMBERS

6. The subscribers to the Memorandum of Association shall be the first members of the Company.

7. The provisions of Section 110 of the Act shall be observed by the Company.

III. SHARES

8. Regulations 2, 4, 5, 7, 8 and 9 of Table 'A' shall apply save that no share shall be created or issued which carries any rights to dividend or return of capital nor shall the rights of any share be so varied.

9. (1) Subject to Article 10 hereof all the relevant securities (as defined by Section 14 (10) of the Companies Act 1980) of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise deal with or dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may think proper PROVIDED THAT

(a) this authority shall expire on the date which is the fifth anniversary of the date of incorporation of the Company

(b) this authority shall only relate to the unissued shares in the authorised capital of the Company at the date of incorporation

(c) no shares shall be issued at a discount

(2) The Directors shall be entitled under the general authority conferred by paragraph (1) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority

10. (1) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 9 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such

time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided

(2) Section 17(1) of the Companies Act 1980 shall not apply to any allotment of shares in the Company

IV. LIEN

11. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

12. Regulations 12 to 14 inclusive of Table 'A' shall apply.

V. CALLS ON SHARES

13. Regulations 15 to 21 inclusive of Table 'A' shall apply.

VI. TRANSFER OF SHARES

14. Regulation 22 of Table 'A' shall apply save that the instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and Regulation 22 of Table 'A' shall be modified accordingly.

15. Regulations 23, 25 (excluding sub-clause (a) thereof), 26 and 27 of Table 'A' shall apply.

16. The Directors may in their absolute discretion and without assigning any reason therefor refuse to register any transfer of a share whether or not it is a fully paid share.

VII. TRANSMISSION OF SHARES

17. Regulations 29 to 31 inclusive of Table 'A' shall apply.

VIII. FORFEITURE OF SHARES

18. Regulations 33 to 39 inclusive of Table 'A' shall apply.

IX. CONVERSION OF SHARES INTO STOCK

19. Regulations 40 to 43 inclusive of Table 'A' shall apply save that in regulation 42 the word "dividends" where it first appears in the paragraph and the words in parenthesis shall be deleted therefrom.

X. ALTERATION OF CAPITAL

20. Regulations 44 to 46 inclusive of Table 'A' shall apply provided that no such reduction shall involve the making of any payment to members of the Company or any of them.

XI. GENERAL MEETINGS

21. Regulations 47 to 49 inclusive of Table 'A' shall apply.

XII. NOTICE OF GENERAL MEETINGS

22. Regulations 50 and 51 of Table 'A' shall apply.

23. Notice of every general meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices and regulations 131 and 134 of Table 'A' shall be construed accordingly.

XIII. PROCEEDINGS AT GENERAL MEETINGS

24. Regulation 52 of Table 'A' shall apply save that the words "declaring a dividend" and "the appointment of and" shall be omitted.

25. Regulations 53 and 54 of Table 'A' shall apply.

26. Regulations 55 to 61 inclusive of Table 'A' shall apply save that the words "or not carried by a particular

majority" shall be inserted after the words "or lost" in Regulation 58 of Table 'A'.

XIV. VOTES OF MEMBERS

27. Regulations 62 to 66 inclusive and 68 of Table 'A' shall apply.

28. Votes either on a show of hands or a poll may be given either personally or by proxy.

29. The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be produced at any meeting at which the person named in the instrument wishes to vote by that person before he votes and in default of such production any vote cast by that person shall not be counted. An instrument appointing a proxy may be in any usual or common or in any other form which the directors may approve.

30. Regulations 72 to 73A inclusive of Table 'A' shall apply. A resolution passed pursuant to Regulation 73A of Table 'A' may consist of several documents in like form each signed by one or more members.

XV. CORPORATIONS ACTING BY REPRESENTATIVES AT MEETING

31. Regulation 74 of Table 'A' shall apply.

XVI. DIRECTORS

32. The first Directors of the Company will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 21 of the Companies Act 1976.

33. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares.

34. In accordance with Clause 4 of the Memorandum of Association no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company other than any payment described in subclauses (a) to (e) inclusive of the said Clause 4.

35. The Director shall not nor shall any of them be accountable for any remuneration or other benefit received by them or any of them (whether as a director, auditor or other

officer or otherwise) from any other company in which shares stock or debentures are for the time being held by the Directors as Directors hereof EXCEPT to the extent (if any) to which such remuneration or other benefit is received by the Directors or any of them by reason of such shares stock debentures or other securities being in the name of the Director or Directors hereof and PROVIDED FURTHER that neither the Directors nor any of them shall concur in exercising any voting rights in respect of any shares stock debentures or other securities held by the Directors as Directors hereof in such a way that a personal benefit is thereby secured to the Directors or any of them.

XVII. BORROWING POWERS

36. Subject to such consents as may be required by law the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any parts thereof and subject to Section 14 of the Companies Act 1980 and Article 9 hereof to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

XVIII. POWERS AND DUTIES OF DIRECTORS

37. (1) Regulations 80, 82, 83, 85 and 86 of Table 'A' shall apply.

(2) No Director shall take or hold any interest in property belonging to the Company otherwise than as a Director and no Director shall receive remuneration or be interested in the supply of work or goods at the cost of the Company.

(3) The Company shall in all respects comply with the provisions of Part IV of the Companies Act 1980.

XIX. DISQUALIFICATION OF DIRECTORS

38. (1) The office of a Director shall be vacated:

(a) If by notice in writing to the Company he resigns the office of Director

(b) If he ceases to be a Director by virtue of Section 182 of the Act

(c) If he becomes bankrupt or enters into any arrangement with his creditors

(d) If he is prohibited from being a

Director by an order made under any of the provisions of Section 188 of the Act or Section 28 of the Companies Act 1976

(e) If he becomes of unsound mind

(f) If he is removed from office by a resolution duly passed under Section 184 of the Act

(2) Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

XX. ROTATION OF DIRECTORS

39. The Directors shall not be liable to retire by rotation.

40. Regulation 96 of Table 'A' shall apply.

41. The Directors shall have power at any time and from time to time to appoint any person to be an ordinary director, either to fill a casual vacancy in the ordinary directors or as an addition to the existing ordinary directors, but so that the number of ordinary directors shall not at any time exceed the maximum prescribed by these Articles. Any director so appointed shall hold office until the next following annual general meeting, but shall then be eligible for re-election.

XXI. PROCEEDINGS OF DIRECTORS

42. The number of directors shall not be less than three nor more than seven

43. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of the business of the Directors shall be three. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

44. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.

45. A resolution in writing signed or approved by letter telegram or cablegram by each director shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and when signed may consist of several documents each signed by one or more of the

persons aforesaid.

46. Regulations 100 to 105 inclusive of Table 'A' shall apply.

XXII. APPOINTMENT AND REMOVAL OF DIRECTORS

47. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.

48. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Regulation 96 of Table 'A' and the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

XXIII. THE SEAL

49. Regulation 113 of Table 'A' shall apply.

XXIV. INCOME AND PROPERTY; DIVIDENDS; CAPITALISATION OF PROFITS

50. The provisions contained in Clause 4 of the Memorandum of Association shall be performed and have effect in all respects as if they were set out in full in these presents.

XXV. ACCOUNTS

51. Regulations 123 to 127 inclusive of Table 'A' shall apply.

XXVI. THE SECRETARY

52. The first secretary of the Company shall be the person named in the Statement delivered under Section 21 of the Companies Act 1976 but he may be removed by the Directors

53. (Subject to Section 21(5) of the Companies Act 1976) the Secretary shall be appointed by the Directors for such time, at such remuneration and upon such conditions as (consistent with the provisions of Clause 4 of the Memorandum of Association) they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Directors may from time to time by resolution appoint an assistant or deputy Secretary, any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

54. Regulations 111 and 112 of Table 'A' shall apply.

XXVII. AUDIT

55. Regulation 130 of Table 'A' shall apply.

XXVIII. NOTICES

56. Subject to Article 23 hereof Regulations 131 to 134 inclusive of Table 'A' shall apply.

XXIX. WINDING UP

57. Upon a winding up or dissolution of the Company Clause 6 of the Memorandum of Association shall have effect as if the provisions thereof were set out in full in these presents.

XXX. INDEMNITY

58. Every Director, Secretary or other officer or Auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and every Director, Secretary or other officer or Auditor of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, provided always that such indemnity shall not extend to wilful and individual fraud, wrongdoing, wrongful omission or culpable negligence.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

(Sir) Frederick Donald Gosling
Leander House
Lower Teddington Road
Hampton Wick
Kingston-upon-Thames, Surrey



Company Director



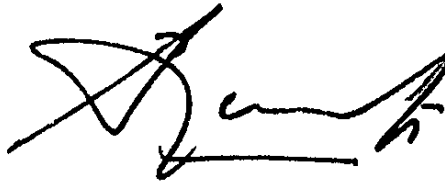
Ronald Frank Hobson
"Glenamoy"
Nan Clarks Lane
Mill Hill, London NW7 4HH

Company Director

Dated this 30th day of January

1985

Witness to the above signatures:



Taco van Tijn
Solicitor
7 Storey's Gate
London SW1P 3AT

Company No. 1892360

The Companies Act 1985

COMPANY LIMITED BY SHARES

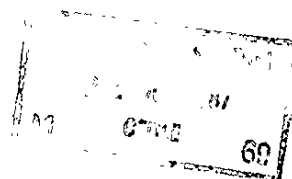
Special Resolution of
The Gosling Foundation Limited

Proposed the 22nd day of September 1987

At the Extraordinary General Meeting of the Members of the above-named Company duly convened and held at 21 Bryanston Street, Marble Arch, London W1A 4NH the following special resolution was duly passed:

"That the objects rules and regulations contained in the printed documents submitted to this meeting and for the purpose of identification signed by the Chairman thereof be and are hereby approved and adopted as the Memorandum and Articles of Association of the Company respectively in substitution of and to the exclusion of the existing Memorandum and Articles of Association of the Company and the objects rules and regulations set out therein."

Donald Gosling
.....
Chairman



Registered No: 1892360

The Companies Act, 1985

COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
OF
THE GOSLING FOUNDATION LIMITED

Incorporated the 5th day of March 1985

TACO van TIJN
Solicitors
25 Victoria Street
Westminster
London SW1H 0EX

..... *Taco van Tijn*
Taco van Tijn, Solicitors
21.10.87

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

THE GOSLING FOUNDATION LIMITED

1. The name of the Company is The Gosling Foundation 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 carry out all or any of the following purposes, namely:

(a) the relief of poverty, suffering and distress among the aged impotent and poor inhabitants of the United Kingdom and the provision of facilities for recreation and other leisure time occupation for them generally in the interests of their social welfare within the meaning of the Recreational Charities Act 1958 and as therein limited

(b) the advancement of education amongst the inhabitants of the United Kingdom generally

(c) the furtherance of such other charitable purposes beneficial to such of the communities of the United Kingdom as the Company may think fit

(d) to make grants to such associations, trusts, societies or corporations as are established for charitable purposes.

B. The Company shall have the following powers exercisable in furtherance of or as ancillary to the foregoing objects or any of them:

(a) To arrange, hold and provide for or join in arranging, holding and providing for educational lectures, courses, conferences instruction, exhibitions, meetings and classes

(b) To write, print, publish, issue and circulate gratuitously or otherwise any reports, periodicals, books, newspapers, broadcasting films and all other media of information pamphlets, leaflets or other documents.

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(c) To establish district or sectional branches and other charitable associations for the promotion of all or any of the objects of the Company.

(d) To acquire by gift, devise, purchase, lease, hire or otherwise any real or personal property anywhere in the world (including any estate or interest therein and any rights or privileges necessary or capable of being used or applied for any of the purposes of the Company) and whether or not any of the same shall be subject to any liability and to retain any property so acquired or acquired otherwise in the state in which it may be at the time of such acquisition or to sell, lease, call in, convert into money, dispose of or otherwise deal with all or any part of the same in such manner as would further the objects of the Company (and if the same be acquired subject to any liability then subject to such liability)

(e) Subject to such consents as may be required by law, to sell, manage, lease, exchange, dispose of, develop, maintain, alter, insure or otherwise deal and turn to account all or any part of the property of the Company as may reasonably be considered necessary with a view to the promotion of its objects or of any of them

(f) Subject to such consents as may be required by law, to borrow and raise money and to issue debentures, debenture stock and other securities and for the purpose of securing any debt or other obligation of the Company to mortgage, pledge or charge all or any part of the property of the Company

(g) To take all such steps as may from time to time be reasonably necessary for the purpose of promoting the objects of the Company or procuring contributions by way of donations, subscriptions, devises, bequests and in any other manner to the funds of the Company.

(h) Generally to obtain money for the objects of the Company in any lawful manner and invest apply or deal with the same in such manner as maybe expedient for effecting such objects provided that money subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

(i) To establish or encourage the formation of and to affiliate, amalgamate, support, combine or co-operate with any other charitable association, trust, society or corporation or with any public body, company, committee, person or persons in all or any parts of the world having charitable objects similar in general respects to those of this Company or being capable of being conducted so as directly or indirectly to benefit this Company or promote

the charitable objects which this Company is formed to promote, but so that none of the funds of this Company shall be paid or applied to or for the benefit of any such other association, society or corporation which does not prohibit the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof.

(j) To undertake the administration of any other fund or property held for charitable objects analogous to or conducive to the same ends as the charitable objects of the Company or of any of such objects and, if need be, at the cost of the Company.

(k) Generally to aid and to receive aid from any such other charitable association society or corporation as aforesaid and to subscribe to any charitable association society, or corporation with a view to obtaining any advantages or benefits for or promoting the objects of any of the objects of this Company.

(l) To employ and remunerate secretaries, clerks, officers, solicitors, bankers, insurance brokers, stockbrokers, accountants, architects, surveyors and others (if not members of the Board of Directors of the Company) and to hire or otherwise obtain general and other officers for the objects of the Company or of any of them

(m) To compromise or compound all actions suits and other proceedings and differences and disputes for the time being and refer any such differences or disputes to arbitration and adjust and settle all accounts and claims relating thereto

(n) Subject as hereinbefore provided to invest any moneys of the Company upon such investments and in such manner as may from time to time be expedient

(o) With any requisite consent for the time being (whether under Section 19 (7) of the Charities Act 1960 or otherwise) to apply, petition for or promote any Act of Parliament Royal Charter or other authority with a view to the attainment of the above objects or any of them

(p) To do all such other things as are charitable and necessary for the attainment of the above objects or any of them

PROVIDED ALWAYS and it is hereby declared that the Company is established for charitable purposes only in the legal meaning of that phrase and its property and income shall be held and applied for those purposes only,

and that all the objects and powers of the Company set forth in this Memorandum shall be construed as limited by the foregoing terms of this proviso which shall be treated as overriding in effect and as governing all the provisions of this Memorandum, notwithstanding anything expressed or implied therein to the contrary. Provided also that the Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers. Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales 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 Board of 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 Board of 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 or the Charity Commissioners over such Board of 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. In case the Company shall take or hold any property which may be subject to any charitable trusts, the Company shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Board of Directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company:

(a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Directors) for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2% less than the base rate for the time being of a clearing Bank to be selected by the Board of Directors;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors;

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Directors may be a member holding not more than 1/100 part of the capital of that company;

(e) to any member of its Board of Directors of reasonable out-of-pocket expenses.

5. The liability of the members is limited.

6. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter and if an so far as effect cannot be given to the aforesaid provision, shall be applied to some charitable object or objects.

7. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

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 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
---	--

"Donald Gosling"

(Sir) Frederick Donald Gosling
Leander House
Lower Teddington Road
Hampton Wick
Kingston-upon-Thames, Surrey

TWO (2)

Company Director

"R F Hobson"

Ronald Frank Hobson
"Glenamoy"
Nan Clarks Lane
Mill Hill, London NW7 4HH

ONE (1)

Company Director

Dated this 30th day of January 1985

WITNESS to the above signatures

"T van Tijn"

Taco van Tijn
Solicitor
7 Storey's Gate
Westminster
London SW1P 3AT

THE COMPANIES ACT, 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
THE GOSLING FOUNDATION LIMITED

I. GENERAL

1. The regulations contained in Table A set forth in the Companies (Tables A-F) Regulations 1985 (hereinafter referred to as "Table A") shall not apply to the Company, except insofar as such regulations (with any modifications) are hereinafter expressly directed to apply, but the following shall be the regulations of the Company. Regulation 1 of Table A shall apply to the construction of these Articles. Words denoting the singular shall include the plural; words denoting the masculine gender shall include the feminine gender and the neuter; words denoting persons shall include corporations.

2. The Company shall be a Private Company within the meaning of Section 1 of the Act, and accordingly:-

(1) The right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing

(2) The number of Members of the Company is limited to 50, but so that, for the purpose of this Article, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single Member

(3) No invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public

(4) The Company shall not have power to issue share warrants to bearer.

3. The Company is established for the purposes expressed in its Memorandum of Association.

II. MEMBERS

4. The subscribers to the Memorandum of Association shall be the first members of the Company.
5. The provisions of Sections 352 and 353 of the Act shall be observed by the Company.

III. SHARE CAPITAL

6. Regulations 2 and 5 of Table A shall apply save that no share shall be created or issued which carries any rights to dividend or return of capital nor shall the rights of any share be so varied.
- 7.(1) The Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over any relevant securities (as defined in S.80(2) of the Companies Act 1985 to such persons, on such terms and in such manner as they think fit, at any time or times during the period of five years from the date of adoption of these Articles.
- (2) The general authority conferred by paragraph (1) of this Article shall extend to all relevant securities of the Company from time to time unissued during the period of such authority: the amount of a relevant security shall in the case of a share in the Company mean its nominal amount, and in the case of a right to subscribe for, or to convert any security into, shares in the Company mean the nominal amount of shares in the Company which would be required to satisfy such right (assuming full exercise) provided that no shares shall be issued at a discount.
8. The authority contained in Article 7 above shall enable the Directors to allot relevant securities after the expiry of the said period of five years pursuant to an offer or agreement made by the Company before the expiry of the said period. All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.
9. Sub-section (1) of section 89 of the Companies Act 1985 and sub-sections (1) to (6) inclusive of section 90 of that Act shall be excluded from applying to the Company.

IV. SHARE CERTIFICATES

10. Regulations 6 and 7 of Table A shall apply.

V. LIEN

11. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

12. Regulations 9 to 11 inclusive of Table A shall apply.

VI. CALLS ON SHARES AND FORFEITURE

13. Regulations 12 to 22 inclusive of Table A shall apply.

VII. TRANSFER OF SHARES

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Without prejudice to the generality of the foregoing the Directors may refuse to register a transfer unless:

- (i) it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- (ii) it is in respect of only one class of shares; and
- (iii) it is in favour of not more than four transferees.

15. Regulations 23 and 25 to 28 inclusive of Table A shall apply.

VIII. TRANSMISSION OF SHARES

16. Regulations 29 to 31 inclusive of Table A shall apply.

IX. ALTERATION OF SHARE CAPITAL

17. Regulations 32 to 34 inclusive of Table A shall apply provided that no such reduction shall involve the making of

any payment to members of the Company or any of them.

X. PURCHASE OF OWN SHARES

18. The Company may not purchase its own shares.

XI. GENERAL MEETINGS

19. Regulations 36 and 37 inclusive of Table A shall apply.

XII. NOTICE OF GENERAL MEETINGS

20. Regulations 38 and 39 of Table A shall apply.

21. Notice of every general meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices and regulations 112 and 116 of Table A shall be construed accordingly.

XIII. PROCEEDINGS AT GENERAL MEETINGS

22. Regulations 40 to 49 inclusive and 51 to 53 inclusive of Table A shall apply, save that there shall be added to Regulation 41 at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

XIV. VOTES OF MEMBERS

23. Regulations 54 to 63 inclusive of Table A shall apply.

XV. NUMBER OF DIRECTORS

24. The number of directors shall not be less than three.

XVI. POWERS OF DIRECTORS

25. Regulations 70 and 71 of Table A shall apply.

26. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

XVII. DELEGATION OF DIRECTORS' POWERS

29. Regulation 72 of Table A shall apply.

XVIII. APPOINTMENT OF DIRECTORS

28. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

29. 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.

30. 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. Subject to article 31 a Director may be appointed under this Article to hold office for life or any other period or upon such terms in respect of his retirement as the Directors shall at the time of his appointment determine.

XIX. DISQUALIFICATION AND REMOVAL OF DIRECTORS

31. Regulation 81 of Table A shall apply but the office of a director shall also be vacated if:

- (i) he is removed from office under Section 303 of the Act, or by Extraordinary Resolution of the Company; or
- (ii) he is served with written notice under the hand of a Director or the Secretary of any Company which is for the time being the Company's holding company that the Board of Directors of such company has resolved that his appointment be terminated.

XX. REMUNERATION OF DIRECTORS

32. In accordance with Clause 4 of the Memorandum of Association no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company other than any payment described in subclauses (a) to (e) inclusive of the said Clause 4.

33. The Director shall not nor shall any of them be accountable for any remuneration or other benefit received by them or any of them (whether as a director, auditor or other officer or otherwise) from any other company in which shares stock or debentures are for the time being held by the Directors as Directors hereof EXCEPT to the extent (if any) to which such remuneration or other benefit is received by

the Directors or any of them by reason of such shares stock debentures or other securities being in the name of the Director or Directors hereof and PROVIDED FURTHER that neither the Directors nor any of them shall concur in exercising any voting rights in respect of any shares stock debentures or other securities held by the Directors as Directors hereof in such a way that a personal benefit is thereby secured to the Directors or any of them.

XXI. DIRECTORS APPOINTMENTS AND INTERESTS

34. No Director shall take or hold any interest in property belonging to the Company otherwise than as a Director and no Director shall receive remuneration or be interested in the supply of work or goods at the cost of the Company.

35. Subject to the provisions of the Memorandum of Association and each and every other article of these Articles Regulation 85 of Table A shall apply.

XXII. PROCEEDINGS OF DIRECTORS

36. Regulations 88, 90 to 93 inclusive and 95, 96 and 98 of Table A shall apply.

37. The quorum necessary for the transaction of the business of the Directors shall be three. Save as otherwise provided by these Articles a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company.

XXIII. SECRETARY

38. Subject to the provisions of clause 4 of the Memorandum of Association Regulation 99 of Table A shall apply.

XXIV. MINUTES

39. Regulation 100 of Table A shall apply.

XXV. THE SEAL

40. Regulation 101 of Table A shall apply.

XXVI. INCOME AND PROPERTY; DIVIDENDS; CAPITALISATION OF PROFITS

41. The provisions contained in Clause 4 of the Memorandum of Association shall be performed and have effect in all respects as if they were set out in full in these Articles.

XXVII. ACCOUNTS

42. Regulation 109 inclusive of Table A shall apply.

XXVIII. NOTICES

43. Subject to Article 21 hereof Regulations 111 to 116 inclusive of Table A shall apply.

XXIX. WINDING UP

44. Upon a winding up or dissolution of the Company Clause 6 of the Memorandum of Association shall have effect as if the provisions thereof were set out in full in these Articles.

XXX. INDEMNITY

45. Regulation 118 of Table A shall apply.

46. In addition to the indemnity contained in Regulation 118 of Table A and subject to the provisions of Section 310 of the Act, every Director, Managing Director, Agent, Auditor, Secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution of and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

"Donald Gosling"

(Sir) Frederick Donald Gosling
Leander House
Lower Teddington Road
Hampton Wick
Kingston-upon-Thames, Surrey

Company Director

"R F Hobson"

Ronald Frank Hobson
"Glenamoy"
Nan Clarks Lane
Mill Hill, London NW7 4HH

Company Director

Dated this 30th day of January 1985

Witness to the above signatures:

"T van Tijn"

Taco van Tijn
Solicitor
7 Storey's Gate
London SW1P 3AT