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12

**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

To the Registrar of Companies

For official use

For official use

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

[] [] [] []

2383683

Name of company

BRAIN CLUBS LIMITED

I, Daniel John Dwyer

of 50 Lincoln's Inn Fields, London, WC2A 3PF

* 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 10(2)]† 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 14 Old Square
Lincoln's Inn
London WC2

Declarant to sign below

the 17TH day of APRIL
One thousand nine hundred and EIGHTY NINE
before me ALCDY

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

[Signature]

D. & D. LAW AGENCY
SERVICES LIMITED

50, Lincoln's Inn Fields,
London WC2A 3PF

Company Registration Agents
Law Stationers,
and Printers

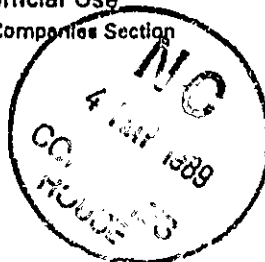
Telephone: 01-405-1082
01-405-7215



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

D & D LAW AGENCY
SERVICES LIMITED
50 Lincoln's Inn Fields
London, WC2A 3PF

For official Use
New Companies Section



Post room



COMPANIES FORM No. 10

**Statement of first directors
and secretary and intended
situation of registered office****10**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

Name of company

* insert full name
of company

* BRAIN CLUBS LIMITED	
-------------------------------------	--

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

50 Lincoln's Inn Fields	
London	
Postcode	WC2A 3PF

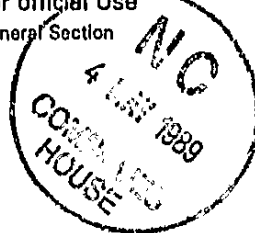
If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below☒ X

D & D LAW AGENCY SERVICES LIMITED	
50 Lincoln's Inn Fields	
London	Postcode WC2A 3PF

Number of continuation sheets attached (see note 1)

**D. & D. LAW AGENCY
SERVICES LIMITED**50, Lincoln's Inn Fields,
London WC2A 3PFCompany Registration Agents
Law Stationers,
and PrintersTelephones 01-405-1052
01-405-7215

Page 1

Presentor's name address and
reference (if any):
**D & D LAW AGENCY
SERVICES LIMITED
50 Lincoln's Inn Fields
London WC2A 3PF**For official Use
General Section

Post room

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)		Business occupation	
DANIEL JOHN DWYER		COMPANY REGISTRATION AGENT	
Previous name(s) (note 3) N/A		Nationality	
Address (note 4)		BRITISH	
50 Lincoln's Inn Fields		Date of birth (where applicable)	
London	Postcode WC2A 3PF	(note 6) N/A	
Other directorships †			
D & D LAW AGENCY SERVICES LIMITED			
W. KYBERT & SON LIMITED			
I consent to act as director of the company named on page 1			
Signature		Date 17/4/89	

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


Name (note 3)		Business occupation	
SAMUEL GEORGE ALAN LLOYD		COMPANY REGISTRATION AGENT	
Previous name(s) (note 3) N/A		Nationality	
Address (note 4)		BRITISH	
50 Lincoln's Inn Fields		Date of birth (where applicable)	
London	Postcode WC2A 3PF	(note 6) N/A	
Other directorships †			
D & D LAW AGENCY SERVICES LIMITED			
I consent to act as director of the company named on page 1			
Signature		Date 17/4/89	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in
this margin

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

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		
DANIEL JOHN DWYER		
Previous name(s) (note 3)		N/A
Address (notes 4 & 7)		
50 Lincoln's Inn Fields		
London	Postcode	WC2A 3PF
I consent to act as secretary of the company named on page 1		
Signature 		Date 17/4/89

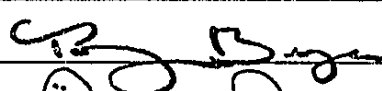

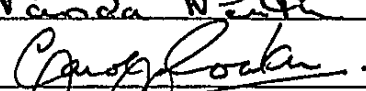
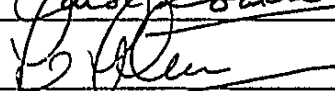
Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
	Postcode	
I consent to act as secretary of the company named on page 1		
Signature		Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
--	-----------------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed 	Date 17/4/89
Signed 	Date 17/4/89
Signed 	Date 17/4/89
Signed 	Date 17/4/89
Signed	Date
Signed	Date

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-OF-

BRAIN CLUBS LIMITED



2383683

1. The name of the Company (hereinafter referred to as the Charity) is "BRAIN CLUBS LIMITED."
2. The Registered Office of the Charity will be situate in England and Wales.
3. The objects for which the Charity is established are to promote research into and the development of the capabilities of the human brain. To foster the use and development of techniques to improve the working of the human brain. To promote and develop the advancement of mental skills in human beings generally and in particular those of memory, reading, creative thinking, learning, study, physical fitness, communications, personality development, games skills and special skills. To promote the free exchange of knowledge and research into the working of the human brain and the establishment of centres around the world for the furtherance of such study and research.

In furtherance of the foregoing objects this Charity shall have the following powers:-

- (A) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity.
- (B) To accept gifts, endowments, subscriptions (whether or not under Deed or Covenant), donations, bequests or devises of lands, monies, securities or other real or personal property and to hold funds in trust for the same.
- (C) To take such lawful steps by appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise.
- (D) To print and publish, or procure to be printed and published, and to circulate, or procure to be circulated, (whether gratuitously or not) any newspapers, periodicals, magazines, books,

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pamphlets, leaflets, or other documents. To organise or take part in lectures and broadcasts and to make or procure to be made, tapes, films or any other instructional matter.

- (E) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity under or by virtue of Clause 4 hereof.
- (F) To pay out of the funds of the Charity the costs of forming and Registering the Company.
- (G) Subject to such consents as may be required by law to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Charity.
- (H) Subject to such consents as may be required by law to borrow and raise money in such manner and on such security as the Charity may think fit, including making reasonable charges for any services provided hereunder (whether to beneficiaries or not). To issue debentures and other securities.
- (I) To invest the monies of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, in the absolute discretion of the commissioners 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.
- (J) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees, former employees and their widows and other dependants of the Charity or its associate Companies.
- (K) To purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Charity of any one or more of the charitable organisations, institutions, societies or bodies with which this Charity is authorised to amalgamate.
- (L) To do all or any of the things hereinbefore authorised either alone or in conjunction with any

other charitable organisation, institution, society or body with which this Charity is authorised to amalgamate.

- (M) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that:-

- (i) In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
 - (ii) The objects of the Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - (iii) In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England Wales, the Charity 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 committee of management or governing body of the Charity (hereinafter called "the commissioners") 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 commissioners have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over the commissioners but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.
4. The income and property of the Charity 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 of profit to Members of the Charity and no commissioner shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing herein shall prevent any payment in good faith by

the Charity:-

- (a) of reasonable and proper remuneration to any member or officer or servant of the Charity not being a commissioner for any professional services rendered to the Charity;
 - (b) of interest on money lent by any Member of the Charity or any commissioner at a rate per annum not exceeding two per cent less than the minimum lending rate prescribed for the time being by the Bank of England or three per cent whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Charity or any Commissioner;
 - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a commissioner may be a member holding no more than one hundredth part of the capital of that company; and
 - (e) to any commissioner's reasonable and proper out-of-pocket expenses.
5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum and Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Charity Commissioners.
6. The liability of the Members is limited.
7. Every Member of the Charity undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding One Pound (£1.00).
8. If upon the winding up or dissolution of the Charity 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 Charity but shall be given or transferred subject to the approval of the Charity Commissioners to some other charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as

imposed on the Charity under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Charity at or before the time of dissolution and if so far as effect cannot be given to the aforesaid provision then to some other charitable object.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

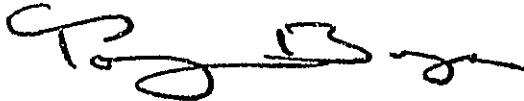
NAMES AND ADDRESSES OF SUBSCRIBERS

NAME: TONY BUZAN

ADDRESS: The Harleyford Manor Estate,
Marlow, Buckinghamshire. SL7 2DX

OCCUPATION: Author and lecturer

SIGN:

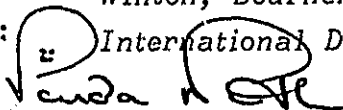


NAME: VANDA NORTH

ADDRESS: Suite 2, Cardigan House,
37, Waterloo Road,
Winton, Bournemouth, Dorset. BH9 1BD

OCCUPATION: International Director: Buzan Centres

SIGN:



Dated the 17th day of April, 1989
WITNESS to the above Signatures:-

NAME: Mrs. Carol Coaker

ADDRESS: 15, Strathmore Drive,
Charvil, Reading, Berks. RG10 9QT

OCCUPATION: Administrator

SIGN:



WE, the subscribers to this Memorandum of Association,
wish to be formed into a Company pursuant to this
Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

NAME: Mrs. Carol Coaker
ADDRESS: 15, Strathmore Drive,
Charvil,
Reading, Berks. RG10 9QT
OCCUPATION: Administrator

X
SIGN:

Carol Coaker

NAME:

ADDRESS:

OCCUPATION:

X
SIGN:

Dated the 17TH day of APRIL, 1989
WITNESS to the above Signatures:-



NAME: Mrs. Lesley Bias
ADDRESS: Middle Lodge,
Harleyford Manor Estate,
Marlow, Bucks. SL7 2DX
OCCUPATION: Secretarial assistant

SIGN:

Lesley Bias

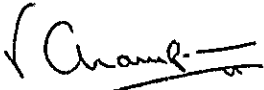
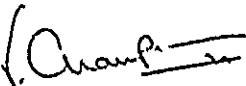
WE, the subscribers to this Memorandum of Association,
wish to be formed into a Company pursuant to this
Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

NAME: JEDWIFEEL KUDGE LEE
ADDRESS: High House EWEVIE OKON.
OCCUPATION:  CHARTERED PHYSIOTHERAPIST
SIGN: 

NAME:
ADDRESS:
OCCUPATION:
SIGN:

Dated the 17TH day of APRIL, 1989.
WITNESS to the above Signatures:-

NAME: Mes. 
ADDRESS: 29 Blandy Road
Hawley, n. - Thomas
OKON
OCCUPATION: Ppt/Book-keeper
SIGN: 

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

BRAIN CLUBS LIMITED

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS

MEANINGS

The Statutes

The Companies Act 1985 and every other Act for the time being in force concerning companies and affecting the Company.

These Articles

The Articles of Association of the Company from time to time in force.

The Charity

The above named Company.

The Commissioners

The Commissioners for the time being of the Charity.

A Committee

A Committee of the Commissioners.

The Registered Office

The Registered Office for the time being of the Charity.

The Seal

The Common Seal of the Charity.

The Secretary

Any person appointed to perform the duties of Secretary of the Charity.

Member

A Member of the Charity as defined in Articles 4 and 5.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography, and

other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2. The Charity is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. The number of Members of the Company shall be unlimited and the Commissioners may from time to time determine such classes of membership as the Commissioners shall see fit providing that the classification of such membership if designed to further the aims and objects of the Charity.

4. The following persons shall be Members:-

- (a) The Subscribers to the Memorandum of Association;
- (b) The Commissioners on appointment of election;
- (c) Such other persons as the Commissioners shall admit to membership in accordance with the provisions of Article 5.

5. (a) Membership shall be open to anyone the commissioners, by a majority vote, agree will further the aims and objectives of the Charity.

- (b) Applications for membership shall be in such form as the Commissioners may from time to time prescribe. An application for membership shall be approved or rejected by the Commissioners who shall not be bound or required to give any grounds or reason for the rejection of an applicant.

6. No paid employee whether in full or part time employment or any person in receipt of fees or other form of remuneration from the Charity shall be eligible to be a Member, a member of a Committee or a commissioner or act as proxy at any General Meeting of the Charity provided that the commissioners may from time to time and in individual cases only suspend the operation of this Article in respect of membership of

the Charity or any Committee (other than the commissioners themselves) by a unanimous resolution of the commissioners passed at a meeting of which at least seven days' clear notice has been given.

7. No commissioner or member of a Committee shall supply or be directly or indirectly interested (other than as a shareholder in a company in which the commissioner member shall hold not more than one-hundredth part of the capital or as an official of a Bank at which the Charity's funds are deposited) in the supply of work or goods to the Charity except by way of free gift or on a basis which shows no profit or gain directly or indirectly to the commissioner or member concerned.

8. A person shall automatically cease to be a Member if not less than three fourths of the commissioners present at a meeting called to consider the case shall at any time resolve that the continuance of the membership of any Member will in their opinion be prejudicial to the interests of the Charity provided always that no resolution passed by the commissioners at any such meeting under the provisions of this paragraph shall have validity or effect unless the Member in question shall have been given not less than 21 days notice of and the right to attend at the meeting and to be heard in his defence.

A person ceasing to be a Member under the provisions of this Article shall be notified in writing by the Secretary to that effect and shall not be eligible for re-admission as a Member unless otherwise determined by the commissioners.

9. Any Member may by notice in writing addressed to and delivered at the Registered Office resign his membership.

10. The Charity shall keep a Register of Members in accordance with the Statutes.

GENERAL MEETINGS

11. The Charity shall in each year hold a general meeting as its Annual General Meeting and shall specify the meeting as such in the Notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next. Provided that so long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Commissioners shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

12. Subject as above the commissioners may, whenever they think fit, convene an Extraordinary General

Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Companies Act 1985.

NOTICE OF GENERAL MEETINGS

13. A General Meeting called for the passing of a Special Resolution and an Annual General Meeting shall be called by twenty one days' notice in writing at the least. Such notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such manner, if any, as may be prescribed by the Charity in General Meeting to such persons as are, under these Articles, entitled to receive such notices from the Charity.

Provided that a General Meeting of the Charity shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) in the case of an Annual General Meeting by all Members entitled to attend and vote thereat; and
- (b) in any other case by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

14. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed to be special that is transacted at an Annual General Meeting with the exception of the consideration of accounts and balance sheets and the reports of the commissioners and the Auditors, the election of commissioners in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three Members present in person shall be a quorum.

17. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Commissioners shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

18. The Chairman of the Commissioners shall preside as Chairman at every General Meeting but if the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to preside the Members present shall choose a Commissioner or, if no Commissioner is present, or if all the Commissioners present decline to take the chair, they shall choose some Member who shall be present and willing to preside.

19. The Chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.

20. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman, or by at least three Members present in person or by proxy, or by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting power of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, or has been carried unanimously or by a particular majority or lost, or not carried by a particular majority, coupled with an entry to that effect in the Minute Book of the Charity shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

22. If a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

23. A demand for a poll may be withdrawn..

24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

25. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded.

26. Subject to the provisions of the Statutes a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held.

VOTES OF MEMBERS

27. Subject as hereinafter provided every Member shall have one vote.

28. Votes may be given on a show of hands or on a poll either personally or by proxy provided that on a show of hands a proxy for a Member or Members shall have one vote only however many proxies he holds and whether or not he himself a Member.

29. A proxy shall be appointed by an instrument in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a Member and shall have the same right to speak as the Member appointing him.

30. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power or authority shall be deposited at the Registered Office or at such place within England or Wales as is specified for that purpose in the notice convening 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 in the case of a poll not less than 48 hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid.

31. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

FORM OF PROXY

I,
of
being a Member of the above named Charity hereby
appoint
of

or failing him
of
or failing him
of

as my proxy to vote for me on my behalf at the Annual
(or Extraordinary or Adjourned) General Meeting of the
Charity to be held on the day of 19 ,
and at any adjournment thereof.

Dated this day of 19

Signature of Appointor.

The instrument appointing a proxy shall be deemed to
confer authority to demand or join in demanding a poll.

COMMISSIONERS

32. Unless otherwise determined by the Charity in
General Meeting the number of commissioners shall be
not less than 3 and not more than 30.

33. The names of the first Commissioners shall be
determined in writing by the subscribers of the
Memorandum of Association.

34. Subject as provided in Clause 4 of the Memorandum
of Association of the Charity the Charity may from time
to time and at any time appoint any Member or other
person who is willing to accept membership as a
commissioner to fill a casual vacancy or by way of
addition to the existing commissioners provided that
the prescribed maximum be not thereby exceeded. Any
Member so appointed shall retain his office only until
the next Annual General Meeting but he shall then be
eligible for re-election.

35. No person who is neither a Member nor willing to
accept membership shall in any circumstances be
eligible to hold office as a commissioner.

BORROWING POWERS

36. Without prejudice to their general powers the
commissioners may exercise all the powers of the
Charity to borrow money, and to mortgage or charge its
undertaking and property or any part thereof, and to
issue debentures and other securities, whether outright
or as security for any debt, liability or obligation
of the Charity or of any third party.

POWERS AND DUTIES OF THE COMMISSIONERS

37. The affairs and property of the Charity shall be
controlled and managed by the commissioners. They may
exercise all such powers of the Charity and do on
behalf of the Charity all such acts as may be exercised
and done by the Charity and as are not by the Statutes
or these Articles required to be exercised or done by

the Charity in General Meeting, subject nevertheless to the regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations and provisions as may be prescribed by the Charity in General Meeting, but no regulation made by the Charity in General Meeting shall invalidate any prior act of the commissioners which would have been valid if such regulation had not been made.

38. The commissioners may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the commissioners to be the attorney or attorneys of the Charity for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the commissioners under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the commissioners may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

39. The commissioners shall provide for the engagement of such other officers and servants as they may consider necessary, and the regulation of their duties and the fixing of their terms of employment.

40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Charity shall be signed, drawn, accepted, endorsed or otherwise execute as the case may be in such manner as the commissioners shall from time to time by resolution determine provided always that not less than two signatories shall be required on all cheques, promissory notes, drafts, bills of exchange or other negotiable instruments drawn on the Charity.

41. The commissioners shall cause proper minutes to be made in books provided for the purpose of the names of commissioners present at each meeting of the commissioners and of any Committee and of all resolutions passed at and proceedings of all meetings of the Charity the commissioners and Committees. Such minutes, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the same body shall be sufficient evidence without any further proof of the facts therein stated.

DISQUALIFICATION OF COMMISSIONERS

42. The office of a commissioners shall be vacated:-

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors;

- (b) If he becomes prohibited from holding such office by reason of any order made under the Companies Act 1985.
- (c) If he is found lunatic or becomes of unsound mind;
- (d) If he ceases to be a Member, whether by resignation or otherwise;
- (e) If by notice in writing to the Charity he resigns his office;
- (f) If he is absent from more than half the meetings of the Commissioners in any period of twelve consecutive months unless the Commissioners resolve that his office be not vacated;
- (g) If he ceases to hold office by virtue of any provision of the Statutes.

43. No person shall be or become incapable of being appointed a commissioner by reason of his having attained the age of seventy years or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person and no director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

ROTATION OF COMMISSIONERS

44. At the Annual General Meeting in the year of incorporation of the Charity and at the Annual General Meeting in every subsequent year one-third of the commissioners including the Honorary Officers retiring under Article 60 or if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office. A retiring commissioner shall retain his office until the dissolution or adjournment of the meeting at which he retires.

45. The commissioners to retire in every year shall be those who have been longest in office since their last election but as between persons who became commissioners on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Retiring commissioners shall be eligible for re-election.

46. The Charity may at an Annual General Meeting fill the vacated office of each retiring commissioners by electing a person thereto.

47. No person shall be eligible for election as a commissioner at any General Meeting unless:-

- (a) not less than six weeks before the said meeting his name and nomination shall have

been given to the Secretary by notice in writing left at the Registered Office and signed by three Members and there shall also have been left at the Registered Office notice in writing signed by such person of his willingness to be elected as a commissioner and (if not already a Member) to become a Member; and

- (b) his nomination complies with the requirements laid down by the Memorandum and Articles of Association.

48. The Charity may from time to time in General Meeting increase or reduce the number of commissioners and may make the appointments necessary for effecting any such increase.

49. In addition and without prejudice to the provisions of Section 303 of the Companies Act 1985 the Charity may, by Extraordinary Resolution, remove any commissioner before the expiration of his period of office, and may by Ordinary Resolution appoint another Member in his stead.

PROCEEDINGS OF THE COMMISSIONERS

50. The commissioners may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit but so that not less than four meetings shall be held in each year, and not more than five months shall elapse between the date of one meeting and that of the next. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Any two commissioners may, and on the request of any two commissioners the Secretary shall, at any time, summon a meeting of the commissioner. A commissioner who is out of the United Kingdom shall not be entitled to notice of a meeting.

51. A meeting of the commissioners at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the commissioners generally.

52. The commissioners may from time to time determine the quorum necessary for the transaction of business. Unless otherwise determined, two commissioners shall be a quorum.

53. The continuing commissioners may act notwithstanding any vacancy in their body provided always that in case the number of commissioners shall at any time be or be reduced to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

54. The Chairman of the commissioners shall be entitled to preside at all meetings of the commissioners but if at any meeting the Chairman is not present, within five minutes after the time appointed for holding the same, or is present but unwilling to preside, the commissioners present shall choose one of their number to be Chairman of the meeting.

55. The commissioners may from time to time and at any time delegate any of their powers to Committees consisting of such commissioners or Members as they think fit. No person who is neither a Member nor willing to accept membership shall be eligible to be a member of a Committee. Any Committee so formed shall, in exercise of the powers so delegated, conform to any regulations imposed on it by the commissioners and shall be required to report its proceedings to the commissioners as soon as possible.

56. All acts bona fide done by the commissioners or any Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a commissioner or member of the Committee as the case may be.

58. The commissioners or any Committee may by a majority agree to invite additional persons to attend their meetings for special purposes but such additional persons shall not have the right to vote.

HONORARY OFFICERS

59. The commissioners shall have power from time to time to appoint and remove such person or persons (whether or not a Member or Members) as they shall think fit to be the President and one or more Vice-Presidents and such person or persons (whether or not a Member or Members) as they shall think fit to be the Patron or Patrons of the Company.

60. The commissioners shall elect annually from among their number a Chairman, an Honorary Treasurer and an Honorary Secretary (hereinafter called "the Honorary Officers") each of whom shall hold office as such until the commencement of the first meeting of the commissioners held after the Annual General Meeting next following his appointment when he shall retire. An Honorary Officer so retiring shall (so long as he remains a commissioner) always be eligible for re-election.

SECRETARY

61. Subject to Part IX of the Companies Act 1985 the Secretary shall be appointed by the commissioners for such term, at such remuneration and upon such

conditions as they may think fit; and any Secretary so appointed may be similarly removed. The commissioners may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. Any Honorary Secretary of the Charity shall be eligible for appointment as Secretary or assistant or deputy Secretary provided that he shall not in any circumstances be remunerated for work as Secretary or assistant or deputy Secretary whilst he is a commissioner.

62. A provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a commissioner and the Secretary shall not be satisfied by its being done by or to the same person acting both as a commissioner and as or in the place of, the Secretary.

SEAL

63. The commissioners shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the commissioners and in the presence of any two commissioners or of a commissioner and of the Secretary, and the said two commissioners or commissioner and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Charity such signatures shall be conclusive evidence of the fact the Seal has been properly affixed.

ACCOUNTS

64. The commissioners shall cause proper accounting records to be kept in accordance with the Statutes.

65. The accounting records shall be kept at the Registered Office or, subject to Section 222 and (7) of the Companies Act 1985, at such other place or places as the commissioners shall think fit and shall always be open to the inspection of any commissioner.

66. The commissioners shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records and books of the Charity or any of them shall be open to the inspection of Members not being commissioners and no Member (not being a commissioner) shall have any right of inspecting any accounting record or book or document of the Charity except as conferred by the Statutes or authorised by the commissioners or by the Charity in General Meeting.

67. The commissioners shall from time to time in accordance with the Statutes, cause to be prepared and laid before the Charity in General Meeting such income and expenditure, accounts, balance sheets, group

accounts (if any) and reports as are required by the Statutes.

68. A copy of every balance sheet, including any document required by law to be annexed thereto, which is to be laid before the Charity in General Meeting, together with a copy of the Auditors' report, shall not less than 21 clear day before the date of the meeting be sent to the Auditors and to every Member and every holder of debentures of the Charity provided always that this Articles shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware or to more than one of the joint holders of any debentures.

AUDIT

69. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

NOTICES

70. A Notice may be given by the Charity to any Member either personally or by sending it by post to him to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Charity for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing 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 twenty-four hours after the letter containing the same is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

71. Notice shall be given in any manner hereinbefore authorised of every General Meeting to every Member except those Members whose addresses are unknown or who have no known address in the United Kingdom, and to the President and Vice-Presidents and Patrons (if any) and the Auditors for the time being of the Charity. No other persons shall be entitled to receive notices of General Meetings.

WINDING UP

72. The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Charity shall have effect and be observed as if the same were repeated in these Articles.

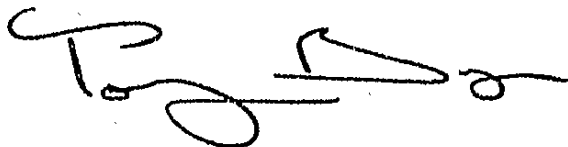
INDEMNITY

73. Subject to the provisions of the Statutes every commissioner and every member of any Committee and every officer and servant of the Charity shall be entitled to be indemnified out of the assets of the Charity against all losses and liabilities incurred by

him in or about the execution of his office or otherwise in relation thereto, provided that nothing in this Article shall entitle him to any indemnity against liability arising through negligence or fraud or similar actions on his part.

NAMES AND ADDRESSES OF SUBSCRIBERS

NAME: TONY BUZAN
ADDRESS: The Harleyford Manor Estate,
Marlow, Buckinghamshire.. SL7 2DX
OCCUPATION: Author and Lecturer
SIGN:



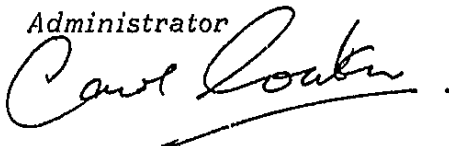
NAME: VANDA NORTH
ADDRESS: Suite 2, Cardigan House,
37, Waterloo Road,
Winton, Bournemouth, Dorset. BH9 1BD
OCCUPATION: International Director: Buzan Centres
SIGN:



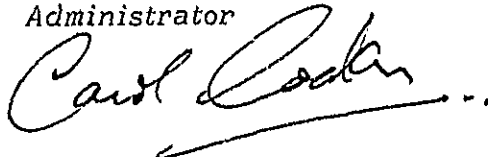
DATED the 17th day of April,
WITNESS to the above Signatures:-

1989.

NAME: Mrs. Carol Coaker
ADDRESS: 15, Strathmore Drive,
Charvil, Reading, Berkshire.
OCCUPATION: Administrator
SIGN:

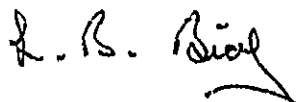


NAMES AND ADDRESSES OF SUBSCRIBERS

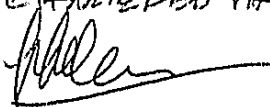
NAME: CAROL COAKER
ADDRESS: 15, Strathmore Drive,
Charvil, Reading, Berkshire. RG10 9QT
OCCUPATION: Administrator
SIGN: 

NAME:
ADDRESS:
OCCUPATION:
SIGN:

DATED the 17TH day of APRIL, 1989.
WITNESS to the above Signatures:-

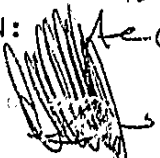
NAME: LESLEY BIAS
ADDRESS: Middle Lodge, Harleyford Estate,
Henley Road, Marlow, Bucks. SL7 2DX
OCCUPATION: Office Assistant
SIGN: 

NAMES AND ADDRESSES OF SUBSCRIBERS

NAME: JENNIFER VADIE LEE
ADDRESS: HIGH HOUSE FURBURY OXON.
OCCUPATION: CATERED VARIOUS EVENTS
SIGN: 

NAME:
ADDRESS:
OCCUPATION:
SIGN:

DATED the 17TH day of APRIL, 1987.
WITNESS to the above Signatures:-

NAME: B.H. Lee
ADDRESS: 71 BEECH ST
HEDDLEY - OXON - WATFORD OXON
OCCUPATION: ACCOUNTANT
SIGN: 

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2383683

I hereby certify that

BRAIN CLUBS LIMITED

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 15 MAY 1989

P. Bevan
P. BEVAN

an authorised officer

NUMBER OF COMPANY 2383683

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

BRAIN CLUBS LIMITED

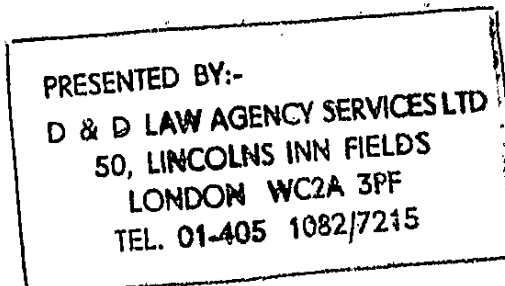
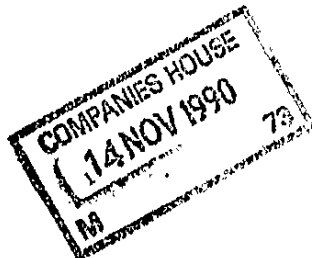
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company on Saturday 3 November 1990 the following SPECIAL RESOLUTION was passed:

RESOLUTION

"That the Memorandum and Articles of Association of which a copy has been produced to this meeting and subscribed by the Chairman of the meeting for identification be and the same are hereby adopted as the Memorandum and Articles of Association of the Company in substitution for its existing Memorandum and Articles of Association, and to the exclusion thereof".



CHAIRMAN



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-OF-

BRAIN CLUB LIMITED

As adopted by Special Resolution passed 3rd November 1990

1. The name of the Company is "BRAIN CLUB LIMITED".
2. The Registered Office of the Company will be situate in England and Wales.
3. The objects for which the Charity is established are to promote research into the study of thought processes, the investigation of the mechanisms of thinking, manifested in learning, understanding communication, problem solving, creativity and decision making, to disseminate the results of such research and study and to promote generally education and training in cognitive processes and techniques and to develop and exploit new techniques in cognitive processes.
 - (a) To establish Centres around the world which will further such study and research.
 - (b) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity.
 - (c) To accept gifts, endowments, subscriptions (whether or not under Deed or Covenant), donations, bequests or devises of lands, monies, securities or other real or personal property and to hold funds in trust for the same.
 - (d) To take such lawful steps by appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise.
 - (e) To print and publish, or procure to be printed and published, and to circulate, or procure to be circulated, (whether gratuitously or not) any newspapers, periodicals, magazines, books, pamphlets, leaflets, or other documents. To organise or take part in lectures and broadcasts

and to make or procure to be made, tapes, films or any other instructional matter.

- (f) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity under or by virtue of Clause 4 hereof.
- (g) To pay out of the funds of the Charity the costs of forming and Registering the Company.
- (h) Subject to such consents as may be required by law to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Charity.
- (i) Subject to such consents as may be required by law to borrow and raise money in such manner and on such security as the Charity may think fit, including making reasonable charges for any services provided hereunder (whether to beneficiaries or not). To issue debentures and other securities.
- (j) To invest the monies of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, in the absolute discretion of the Councillors 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.
- (k) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees, former employees and their widows and other dependants of the Charity or its associate Companies.
- (l) To purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Charity of any one or more of the charitable organisations, institutions, societies or bodies with which this Charity is authorised to amalgamate.
- (m) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Charity is

- authorised to amalgamate.
- (n) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that:-

- (i) In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
 - (ii) The objects of the Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - (iii) In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England Wales, the Charity 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 committee of management or governing body of the Charity (hereinafter called "the council") 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 Councillors have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over the Councillors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.
4. The income and property of the Charity 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 of profit to Members of the Charity and no councillor shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing herein shall prevent any payment in good faith by the Charity:-
- (a) of reasonable and proper remuneration to any member or officer or servant of the Charity

not being a councillor for any professional services rendered to the Charity;

- (b) of interest on money lent by any Member of the Charity or any councillor at a rate per annum not exceeding two per cent less than the minimum lending rate prescribed for the time being by the Bank of England or three per cent whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Charity or any Councillor;
 - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a councillor may be a member holding no more than one hundredth part of the capital of that company; and
 - (e) to any councillor's reasonable and proper out-of-pocket expenses.
5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum and Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Charity Commissioners.
6. The liability of the Members is limited.
7. Every Member of the Charity undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracts 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, such amount as may be required not exceeding One Pound (£1.00).
8. If upon the winding up or dissolution of the Charity 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 Charity but shall be given or transferred subject to the approval of the Charity Commissions to some other charitable institution or institutions having objects similar to the objects of the of its or their income and property amongst its or their members to an extend at least as great as imposes on the Charity under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Charity at or before the time of dissolution and if so far as effect cannot be given to the aforesaid provisions then to some other charitable object.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

BRAIN CLUB LIMITED

As adopted by Special Resolution passed 3rd November 1990.

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, it not inconsistent with the subject or context.

WORDS

MEANINGS

The Statutes	The Companies Act 1985 and every other Act for the time being in force concerning companies and affecting the Company.
These Articles	These Articles of Association of the Company from time to time in force.
The Charity	The above-named Company.
The Council	The Council for the time being of the Charity.
A Committee	A Committee of the Council.
The Registered Office	The Registered Office for the time being of the Charity.
The Seal	The common seal of the Association.
The Secretary	Any person appointed to perform the duties of Secretary of the Charity.
Member	A Member of the Charity as defined in Articles 4 and 5.

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

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2. The Charity is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. The number of Members of the Company shall be unlimited and the Council may from time to time determine such classes of membership as the Council shall see fit providing that the classification of such membership is designed to further the aims and objects of the Charity.

4. The following persons shall be Members:-

- (a) The subscribers to the Memorandum of Association;
- (b) The Council on appointment or election;
- (c) Such other persons as the Council shall admit to membership in accordance with the provisions of Article 5.

5. (a) Membership shall be open to anyone the council, by a majority vote, agree will further the aims and objectives of the Charity.

- (b) Applications for membership shall be in such form as the Council may from time to time prescribe. An application for membership shall be approved or rejected by the Council who shall not be bound or required to give any grounds or reason for the rejection of an applicant.

6. No paid employee whether in full or part time employment or any person in receipt of fees or other form of remuneration from the Charity shall be eligible to be a Member, a member of a Committee or a Councillor or act as proxy at any General Meeting of

the Charity provided that the Council may from time to time and in individual cases only suspend the operation of this Article in respect of membership of the Charity or any Committee (other than the council themselves) by a unanimous resolution of the council passed at a meeting of which at least seven days' clear notice has been given.

7. No councillor or member of a Committee shall supply or be directly or indirectly interested (other than as a shareholder in a company in which the council member shall hold not more than one-hundreth part of the capital or as an official of a Bank at which the Charity's funds are deposited) in the supply of work or goods to the Charity except by way of free gift or on a basis which shows no profit or gain directly or indirectly to the council or member concerned.

8. A person shall automatically cease to be a Member if not less than three fourths of the council present at a meeting called to consider the case shall at any time resolve that the continuance of the membership of any Member will in their opinion be prejudicial to the interests of the Charity provided always that no resolution passed by the council at any such meeting under the provisions of this paragraph shall have validity or effect unless the Member in question shall have been given not less than 21 days notice of and the right to attend at the meeting and to be heard in his defence.

A person ceasing to be a Member under the provisions of this Article shall be notified in writing by the Secretary to that effect and shall not be eligible for re-admission as a Member unless otherwise determined by the council.

9. Any Member may by notice in writing addressed to and delivered at the Registered Office resign his membership.

10. The Charity shall keep a Register of Members in accordance with the Statutes.

GENERAL MEETINGS

11. The Charity shall in each year hold a general meeting as its Annual General Meeting and shall specify the meeting as such in the Notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next. Provided that so long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the years of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

12. Subject as above the council may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Companies Act 1985.

NOTICE OF GENERAL MEETINGS

13. A General Meeting called for the passing of a Special Resolution and an Annual General Meeting shall be called by twenty one days' notice in writing at the least. Such notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and, in case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such manner, if any, as may be prescribed by the Charity in General Meeting to such persons as are, under these Articles, entitled to receive such notices from the Charity.

Provided that a General Meeting of the Charity shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) in the case of an Annual General Meeting by all Members entitled to attend and vote thereat; and
- (b) in any other case by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

14. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed to be special that is transacted at an Annual General Meeting with the exception of the consideration of accounts and balance sheets and the reports of the council and the Auditors, the election of councillors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three Members or one tenth of the membership

whichever is the greater present in person shall be a quorum.

17. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Council shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appoint for holding the meeting the Members present shall be a quorum.

18. The Chairman of the Council shall preside at Chairman at every General Meeting but if the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to preside the Members present shall choose a Councillor or, if no Councillor is present, or if all the Council present decline to take the chair, they shall choose some Member who shall be present and willing to preside.

19. The Chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.

20. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to be given any notice of any adjournment or of the business to be transacted at an adjourned meeting.

21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman, or by at least three Members present in person or by proxy, or by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting power of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, or has been carried unanimously or by a particular majority or lost, or not carried by a particular majority, coupled with an entry to that effect in the Minute Book of the Charity shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

22. If a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the

result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

23. A demand for a poll may be withdrawn.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

25. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded.

26. Subject to the provisions of the Statutes a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held.

VOTES OF MEMBERS

27. Subject as hereinafter provided every Member shall have one vote.

28. Votes may be given on a show of hands or on a poll either personally or by proxy provided that on a show of hands a proxy for a Member or Members shall have one vote only however many proxies he holds and whether or not he himself a Member.

29. A proxy shall be appointed by an instrument in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a Member and shall have the same right to speak as the Member appointing him.

30. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power or authority shall be deposited at the Registered Office or at such place within England or Wales as is specified for that purpose in the notice convening 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 in the case of a poll not less than 48 hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid.

31. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

FORM OF PROXY

I,
of
being a Member of the above named Charity hereby
appoint
of
or failing him
of
or failing him
of
as my proxy to vote for me on my behalf at the Annual
(or Extraordinary or Adjourned) General Meeting of the
Charity to be held on the day of 19
and at any adjournment thereof.

Dated this day of 19

signature of Appointor.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

THE COUNCIL

32. Unless otherwise determined by the Charity in General Meeting the number of the council shall be not less than 3 and not more than 30.

33. The names of the first Councillors shall be determined in writing by the subscribers of the Memorandum of Association.

34. Subject as provided in Clause 4 of the Memorandum of Association of the Charity the Charity may from time to time and at any time appoint any Member or other person who is willing to accept membership as a councillor to fill a casual vacancy or by way of addition to the existing councillors provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election.

35. No person who is neither a Member nor willing to accept membership shall in any circumstances be eligible to hold office as a councillor.

BORROWING POWERS

36. Without prejudice to their general powers the council may exercise all the powers of the Charity to borrow money, and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Charity or of any third party.

POWERS AND DUTIES OF THE COUNCILS

37. The affairs and property of the Charity shall be controlled and managed by the council. They may exercise all such powers of the Charity and do on behalf of the Charity all such acts as may be exercise and done by the Charity and as are not by the Statutes or these Articles required to be exercised or done by the Charity in General Meeting, subject nevertheless to the regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations and provisions as may be prescribed by the Charity in General Meeting, but no regulation made by the Charity in General Meeting shall invalidate any prior act of the council which would have been valid if such regulation had not been made.

38. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the council to be the attorney or attorneys of the Charity for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

39. The council shall provide for the engagement of such other officers and servants as they may consider necessary, and the regulation of their duties and the fixing of their terms of employment.

40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Charity shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the council shall from time to time by resolution determine provided always that not less than two signatories shall be required on all cheques, promissory notes, drafts, bills of exchange or other negotiable instruments drawn on the Charity.

41. The council shall cause proper minutes to be made in books provided for the purpose of the names of councillors present at each meeting of the council and of any Committee and of all resolutions passed at and proceedings of all meetings of the Charity the council and Committees. Such minutes, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the same body shall be sufficient evidence without any further proof of the facts therein stated.

DISQUALIFICATION OF COUNCILLORS

42. The office of a councillor shall be vacated:-

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (b) If he becomes prohibited from holding such office by reason of any order made under the Companies Act 1985.
- (c) If he is found lunatic or becomes of unsound mind;
- (d) If he ceases to be a Member, whether by resignation or otherwise;
- (e) If by notice in writing to the Charity he resigns his office;
- (f) If he is absent from more than half the meetings of the Council in any period of twelve consecutive months unless the Council resolve that his office be not vacated;
- (g) If he ceases to hold office by virtue of any provision of the Statutes.

43. No person shall be or become incapable of being appointed a councillor by reason of his having attained the age of seventy years or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person and no director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

ROTATION OF COUNCILLORS

44. At the Annual General Meeting in the year of incorporation of the Charity and at the Annual General Meeting in every subsequent year one-third of the council including the Honorary Officers retiring under Article 60 or if their number nearest to one-third shall retire from office. A retiring councillor shall retain his office until the dissolution or adjournment of the meeting at which he retires.

45. The councillors to retire in every year shall be those who have been longest in office since their last election but as between persons who became councillors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Retiring councillors shall be eligible for re-election.

46. The Charity may at any Annual General Meeting fill the vacated office of each retiring councillors by electing a person thereto.

47. No person shall be eligible for election as a councillor at any General Meeting unless:-

- (a) not less than six weeks before the said meeting his name and nomination shall have been given to the Secretary by notice in writing left at the Registered Office and signed by three Members and there shall also have been left at the Registered Office notice in writing signed by such person of his willingness to be elected as a commissioner and (if not already a Member) to become a Member; and
- (b) his nomination complies with the requirements laid down by the Memorandum and Articles of Association.

48. The Charity may from time to time in General Meeting increase or reduce the number of councillors and may make the appointments necessary for effecting any such increase.

49. In addition and without prejudice to the provisions of Section 303 of the Companies Act 1985 the Charity may, by Extraordinary Resolution, remove any councillor before the expiration of his period of office, and may by Ordinary Resolution appoint another Member in his stead.

PROCEEDINGS OF THE COUNCIL

50. The Councillors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit but so that not less than four meetings shall be held in each year, and not more than five months shall elapse between the date of one meeting and that of the next. Question arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chairman shall have a second or casting vote. Any two councillors may, and on the request of any two councillors may, and on the request of any two councillors the Secretary shall, at any time, summon a meeting of the council. A councillor who is out of the United Kingdom shall not be entitled to notice of a meeting.

51. A meeting of the council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the council generally.

52. The council may from time to time determine the quorum necessary for the transaction of business. Unless otherwise determined, two councillors shall be a quorum.

53. The continuing councillors may act notwithstanding any vacancy in their body provided always that in case the number of councillors shall at any time be or be reduced to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

54. The Chairman of the council shall be entitled to preside at all meetings of the council but if at any meeting the Chairman is not present, within five minutes after the time appointed for holding the same, or is present but unwilling to preside, the councillors present shall choose one of their number to be Chairman of the meeting.

55. The council may from time to time and at any time delegate any of their powers to Committees consisting of such councillors or Members as they think fit. No person who is neither a Member nor willing to accept membership shall be eligible to be a member of a Committee. Any Committee so formed shall, in exercise of the powers so delegated, conform to any regulations imposed on it by the council and shall be required to report its proceedings to the council as soon as possible.

56. All acts bona fide done by the council or any Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a councillor or member of the Committee as the case may be.

57. The council or any Committee may by a majority agree to invite additional persons to attend their meetings for special purposes but such additional persons shall not have the right to vote.

HONORARY OFFICERS

58. The council shall have power from time to time to appoint and remove such person or persons (whether or not a Member or Members) as they shall think fit to be the President and one or more Vice-Presidents and such person or persons (whether or not a Member or Members) as they shall think fit to be the Patron or Patrons of the Company.

59. The council shall elect annually from among their number a Chairman, an Honorary Treasurer and an Honorary Secretary (hereinafter called "the Honorary Officers") each of whom shall hold office as such until the commencement of the first meeting of the council held after the Annual General Meeting next

following his appointment when he shall retire. An Honorary Officer so retiring shall (so long as he remains a councillor) always be eligible for re-election.

SECRETARY

60. Subject to Part IX of the Companies Act 1985 the Secretary shall be appointed by the council for such terms, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be similarly removed. The council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. Any Honorary Secretary of the Charity shall be eligible for appointment as Secretary or assistant or deputy Secretary provided that he shall not in any circumstances be remunerated for work as Secretary or assistant or deputy Secretary whilst he is a councillor.

61. A provision of the Statutes of these Articles requiring or authorising a thing to be done by or to a councillor and the Secretary shall not be satisfied by its being done by or to the same person acting both as a councillor and as or in the place of, the Secretary.

SEAL

62. The council shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the council and in the presence of any two councillors of or a councillor and of the Secretary, and the said two councillors or councillor and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Charity such signatures shall be conclusive evidence of the fact the Seal has been properly affixed.

ACCOUNTS

63. The council shall cause proper accounting records to be kept in accordance with the Statutes.

64. The accounting records shall be kept at the Registered Office or, subject to Section 222 and (7) of the Companies Act 1985, at such other place or places as the council shall think fit and shall always be open to the inspection of any councillor.

65. The council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records and books of the Charity or any of them shall be open to the inspection of Members not being councillors and no Member (not being a councillor) shall have any right of inspecting any accounting

record or book or document of the Charity except as conferred by the Statutes or authorised by the council or by the Charity in General Meeting.

66. The council shall from time to time in accordance with the Statutes, cause to be prepared and laid before the Charity in General Meeting such income and expenditure, accounts, balance sheets, group accounts (if any) and reports as are required by the Statutes.

67. A copy of every balance sheet, including any document required by law to be annexed thereto, which is to be laid before the Charity in General Meeting such income and expenditure, accounts, balance sheets, group accounts (if any) and reports as are required by the Statutes.

AUDIT

68. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

NOTICES

69. A notice may be given by the Charity to any Member either personally or by sending it by post to him to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Charity for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effect by properly addressing, preparing 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 twenty-four hours after the letter containing the same is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

70. Notice shall be given in any manner hereinbefore authorised of every General Meeting to every Member except those Members whose addresses are unknown or who have no known address in the United Kingdom, and to the President and Vice-Presidents and Patrons (if any) and the Auditors for the time being of the Charity. No other persons shall be entitled to receive notices of General Meetings.

WINDING UP

71. The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Charity shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

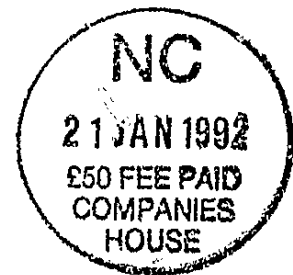
72. In the execution of the Trust hereof no Councillor shall be liable for any loss to the property of the Charity arising by reason of any

improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other Trustee hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by any councillor hereof or by reason of any other matter or thing other than wilful and individual fraud wrongdoing or wrongful omission on the part of the Trustee who is sought to be made liable.

Number of Company: 2383683

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

- of -


BRAIN CLUBS LIMITED

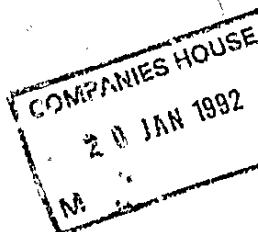
Passed the 5th day of November 1991.

At the Annual General Meeting of the above-named Company, duly convened and held at The Park Court Hotel, London, W2 on the 5th November 1991, the following Special Resolution was passed:

RESOLUTION

The name of Brain Clubs Limited shall be changed to The Brain Trust Limited, subject to the approval of the Charity Commissioners and the Registrar of Companies.


.....
Councillor





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2383683

I hereby certify that

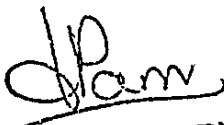
BRAIN CLUBS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

THE BRAIN TRUST LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 3 FEBRUARY 1992


MRS. L. PARRY

an authorised officer