

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF  
ENGLEMERE LIMITED  
(formerly Englemere Services Limited)

Original version: 12 October 1987  
Revised: 17 June 1998  
and 23 November 2001



(Registered in England No. 2193639)

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF ENGLEMERE LIMITED (formerly Englemere Services Limited)

- 1 The name of the Company is ENGLEMERE LIMITED.
- 2 The registered office of the Company will be situated in England.
- 3 The objects for which the Company is established are:
  - (a) (i) To carry on the business of printers, publishers, book and print sellers and book binders in all their branches; manufacturers and distributors of and dealers in audio tapes, computer software and accessories; magazine and newspaper proprietors, journalists and stationers in all their branches; advertising agents, advertisement contractors and designers of advertisements in all their branches; and to carry on any other trade or business whatsoever of a like and similar nature; to employ authors, writers, journalists, and to purchase copyrights and any other rights in books, of every and any description.
  - (ii) To organise conferences and seminars, including the location of suitable premises, the arrangements of travel, refreshment, entertainment and accommodation; to organise the attendant publicity, invitations, place settings, identity labels, favours, badges and the printing thereof, and the supply of all requisite stationery; to arrange the provision of special lighting, microphones and amplifiers; to provide for floral and other decoration, and gifts and presentations; and to do all the foregoing things either by contract or in an expert advisory capacity.
  - (iii) To carry on business as owners, proprietors and managers of educational and training establishments of every description; to provide tuition and to promote educational and training courses on such terms as may be agreed from time to time between the Company and persons having dealings with the Company; to utilize the premises of the company, to provide summer schools, evening classes, recreational and sports facilities and social events of all descriptions.
  - (iv) To carry on business as agents for, or providers of staff, office accommodation, organisers of meetings, conferences, seminars and training, accounting, secretarial and administrative services and all manner of services in respect of business management, advertising, marketing, sales promotion, costing and forecasting in relation to all types of charitable, commercial and industrial undertakings; to carry on business as distributors, lessors and agents for the sale of and dealers in

computers and their component parts and accessories, computer software and all manner of computerised information services, and as analysts and advisors undertaking data preparation, programming and processing and to act generally as contractors and consultants in all matters relating to the application and operation of computer based systems; and to act as consultants and advisors in the field of accountancy, accountancy services, bookkeeping, financial management, and in all matters relating to the organisation, financing, administration and management of any business, charitable or social concern or other body or undertaking and to investigate the condition, value, circumstances and prospects of the same, to maintain and operate a financial advisory service and to carry on all or any of the businesses of finance, insurance, investment, pensions and taxation consultants, agents, to procure finance or credit facilities, and to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, and undertakings and businesses of every description, to place, hold and dispose of funds and investments for and on behalf of the Chartered Institute of Building and its members.

- (v) To carry on business as managers and developers of buildings, lands and estates of all descriptions and in this connection to provide for the security, decoration, furnishing, fitting up, improvement, development, alteration and general maintenance and upkeep of the same and to arrange for or provide such other services or amenities which may from time to time be required thereon including, but without prejudice to the foregoing generality, the provision of such landscaping, cultivation, foresting and general gardening services as may be necessary in connection with the up-keep and improvement of any grounds, gardens, parks, estates or any other land of any description annexed thereto.
- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.
- (c) The purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and reproving any patents, inventions or rights which the Company may acquire or propose to acquire.

- (e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire any interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investment made.
- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others and to invest and deal with money and assets of the Company not immediately required in any manner and to receive money and securities on deposit or loan, at interest and otherwise upon such terms as the Company may approve.
- (i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard, security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock, perpetual or otherwise, or other securities of any description.
- (j) To enter into or accept any guarantees or indemnities and to guarantee support or secure, either with or without the receiving any consideration or advantage, and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future), including its uncalled capital, of the Company, or by both such

methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities or other liabilities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company within the meaning of section 736 of the Companies Act 1985 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.

- (k) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (l) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interests.
- (m) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges or concessions which the Company may think desirable.
- (n) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (o) To act as agents or brokers and as trustees for any person, firm or company, or to undertake and perform sub-contracts.
- (p) To remunerate any person, firm or company rendering services to the Company either by cash payment or such other consideration as may from time to time be agreed.

- (q) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.
- (r) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are serving or have served the subsidiary of the Company or of the predecessors in the business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments toward insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory, or non-contributory) for the benefit of any such persons and of their wives; widows; children and other relatives and dependants; and set up, establish support and maintain profit sharing schemes for the benefit of any of the employees of the company or of any such subsidiary, holding or fellow subsidiary company.
- (s) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (t) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit.
- (u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (v) To procure the Company to be registered or recognised in any part of the world.
- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

- (x) To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of the Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or the object or objects therein specified or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- 4 The liability of the Members is limited.
- 5 The Share Capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each person
The Chartered Institute of Building Englemere Kings Ride Ascot Berkshire SL5 8BJ (Signed) <u>D W Llewellyn</u> Duly Authorised Officer  (Signed) <u>Ian Dixon</u> Duly Authorised Officer	Nine hundred and ninety nine
Anthony James Barry and The Chartered Institute of Building Englemere Kings Ride Ascot Berkshire SL5 8BJ (Signed) <u>A J Barry</u>  (Signed) <u>D W Llewellyn</u> Duly Authorised Officer  (Signed) <u>Ian Dixon</u> Duly Authorised Officer	One

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Dated this 12 day of October 1987

Witness to the above Signatures:-

Walter Vivian Clark  
Englemere  
Kings Ride  
Ascot  
Berkshire  
SL5 8BJ  
(Signed) W V Clarke

Director, Management Services



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION OF ENGLEMERE LIMITED

PRELIMINARY

- 1 The Regulations in Table A schedule to the Companies (Table A to F) Regulations 1985 as amended by The Companies (Table A to F) (Amendment) Regulations 1985 shall, except where they are excluded or varied by or inconsistent with these Articles, apply to the Company.

DEFINITIONS

- 2 For the purposes of these Articles:-

- (i) "the Institute" means The Chartered Institute of Building incorporated by Royal Charter dated 25 September 1980 and having its Offices at Englemere, Kings Ride, Ascot, Berkshire SL5 8BJ.
- (ii) "the National Council" means the National Council for the time being of the Institute.-
- (iii) "the Officers Committee means the Officers Committee for the time being of the Institute.
- (iv) "the Policy Committee" means the policy committee for the time being of the Institute.
- (iv) (a) "Executive Director" means a person appointed in such capacity in accordance with Article 12 hereof.  
  
(b) "Non-Executive Director" means a person appointed in such capacity in accordance with Article 12 hereof.

Except as these Articles may hereinafter provide there shall be no distinction between the offices of the Executive and the Non-Executive Directors.

MODIFICATIONS

- 3 The Regulations numbered 64, 65, 66, 68, 73 to 80 inclusive, 84, 89 and 94 to 97 inclusive shall not apply to the Company.

## SHARES

- 4 (a) Subject to the provisions of paragraph (b) below and to any direction given by the Company by Ordinary Resolution, all unissued shares of the Company for the time being shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons (including the Directors themselves), at such times and on such terms and conditions as they may determine, provided that no share shall be issued at a discount. Section 89 Companies Act 1985 (statutory rights of pre-emption) shall not apply.
- (b) Directors are hereby unconditionally authorised to allot shares up to the nominal amount of the share capital of the Company for the time being within a period of five years from the date of incorporation and so that such authority shall include the grant of any right to subscribe for, or to convert any security into, shares and shall extend to any allotment or grant made after such period in pursuance of an offer or agreement made by the Company before such authority expires.

## TRANSFER OF SHARES

- 5 No transfer of any share, whether or not it is fully paid, shall be registered unless it shall first be approved by the Directors who may, in their absolute discretion and without giving any reason, refuse so to do. The first sentence of Regulation 24 shall not apply.

## PROCEEDINGS AT GENERAL MEETINGS

- 6 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of the receipt and consideration of the profit and loss account, the balance sheet and group accounts (if any) of the Company and the reports of the Directors and the auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors and the Directors. In Regulation 38 the words "in case of special business" shall be added before the words "the general nature of the business to be transacted".
- 7 Regulation 41 of Table A shall be read and construed as if the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall be dissolved" were added at the end.

- 8 If a resolution in writing referred to in Regulation 53 of Table A is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

#### ALTERNATE DIRECTORS

- 9 Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf and may, in the like manner remove the alternate director from office. Such alternate Director must be either a Director of the Company or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.

#### DIRECTORS

- 10 The number of Directors shall be determined by ordinary resolution but unless and until so fixed there shall be no maximum number of Directors and the minimum number shall be two.
- 11 (i) *Directors of the company shall include at least one Non-Executive Director who is either a current or former member of the Institute's Council. There should always be a majority of current or former members of the Institute's Council on the Board of Englemere Limited.*<sup>1</sup>
- (ii) Any Executive Directors shall be employees of the Institute.<sup>1</sup>
- 12 (a) The Board of Directors of the Company shall consist of both Executive and Non-Executive Directors the appointment of whom shall be under the control of the National Council who (subject to the provisions of Article 11 hereof) shall be entitled to nominate and appoint any person to the office of Director of the Company, either as an Executive or Non-Executive Director, and in like manner to remove the same. Every appointment or removal made pursuant to this Article shall be effected by notice in writing lodged at the registered office of the Company or delivered to a duly constituted meeting of the Directors of the Company and signed by a duly authorised officer of the Institute and shall take effect as at the time of such lodgement or delivery or at such later time as shall be specified therein.

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<sup>1</sup> amended 23 November 2001

13 The first Directors of the Company shall be:-

(a) As the Executive Director:-

Walter Vivian Clark  
Director, Management Services  
Chartered Institute of Building

(b) As the Non-Executive Directors:-

(i) Brian John Hill  
President  
Chartered Institute of Building

(ii) Anthony James Barry  
National Treasurer  
Chartered Institute of Building

14 The quorum necessary for the transaction of the business of the Directors shall be two of which one must be a Non-Executive Director.

15 Subject to the provisions of the Act, the Directors may enter into an agreement or arrangement with any Executive Director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such agreement or arrangement may be made upon such terms as the Directors may determine and they may remunerate any such Executive Director for his services as they think fit.

#### TERMINATION OF DIRECTORS APPOINTMENTS

16 The appointments of the Directors of the Company shall automatically be terminated:-

(i) In the case of the Executive Directors, when such Directors shall leave the employment of the Institute.

(ii) In the case of the Non-Executive Director, when he or she is removed from that office by the Institute's Council.

#### RETIREMENT OF DIRECTORS

17 Subject to the provisions of Article 16 hereof the term of office for each person appointed as a Non-Executive Director of the Company shall be three years and a Director retiring in accordance with this Article shall not, unless recommended for re-appointment in accordance with Article 12 hereof, be eligible for re-

appointment as a Non-Executive Director. The provisions of this Article shall not apply to any Director who holds office as an Executive Director of the Company.

#### POWER OF DIRECTORS

- 18 The Directors of the Company shall at all times exercise their powers and carry out their duties in accordance with the aims and objects of the Institute and be consistent with the Institute's Royal Charter and professional status. Regulation 70 of Table A shall be construed accordingly.

#### NOTICES

- 19 A notice may be given by the Company to any member either personally or by sending it by post or by telegraph, telex or facsimile transmission to his registered address or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of the post. The first sentence of Regulation 112 and the second sentence of Regulation 115 of Table A shall not apply.

#### INDEMNITY

- 20 In addition to such indemnity as is contained in Regulation 118 of Table A, every Director, officer or official 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 and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

The Chartered Institute of Building  
Englemere  
Kings Ride  
Ascot  
Berkshire  
SL5 8BJ

(Signed) D W Llewellyn  
Duly authorised officer

(Signed) Ian Dixon  
Duly authorised officer

Anthony James Barry and The Chartered Institute of Building  
Englemere  
Kings Ride  
Ascot  
Berkshire  
SL5 8BJ

(Signed) A J Barry

(Signed) D W Llewellyn  
Duly authorised officer

(Signed) Ian Dixon  
Duly authorised officer

Dated this 12 day of October 1987

Witness to the above Signatures:

Walter Vivian Clark  
Englemere  
Kings Ride  
Ascot  
Berkshire  
SL5 8BJ

(Signed) W V Clark

Director, Management Services

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