

**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

[] [] [] []

2125674

Name of company

* THE ARTS AND CRAFTS EDUCATIONAL TRUST

I, JENNIFER MARGARET DYER

of BATES WELLS & BRAITHWAITE, 20 OLD BAILEY,
LONDON. EC4M 7EP* Insert full
name of Company† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar under
section 12(3)] and that all the requirements of the above Act in respect of the registration of the above
company and of matters precedent and incidental to it 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 6 SNOW HILL,
LONDON. EC1

Declarant to sign below

the THIRD day of APRIL

One thousand nine hundred and EIGHTY-SEVEN

before me Ann Cooper Solicitor

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presenter's name address and
reference (if any):

Bates Wells & Braithwaite,
20 Old Bailey,
London. EC4M 7EP

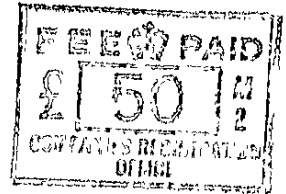
Ref: STL.JD.CT.0739.1

For official Use
New Companies Section

Post room



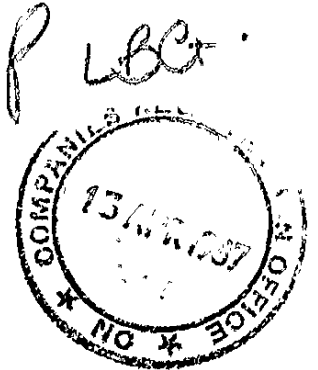
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

of

THE ARTS AND CRAFTS EDUCATIONAL TRUST



1. The name of the company is "The Arts and Crafts Educational Trust".

2. The company's registered office is to be situated in England.

3. The company's objects are:-

(1) To promote and provide education and training in the field of arts and crafts and related skills and disciplines in all countries of the world.

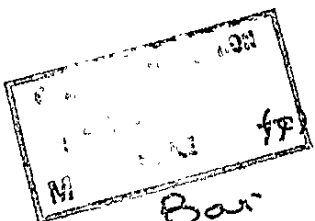
(2) For the furtherance of the objects set out in the immediately preceding sub-clause and as ancillary thereto, but without prejudice to the generality thereof to do (if thought fit) or procure the doing of all or any of the following further things:-

(a) To establish and run colleges, centres and other institutions;

(b) To hold courses, lectures and workshops, provide personal tuition, correspondence courses and other teaching media;

To hold and promote the holding of displays and exhibitions;

To co-operate or collaborate with other persons or organisations;



Bates Wells & Braithwaite

- (e) To carry out and promote research into and the gathering of information and statistics about all matters relating to the said objects;
- (f) To levy reasonable charges and fees in the pursuance of the said objects;
- (g) To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may be necessary for any of the purposes of the company;
- (h) To publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter and to organise lectures, broadcasts and courses of instructions;
- (i) To purchase or otherwise acquire or found and to carry on schools and training centres;
- (j) To receive donations, endowments, subscriptions and legacies from persons desiring to promote the objects aforesaid or any of them and to hold funds in trust for the same;
- (k) Subject to such consents as may be required by law, to borrow or raise money for the purposes of the company on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder (whether to beneficiaries or not);
- (l) To establish and support or aid in the establishment and support or to amalgamate with other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the company or calculated to further its objects;
- (m) To undertake and execute any charitable trusts which may lawfully be undertaken by the company and may be necessary to its objects;
- (n) To invest the moneys of the company not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit in the absolute discretion of the trustees for the time being, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

- (o) To engage or employ such personnel (whether as employees consultants advisers or however) as may be requisite to the promotion of the objects of the company and on such terms as the trustees may think fit;
- (p) To provide or procure the provision of counselling and guidance in furtherance of the said objects or any of them;
- (q) To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the company;
- (r) To draw accept endorse issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferrable or mercantile instruments for the purpose of or in connection with the objects of the company;
- (s) To establish promote or assist companies with charitable objects similar to those of the company for the acquisition of the property or liabilities of the company or to carry on any authorised activity of the company or for any other charitable purpose directly or indirectly calculated to benefit the company in the furtherance of its objects;
- (t) To amalgamate merge or join in with any charity having charitable objects wholly or in part similar + those of this company for the purposes of better & actuating the charitable purposes;
- (u) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;
- (v) To purchase acquire or undertake all or any of the property liabilities and engagements of charitable associations societies or bodies with which the company may co-operate or federate;
- (w) To pay out of the funds of the company the costs of forming and registering the company;
- (x) To do all such other lawful things as may be necessary for the attainment of the above objects or

any of them;

PROVIDED THAT:

- (i) If the company shall take or hold any property which may be subject to any trusts, the company shall only deal with or invest the same in the manner allowed by law, having regard to such trusts;
- (ii) The company objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (iii) If 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 any authority, approval or consent as may be required by law, and as regards any such property the board 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 such Board would 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 but as regards any such property they shall be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. / The income and property of the company from whatever source derived, shall be applied solely towards the promotion of its objects as set forth in this memorandum of association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way or profit to the members of the company (and no member of its board 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) for any services rendered to the company;

- (b) of interest on money lent by a / member of the company (or of its board) 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 Board;
- (c) of any reasonable and proper rent for premises demised or let by any member of the company (or of its board);
- (d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of the company; and
- (e) to any member of its board of reasonable out-of-pocket expenses.

5. / The liability of the members is limited.

6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. 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 within three months of the members resolution passed initiating the winding-up failing which and if and so far as effect cannot be given to such provision, then to such other charitable object as the trustees shall resolve upon.

We, the subscribers to this memorandum of association, wish to be formed into a company in pursuance of this memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

Guarantee

Signature: *Michael Dunlop Young*

Name: Michael Dunlop Young

£1

Address: 67, Gibson Square,
London. N1 0RA

Witness

Signature: *Susan Chisholm*

Name: SUSAN CHISHOLM
Address: 14 RODING ROAD
LONDON E5 0DW

Signature: *Hilary Rubinstein*

Name: Hilary Rubinstein

£1

Address: A.P. Watt Limited,
26, Bedford Row,
London. WC1R 4HL

Witness

Signature: *Clarissa Rushdie*

Name:

Address: CLARISSA RUSHDIE
60 BURMA ROAD
LONDON N16 9BJ

Signature: *Susan Crosland*

Name: Susan Crosland

£1

Address: 16, Stanford Court,
45 Cornwall Gardens,
London. SW7 4AB

Witness

Signature: *Peter Ewen*

Name: Peter Ewen

Address: 65 Deans Road
Hanwell
W7

Signature: *Sasha Young*

Name: Sasha Young

£1

Address: 67, Gibson Square,
London. N1 0RA

Witness

Signature: *Susan Cuthorn*

Name: SUSAN CUTHORN

Address: 14 RADING ROAD
LONDON E5 0DW

DATED 2nd April

1987

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
THE ARTS AND CRAFTS EDUCATIONAL TRUST

Interpretation

1. In these articles and the memorandum of association:-

"the company" means The Arts and Crafts Educational Trust

"the trustees" shall be the equivalent of and shall fulfil the functions of the directors of the company, as defined in the Act.

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the company.

"clear days" in relation to the period of a notice means that 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.

"office" means the registered office of the company.

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

"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 United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

Members

2. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company.
3. Before any person is admitted to membership of the company, he must be approved by an ordinary resolution of the existing members. The members need give no reasons for declining to approve any person and their decision shall be final. On approval, the existing members shall appoint the new member a trustee, increasing the maximum number of trustees fixed in accordance with these articles in order to do so if necessary.
4. If a member ceases for any reason to be a trustee, he shall cease to be a member.
5. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members.

Patron

6. (a) The trustees may appoint and remove any person as a patron of the company and on such terms as they shall think fit.

(b) A patron shall have the right to attend and speak (but not vote) at any general meeting of the company and to be given notice thereof as if a member and shall also have the right to receive accounts of the company when available to members.

General Meetings

7. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The trustees 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 later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the company may call a general meeting.

Notice of General Meetings

9. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary

general meetings 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-

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and 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 any patron and to the trustees and auditors.

Proceedings at General Meetings

10. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Two 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 corporation) or one tenth of the members for the time being, whichever is the greater, shall be a quorum.

11. If such a quorum is not present within half an hour from the time appointed for the meeting, 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 trustees may determine.

12. The chairman, if any, of the board of trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

13. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

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

15. 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 the 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.

16. 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 provision of the Act, a poll may be demanded-

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) 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;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

17. Unless a poll is duly demanded a declaration 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.

18. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

19. 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

21. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith 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 the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.

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

23. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

24. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Votes of members

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

26. No member may vote on any matter in which he is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting such permission to be given or withheld without discussion.

27. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the company have been paid.

28. 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 trustees 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.

29. 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.

30. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve):-

"The Arts and Crafts Educational Trust

I/We, , of

being

a member/members of the above named company, hereby appoint

of,

or failing him, of

, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the company to be held on 19 , and at any adjournment thereof.

Signed on

19 ."

31. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve)-

"The Arts and Crafts Educational Trust

I/We, , of

being

a member/members of the above named company, hereby appoint

of

or failing him,

of , as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the company, to be held on 19 , and at any adjournment thereof.

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 on 19 ."

32. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notariially or in some other way approved by the trustees may:-

- (a) be deposited at the office or at 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 trustee; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

33. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.

34. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation 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 or at such other place at which the instrument of proxy was duly deposited 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.

Number of trustees

35. Unless otherwise determined by ordinary resolution the maximum number of trustees shall be twelve and the minimum shall be two.

Powers of trustees

36. 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 trustees who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the trustees by these articles and a meeting of trustees at which a quorum is present may exercise all powers exercisable by the trustees.

37. The trustees may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine.

Delegation of trustees' powers

38. (a) The board may delegate any of its powers or the implementation of any of its resolutions to any committee.

(b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number).

(c) The composition of any such committee shall be entirely in the discretion of the board and may comprise such of their number (if any) as the resolution may specify.

(d) The deliberations of any such committee shall be reported regularly to the board and any resolution passed or decision taken by any such committee shall be reported forthwith to the board and for that purpose every committee shall appoint a secretary for the purpose.

(e) All delegations under this article shall be revocable at any time.

(f) The board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.

(g) For the avoidance of doubt the board may delegate all financial matters to any committee or committees and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time whether or not requiring a signature of any trustee.

39. The meetings and proceedings of any committee shall be governed by the provisions of these articles regulating the meetings and proceedings of the board so far as the same are applicable and are not superseded by any regulations made by the board.

40. Subject to any regulations or conditions the board may impose, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of trustees so far as they are capable of applying.

Appointment of trustees

41. The company may by ordinary resolution appoint a person on approving him as a member to be a trustee either to fill a vacancy or as an additional trustee.

42. The trustees may appoint a person who is willing to act, even though not a member, to be a trustee, either to fill a vacancy or as an additional trustee, provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees.

A trustee so appointed shall hold office only until the next following annual general meeting and, if not approved as a member and reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

43. Subject as aforesaid, a trustee who retires at an annual general meeting shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

Disqualification and removal of trustees

44. The office of a trustee shall be vacated if:-

- (a) he ceases for any reason to be a member; or
- (b) he ceases to be a trustee by virtue of any provision of the Act or he becomes prohibited by law from being a trustee; or
- (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (d) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (e) he resigns his office by notice to the company.

Trustees' Expenses

45. The trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or separate meetings of the holders of debentures of the company or otherwise in connection with the discharge of their duties.

Proceedings of trustees

46. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. Two trustees may,

and the secretary at the request of two trustees shall, call a meeting of the trustees. Notice of every meeting of the board stating the general particulars of all business to be considered at such meeting shall be sent by post to each trustee at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes.

47. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than two.

48. The continuing trustees or a sole continuing trustee may act notwithstanding any vacancies in their number and, provided that they are unanimous if more than one, notwithstanding that the number of trustees is less than the number fixed as a quorum.

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

50. All acts done by a meeting of trustees, or of a committee of trustees, or by a person acting as a trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee 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 trustee and had been entitled to vote.

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

Secretary .

52. Subject to the provisions of the Act, the secretary shall be appointed by the trustees 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.

Regulations

53. The board shall have power from time to time to make repeal or alter regulations as to the management of the company and the affairs thereof as to the duties of any officers or servants of the company and as to the conduct of business by the board or any committee and as to any of the matters or things within the powers or under the control of the board provided that the same shall not be inconsistent with the memorandum of association or these articles.

Minutes

54. The trustees shall cause minutes to be made in books kept for the purpose:-

- (a) of all appointments of officers made by the trustees; and
- (b) of all proceedings at meetings of the company and of the trustees, and of committees of trustees, including the names of the trustees present at each such meeting;

and any such minute, if purported to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall, as against any member or trustee of the company, be sufficient evidence of the proceedings.

The Seal

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

Accounts

56. The company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the company may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.

Notices

57. 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 trustees need not be in writing.

58. 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.

59. A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

60. 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, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

61. Subject to the provisions of the Act but without prejudice to any indemnity to which a trustee may otherwise be entitled, every trustee 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 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 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, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Winding-Up

62. The provisions of Clause 7 of the memorandum of association relating to the winding-up or dissolution of the company shall have effect and be observed as if the same were repeated in these articles.

SIGNATURES, NAMES AND ADDRESSES OF SUBSCRIBERS

Signature: *Michael Dunlop Young*
Name: Michael Dunlop Young
Address: 67, Gibson Square,
London. N1 0RA

Witness

Signature: *Susan Chisholm*
Name: SUSAN CHISHOLM
Address: 14 RODING ROAD
LONDON E5 0DW

Signature: *Hilary Rubinstein*
Name: Hilary Rubinstein
Address: A.P. Watt Limited,
26, Bedford Row,
London. WC1R 4HL

Witness

Signature: *Clarissa Rushdie*
Name: CLARISSA RUSHDIE
Address: 60 BURMA ROAD
LONDON N16 9BJ

Signature: *Susan Crosland*
Name: Susan Crosland
Address: 16, Stanford Court,
45, Cornwall Gardens,
London. SW7 4AF

Witness

Signature: *Peter Ewan*
Name: Peter Ewan
Address: 65 Deans Road.
Hanwell
W7.

Signature:

Sasha Young

Name:

Sasha Young

Address:

67, Gibson Square,
London. N1 0RA

Witness

Signature:

Susan Chisholm

Name:

SUSAN CHISHOLM

Address:

14 ROVING ROAD
LONDON E5 0PW

DATED 2nd April

1987

G

COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

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

Note

This declaration should accompany the application for the registration of the company

* insert full name of company

† delete as appropriate

For official use, Company number

111

2125674

Name of company

* THE ARTS AND CRAFTS EDUCATIONAL TRUST

I, JENNIFER MARGARET DYER

of BATES WELLS & BRAITHWAITE, 20 OLD BAILEY,
LONDON. EC4M 7EP

a [Solicitor engaged in the formation of the above-named company] ~~person named as director or secretary of the above company in the statement delivered under section 10 of the above Act~~ do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at 6 SNOW HILL,
LONDON. EC1

Declarant to sign below

the THIRD day of APRIL

One thousand nine hundred and EIGHTY-SEVEN
before me Amr Cooper Solicitor

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):

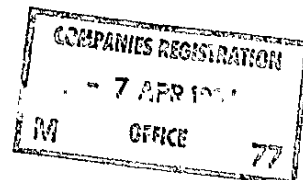
Bates Wells & Braithwaite,
20 Old Bailey,
London. EC4M 7EP

Ref: STL.JD.CT.0739.1

For official Use

New Companies Section

Post room



**Statement of first directors
and secretary and intended
situation of registered office**

B20 23/4/87

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

2125674

Name of company

* insert full name
of company

* THE ARTS AND CRAFTS EDUCATIONAL TRUST

The intended situation of the registered office of the company on incorporation is as stated below

18 VICTORIA PARK SQUARE	
BETHNAL GREEN	
LONDON	
Postcode	E2 9PF

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

BATES WELLS & BRAITHWAITE	
20 OLD BAILEY	
LONDON	
Postcode	EC4M 7EP

Number of continuation sheets attached (see note 1)

1

Presentor's name address and
reference (if any):Bates Wells & Braithwaite
20, Old Bailey,
London. EC4M 7EP

Ref: STL.JD.CT.0739.1

For official Use
General Section

Post room

COMPANIES REGISTRATION	
- 7 APR 1987	
M	OFFICE 77

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) HILARY RUBINSTEIN		Business occupation <i>Hilary Agent</i>
Previous name(s) (note 3)		Nationality <i>British</i>
Address (note 4) A.P. WATT LIMITED		
26 BEDFORD ROW, LONDON		DATE OF BIRTH (WHERE APPLICABLE)
	Postcode WC1R 4HL	XXXXXXXXXXXXXXXXXXXXXX
Other directorships † <i>Hilary Rubinstein Books Ltd</i>		
<i>Hantecovers Ltd</i>		
<i>Institute of Contemporary Arts Ltd</i>		
<i>Whit-a-Pass Ltd</i>		
I consent to act as director of the company named on page 1		
Signature <i>Hilary Rubinstein</i>		Date <i>4/3/87</i>

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

Name (note 3) SUSAN CROSLAND		Business occupation <i>Journalist - Writer</i>
Previous name(s) (note 3)		Nationality <i>British</i>
Address (note 4) 16 STANFORD COURT		
45 CORNWALL GARDENS, LONDON		DATE OF BIRTH (WHERE APPLICABLE)
	Postcode SW7 4AB	(note 6) XXXXXXXXXXXXXXXXXXXX
Other directorships †		
I consent to act as director of the company named on page 1		
Signature <i>Susan Crosland</i>		Date <i>5/3/87</i>

Name (note 3) SASHA YOUNG		Business occupation <i>Writer</i>
Previous name(s) (note 3)		Nationality <i>British</i>
Address (note 4) 67 GIBSON SQUARE		
LONDON		DATE OF BIRTH (WHERE APPLICABLE)
	Postcode N1 0RA	(note 6) XXXXXXXXXXXXXXXXXXXX
Other directorships † <i>NONE</i>		
I consent to act as director of the company named on page 1		
Signature <i>Sasha Young</i>		Date <i>9/3/87</i>

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No. 1
to Form No. 10

Company number

Name of company

* THE ARTS AND CRAFTS EDUCATIONAL TRUST

Particulars of other directors (continued)

Name (note 3)		Business Occupation
MICHAEL DUNLOP YOUNG (LORD YOUNG OF DARTINGTON)		SOCIOLOGIST
Previous name(s) (note 3)		Nationality
Address (note 4) 67 GIBSON SQUARE, LONDON N1		BRITISH
		Date of birth (note 5) XXXXXXXXXXXXXXXX
		(note 6) XXXXXXXXXXXXXXXX
Postcode		
I consent to act as director of the company named above (notes 9 and 10)		
Signature Michael Dunlop Young		Date 10 3 87

Particulars of other directorships

ADVISORY CENTRE FOR EDUCATION LIMITED, BRASS TACKS RECYCLING (HACKNEY) LIMITED, DARTINGTON AGRICULTURAL ENGINEERING CO. LIMITED, DARTINGTON CENTRE FOR EDUCATION AND RESEARCH, DARTINGTON & CO. LIMITED, DARTINGTON ENTERPRISE CENTRE (BRADWORTHY) LIMITED, DARTINGTON HALL CORPORATION, INTERNATIONAL EXTENSION COLLEGE LIMITED, OK (DIY) LAMBETH LIMITED, MILTON KEYNES OK SERVICE STATIONS LIMITED, MUTUAL AID CENTRE, MUTUAL AID WORKSHOP (HACKNEY) LIMITED, MUTUAL AID WORKSHOP (LAMBETH) LIMITED, NATIONAL EXTENSION COLLEGE LIMITED, THE DARTINGTON BRISTOL TRUST, THE DARTINGTON HALL TRUST, THE DARTINGTON HALL TRUST CORPORATION LIMITED, THE DARTINGTON NORTH DEVON TRUST, THE TAWNEY SOCIETY LIMITED, WHITE HART HOLDINGS PLC, VICTORIA PARK PUBLICATIONS LIMITED, DEMOS LIMITED, MUTUAL AID CENTRE MANAGING AGENCY, HEALTH INFORMATION TRUST.

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2125674

I hereby certify that

THE ARTS AND CRAFTS EDUCATIONAL TRUST

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the

23RD APRIL 1987

P. A. Newley

MRS P. A. NEWLEY

an authorised officer

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

2	1	2	5	6	7	4
---	---	---	---	---	---	---

Name of company

*	THE	ARTS	AND	CRAFTS	EDUCATIONAL	TRUST
---	-----	------	-----	--------	-------------	-------

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	2
---	---	---	---

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month Year

3	1	1	2	1	9	8	7
---	---	---	---	---	---	---	---

The current accounting reference period of the company is to be treated as [shortened]† and [is to be treated as having come to an end]† [will come to an end]† on

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

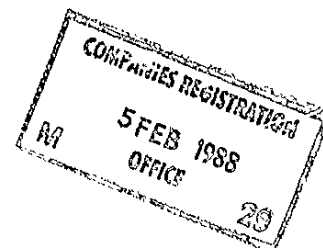
and it is still in force.

Signed M D Young Designation‡ _____ Date 12.88‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Presenter's name address and reference (if any):

For official Use
General Section

Post room





225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--

2	1	2	5	6	7	4
---	---	---	---	---	---	---

Name of company

* THE ARTS AND CRAFTS EDUCATIONAL TRUST

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	2
---	---	---	---

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month Year

3	1	1	2	1	9	8	7
---	---	---	---	---	---	---	---

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____
_____, company number _____
the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____
and it is still in force.Signed M D Young

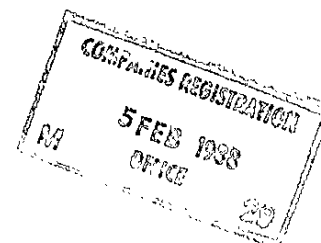
Designation‡

Date 12-88

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

For official Use
General Section

Post room

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

225(1)**Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

2125674

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

2125674

Name of company

* ARTS AND CRAFTS EDUCATIONAL TRUST

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	0	8
---	---	---	---

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month Year

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

3	1	0	8	1	9	8	9
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed J.E. Thompson Designation Secretary Date 10 Feb 1989‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

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

PRENTIS & Co.
CHARTERED ACCOUNTANTS
152, Milton Road
Cambridge CB4 1XE

0-28 / WAP

For official Use
General Section

Post room

DO

10 Feb 1989

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[] [] [] []

2125674

Name of company

THE ACTS AND CRAFTS EDUCATIONAL TRUST

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 0 0 6

The current accounting reference period of the company is to be treated as (shortened) ~~extended~~ and (is to be treated as having come to an end) ~~will come to an end~~ on

Day Month Year

3 0 0 6 1 9 9 0

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company] of _____
_____, company number _____
the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____
and it is still in force.

Signed A. E. Regan Designation SECRETARY Date 30th July 1990

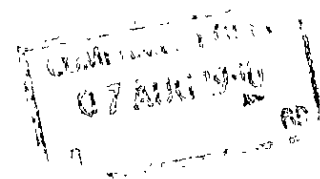
Presentor's name address and reference (if any):

FRONTIS & Co.
CHARTERED ACCOUNTANTS
11 Co, Milton Road
Cambridge CB4 1XE

028- /MMP

For official Use
General Section

Post room



SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS



COMPANY NUMBER 2125674
COMPANY NAME THE ARTS AND CRAFTS EDUCATIONAL TRUST

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

ST IVES HOUSE, LAVINGTON ST,
LONDON SE1

on the 10th day of JANUARY 1992

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME OPEN COLLEGE OF THE ARTS

Signature: D. Davies
Chairman, Director, Secretary or Officer of the Company

Notes:

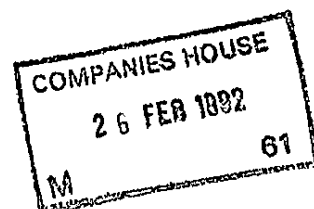
* Please delete as appropriate.

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:

D. DAVIES
OPEN COLLEGE OF THE ARTS
HOUNDHILL
WORSBROUGH
BARNSELEY S70 6TU



N/A.



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2125674

I hereby certify that

THE ARTS AND CRAFTS EDUCATIONAL TRUST

having by special resolution changed its name,

is now incorporated under the name of

OPEN COLLEGE OF THE ARTS

Given under my hand at the Companies Registration Office,

Cardiff the 13 MARCH 1992

A handwritten signature in cursive script, appearing to read 'L. Parry'.

MRS. L. PARRY

an authorised officer