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COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use For official use

[] [] [] []

2553768

Name of company

• LOCAL GOVERNMENT MANAGEMENT BOARD LIMITED

*Insert full name of
company

I, BEVERLEY ANNE BAGE

of BEACHCROFT STANLEYS, 20 Furnival Street,

London EC4A 1BN

†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 10 NORWICH ST

LONDON EC4

Declarant to sign below

the eighteenth day of October

One thousand nine hundred and ninety

before me (P.J. BUSBY)

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

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

BEACHCROFT STANLEYS
20 Furnival Street
London EC4A 1BN
Ref: BB/JG

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

*Insert full name
of company

Name of company

* LOCAL GOVERNMENT MANAGEMENT BOARD LIMITED

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

26 Chapter Street	
London	
Postcode	SW1P 4ND

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

☐

BEACHCROFT STANLEYS	
20 Funnival Street	
London	
Postcode	EC4A 1BN

Number of continuation sheets attached (see note 1)

☐

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

BEACHCROFT STANLEYS
20 Funnival Street
London EC4A 1BN
Ref: BB/JG

For official use

General Section

Post room

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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	
MICHAEL CLARKE		Chief Executive	
Previous name(s) (note 3)		Nationality	
Address (note 4) Bramble Corner		British	
Devonshire Road, Harpenden,		Date of birth (where applicable)	
Herts	Postcode	AL5 4TJ	(note 6)
Other directorships†			
Royal Institute of Public Administration			
RIPACS Limited			
St Georges School (Harpenden) Limited			
I consent to act as director of the company named on page 1			
Signature		Date 10 October 1990	


†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	
Robin Glover Wendt		Secretary, Association of County Councils	
Previous name(s) (note 3)		Nationality	
Address (note 4) Flat 6, 5 Old Pye Street		British	
London SW1		Date of birth (where applicable)	
	Postcode	SW1P 2LD	(note 6)
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date 09.10.1990	

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	

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:

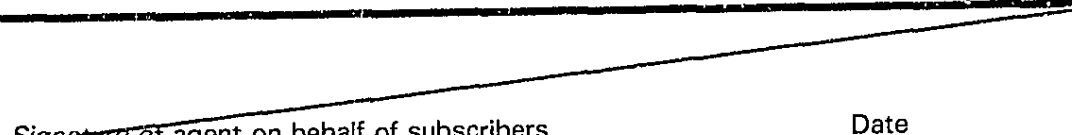
Please do not write in this margin

Name (notes 3 & 7)	
MICHAEL CLARKE	
Previous name(s) (note 3) N/A	
Address (notes 4 & 7) Bramble Corner, Devonshire Road,	
Harpenden,	
Herts	Postcode AL5 4TJ
I consent to act as secretary of the company named on page 1	
Signature 	Date 10 Oct 1990

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


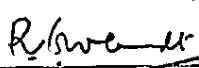
Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

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 10.10.1990
Signed 	Date 09.10.1990
Signed	Date
Signed	Date
Signed	Date
Signed	Date

The Companies Acts 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

of

LOCAL GOVERNMENT MANAGEMENT BOARD LIMITED

2553768

1. The name of the Company (hereinafter called "the Board") is "LOCAL GOVERNMENT MANAGEMENT BOARD LIMITED."

2. The registered office of the Board is to be situated in England and Wales.

3. The objects for which the Board is established are:

(A) To advise, provide services and representation and to collect and disseminate information and undertake research in relation to all matters concerning local government including in particular:

- (i) management practice and organisation
- (ii) strategic training
- (iii) management development
- (iv) pay and pay negotiations strategy
- (v) skills planning and recruitment.

(B) The Board shall have the following powers in furtherance of its said objects but not otherwise, namely:-

(a) To publish bulletins, handbooks, periodicals, reports and other publications.

(b) To assist financially or otherwise any charitable body or bodies.

(c) To affiliate or cooperate with any other charitable body having objects similar to those of the Board.

(d) To undertake and execute any charitable trusts which may be necessary for the attainment of the objects of the Board.

(e) To procure and provide information.

(f) To undertake research surveys and investigations and to publish the results.

(g) To obtain collect and receive money and funds by way of contributions donations affiliation fees subscriptions legacies grants and any other lawful method and accept and receive gifts of property of any description (whether subject to any special trusts or not) Provided that the Board shall not engage in trading activities of any nature for the purpose of carrying out the objects contained in this sub-paragraph.

(h) To act as a liaison body or cooperate with any other body whether or not established in the United Kingdom having charitable objects similar to those of the Board and to make a full contribution to the work of any such body and to make available in the United Kingdom and elsewhere the results of the work of any such body.

(i) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which are necessary for the promotion of the Board's objects and to construct maintain and alter any buildings or erections necessary for the work of the Board.

(j) Subject to such consents as may be required by law to sell let mortgage dispose of or turn to account all or any of the property or assets of the Board.

(k) Subject to such consents as may be required by law to lend borrow or raise money or make grants of money for the purposes of the Board on such terms and on such security as may be deemed necessary.

(l) To invest the moneys of the Board not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, 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.

(m) To establish and support or assist in the establishment and support of any charitable Boards or institutions and to subscribe or guarantee money for charitable purposes.

(n) To do all such other things as are incidental to the attainment or furtherance of the said objects or any of them.

Provided that:-

(i) In case the Board shall take or hold any property which may be subject to any trusts, the Board shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Board's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Board shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Board 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 Council of Management or Governing Body of the Board 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 Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Board shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Board were not incorporated.

4. The income and property of the Board 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, or indirectly by way of dividend bonus or otherwise howsoever by way of profit to its members or to any of them and no member of the Council of Management or governing body shall be appointed to any office of the Board paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Board provided that nothing herein shall prevent any payment in good faith by the Board:-

(a) Of reasonable and proper remuneration to any member, officer or servant of the Board (not being a member of its Council of Management or Governing Body) for any services rendered to the Board;

(b) of interest on money lent by any member of the Board or of its Board of Management or governing body at any rate per annum

not exceeding 2% less than the base lending rate prescribed for the time being by the Board's bankers or 3% whichever is the greater;

(c) of fees remuneration or other benefit in money or month's worth to a company of which a member of the Board of Management or governing body of the Board may be a member holding not more than a one hundredth part of the capital of that company;

(d) to a member of its Board of Management or governing body of reasonable out of pocket expenses

5. The liability of the members is limited.

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

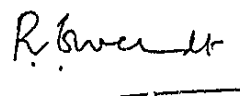
WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

NAME AND ADDRESSES OF SUBSCRIBERS

MICHAEL CLARKE
Bramble Corner
Devonshire Road
Harpenden
Herts
AL5 4TJ

X  X

ROBIN GLOVER WENDT
Flat 6
5 Old Pye Street
London
SW1P 2AD


X  X

DATED

17 October 1990

1990.

Witness to the above Signatures -


Miss M E SMITH
5 TAUNTON CLOSE
HAINWULT
ILKERS
ESSEX IG6 3DN

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
LOCAL GOVERNMENT MANAGEMENT BOARD LIMITED

GENERAL

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

WORDS

MEANINGS

The Act

The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

These Articles

These Articles of Association, and the regulations of the Board from time to time in force.

The Board

The above-named Company.

The Council

The Board of Directors for the time being of the Board.

The Office

The registered office of the Board.

The Seal

The common seal of the Board.

The United Kingdom Great Britain and Northern Ireland.

Month Calendar Month.

In writing Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.

Clear days In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given or on which it is to take effect.

And 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 Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The provisions of Section 352 of the Act shall be observed by the Board and every member of the Board shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

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

MEMBERSHIP

4. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the Articles shall be members of the Board. No person shall be admitted as a member of the Board unless he is approved by the Council. Every person who wishes to become a member shall deliver to the Board an application for membership in such form as the Council require executed by him.

5. A member may at any time withdraw from the Board by giving at least seven clear days' notice to the Board. Membership shall not be transferable and shall cease on death.

6. If any doubts arise as to the qualification of any person to become a member of the Board the Board shall have power to decide whether such qualification exists and no person shall act in any way as a member of the Board whom the Board shall have decided not to be qualified.

DETERMINATION OF MEMBERSHIP

7. Any member of the Board ceasing to be a member elected by the Council in accordance with Article 4 shall immediately cease to be a member of the Board on the Board receiving written notice of such fact and the Register of Members shall be amended accordingly.

8. Any member of the Board may resign his membership at any time by giving notice in writing to the Secretary addressed to him at the Office.

GENERAL MEETINGS

9. The Board shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the

meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Board holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

11. 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 Act.

12. Not less than twenty-one clear days' written notice of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and not less than fourteen clear days' written notice of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Board; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of such meetings other than Annual General Meetings, a meeting may be conveyed by such notice as those members may think fit.

13. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

15. 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 two members personally present shall be a quorum.

16. If within half an hour from the time appointed for the holding of a General 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 place as the Council may determine 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.

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

18. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall

choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Board who shall be present to preside.

19. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of a meeting that a resolution has been carried, or carried unanimously or by particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Board shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 20, 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.

22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

23. 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 casting vote.

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

25. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Board duly convened and held.

VOTES OF MEMBERS

26. Subject as hereinafter provided, every member shall have one vote.

27. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Board in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

28. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall

be referred to the Chairman whose decision shall be final and conclusive.

29. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.

30. The instrument appointing a proxy shall be in writing and must be deposited at the office not less than forty-eight hours before the time appointed 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 twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

32. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I,
"of
"a member of
"hereby appoint

"of
"and failing him,
"of
"as my proxy to vote for me on my behalf at the
"(Annual Extraordinary,) General Meeting of the
"Board to be held on
"19 , and at any adjournment thereof.
"Signed on 19 ."

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

COUNCIL OF MANAGEMENT

33. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 2 nor more than 10.

34. The first members of the Council shall be as named in the Statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

35. The Council may from time to time and at any time appoint any member of the Board as a member of the Council either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceed. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

36. No person who is not a member of the Board shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

37. The business of the Board shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Board as they think fit, and may exercise all such powers of the Board, and do on behalf of the Board all such acts as may be exercised and done by the Board, and as are not by the Act or by the Articles required to be exercised or done by the Board in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Board in General Meeting; but no regulation made by the Board 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 members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Board, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

39. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. 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.

THE SEAL

40. The seal of the Board shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council or of one member of the Council and of the Secretary, and the said members 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 Board such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

41. The office of a member of the Council shall be vacated-

- (A) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Board.
- (D) If by notice in writing to the Board he resigns his office.
- (E) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by the law from being a Director of a Company.

ROTATION OF MEMBERS OF THE COUNCIL

42. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

43. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

44. The Board may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

45. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

46. The Board may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall

go out of office, and may make the appointments necessary for effecting any such increase.

47. In addition and without prejudice to the provisions of Section 303 of the Act, the Board may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

48. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. 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.

49. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

50. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting or willing to preside, the members of the Council present shall choose one of their number to be Chairman of the 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 the regulations of the Board for the time being vested in the Council generally.

52. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

53. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, 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 member of the Council.

54. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Board and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

55. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council

or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

56. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.

57. The accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Board.

58. 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 of the Board or any of them shall be open to the inspection of members not being officers of the Board, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Board except as conferred by statute or authorised by the Council or by the Board in General Meeting.

59. At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Act lay before the Board an income and expenditure account for the period since the last preceding accounting reference date of (in the case of the first account) since the incorporation of the Board together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditors and to all

other persons entitled to receive notices of General Meetings in accordance with Section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be open to inspection and be read before the meeting as required by Section 241(2) of the Act.

AUDIT

60. In accordance with the provisions of the Act once at least in every year the accounts of the Board shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

61. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors mentioned in those provisions.

NOTICES

62. A notice may be served by the Board upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

63. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Board an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Board.

64. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such

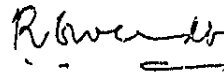
service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

NAMES AND ADDRESSES OF SUBSCRIBERS

MICHAEL CLARKE
Bramble Corner
Devonshire Road
Harpenden
Herts
AL5 4TJ



ROBIN GLOVER WENDT
Flat 6
5 Old Pye Street
London
SW1P 2AD



Dated 17 October, 1990.

Witness to the above Signatures-

M E Smith
M E SMITH (MISS)
5 TAUNTON CLOSE
HAINSLT
LEWIS
CS56X 166 3DN

SECRETARY.

M:\M\37704\MEMARTS.WPD

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

No. 2553768

I hereby certify that

LOCAL GOVERNMENT MANAGEMENT BOARD
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 31 OCTOBER 1990

P. Bevan
P. BEVAN

an authorised officer