

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

Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use For official use

[] [] 2553768

Name of company

*Insert full name of
company

* LOCAL GOVERNMENT MANAGEMENT BOARD LIMITED

I, BEVERLEY ANNE BAGE

of BEACHCROFT STANLEYS, 20 Farnival 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 (P.J. BUSBY)
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 Farnival Street
London EC4A 1BN
Ref: BB/JG

For official use
New Companies Section

Post room

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

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

Name of company

*Insert full 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 Farnival Street	
London	
	Postcode EC4A 1BN

Number of continuation sheets attached (see note 1)


☐Presentor's name, address and
reference (if any):BEACHCROFT STANLEYS
20 Farnival Street
London EC4A 1BN
Ref: BB/JG

For official use

General Section

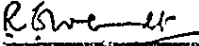
Post room

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:

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	

Please do not write in this margin

†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

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

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 4T3
I consent to act as secretary of the company named on page 1	
Signature 	Date 10 October 1990


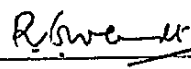
Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

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 *Michael Clarke* X

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

X *R. Glover Wendt* X

DATED

17 October 1990

1990.

Witness to the above Signatures -

X *Michelle*
Miss M E SMITH
5 TAUNTON CLOSE
HAINES
ILKLEY
ESSEX IG6 3DN
SECRETARY

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

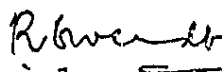
service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

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 (MISS)
5 TAUNTON CLOSE
HAINSLT
URORS
G5EA 1GG 3DN

SECRETARY

M: \M\37704\MEMARTS.WPD

FILE COPY



**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

Company Number: 2553768



Companies Acts 1985 to 1989

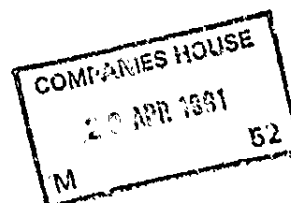
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION
of
LOCAL GOVERNMENT MANAGEMENT BOARD LIMITED

At an Extraordinary General Meeting of the Company duly convened and held on 27 March 1991 the following Resolution was passed as a Special Resolution:

THAT the name of the Company be changed to "THE LOCAL GOVERNMENT MANAGEMENT BOARD".

JSA Kimberlett
.....
Chair



COUGGS
840
012933

Ref: M:\M\37704\NOE.WPD

**Declaration on change of
name omitting "limited"
or its Welsh equivalent**

30(5)(c)

Please do not
write in
this margin

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

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

* Insert full
name of company

† delete as
appropriate

For official use

Company number

1111

2553768

Name of company

* LOCAL GOVERNMENT MANAGEMENT BOARD LIMITED

I, FREDERICK GARETH ROBERT GIMBLETT OBE DL

of 6 Park View Drive South, Charvil, Reading, Berkshire RG10 9OX

[a director] ~~[the secretary]~~† of LOCAL GOVERNMENT MANAGEMENT BOARD LIMITED

do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

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

Declared at Sheffield, Barks Hill

Declarant to sign below

F.R. Gimblett

the 8th day of April

One thousand nine hundred and ninety one

before me D.K.H. OVER

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

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 2030
TELEX 261010



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

BEACHCROFT STANLEYS
20 Fumival Street
London EC4A 1BN
Ref. JG/37704

For official Use

General Section

Post room

COMPANIES HOUSE
20 APR 1991
52

20071221 29049



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2553768

I hereby certify that

**LOCAL GOVERNMENT MANAGEMENT BOARD
LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

THE LOCAL GOVERNMENT MANAGEMENT BOARD

Given under my hand at the Companies Registration Office,

Cardiff the 30 APRIL 1991

A handwritten signature in dark ink, appearing to read 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer

Company Number: 2553768

Companies Acts 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS
of
LOCAL GOVERNMENT MANAGEMENT BOARD LIMITED

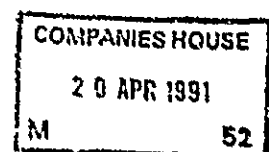
At an Extraordinary General Meeting of the Company duly convened and held on 27 March 1991 the following resolutions were duly passed as Special Resolutions:

THAT the provisions of the Memorandum of Association of the Company be altered by the adoption immediately, in place of the provisions set out in clauses 3, 4, 5 and 6 of the Memorandum of Association of the Company, of the provisions set out in clauses 3, 4, 5, 6 and 7 of the form of Memorandum of Association produced to this Meeting and signed, for the purpose of identification only, by the Chair of the Meeting.

THAT the regulations contained in the form of Articles of Association produced to this Meeting and signed, for the purpose of identification only, by the Chair of the Meeting, be adopted as the Articles of Association of the Company in place, and to the exclusion of, all existing regulations of the Company with immediate effect.

JHR B. Blett.
.....
Chair

Ref: M:\M\37704\NOE.WPD



36/2/89

COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of
LOCAL GOVERNMENT MANAGEMENT BOARD LIMITED

1. The name of the Company is "LOCAL GOVERNMENT MANAGEMENT BOARD LIMITED" (hereinafter called "the Company").
2. The registered office of the Company is to be situated in England and Wales.
3. ^{*}(1) In this Clause 3 (but not elsewhere), the expression "local authority" shall, unless the context otherwise requires, mean and include:-
 - (a) all local authorities;
 - (b) all bodies established to carry out the functions of local authorities or having the power to levy, or issue a precept for, any rate or charge for public purposes;
 - (c) all other organisations engaged in carrying out functions on behalf of local authorities; and
 - (d) such other public bodies as may from time to time be determined by the Companyand the expression "local authorities" shall have a cognate meaning.
- (2) The objects for which the Company is established are:-
 - (a) To ascertain, collate and disseminate information with regard to pay and conditions of service, both in general and in the local government service with the object of assisting the organisations named in Article 5 of the Articles of Association of the Company, local authorities

^{*} Note: The objects of the Company were amended pursuant to a Special Resolution passed on 27 March 1991.

and the employers' side of any negotiating bodies with which local authorities may now or at any time hereafter be concerned.

- (b) In an advisory capacity, to coordinate the activities and functions of the employers' sides of negotiating bodies in which local authorities are concerned including the provision of a joint secretariat.
- (c) To maintain effective liaison with any negotiating bodies for which the Company does not provide a joint secretariat but which are concerned in the settlement of conditions of service of employees of local authorities.
- (d) To provide advice and assistance to local authorities on any matters relating to the employment of their staff.
- (e) To provide, promote, secure or assist in the provision of, give approval of and advice on courses and other provision for the training of persons in, or intending to enter, the employment of local authorities. This shall include training for elected or appointed members of such local authorities and other bodies.
- (f) To apply, arrange for or advise on the application of selection and other tests and examinations of all kinds, or other methods for ascertaining the attainment of any standards recommended by the Company and to acknowledge the attainment thereof.
- (g) To provide advice and assistance to local authorities on any matters relating to their management, structure and organisation.
- (h) To foster and undertake research into any aspect of the Company and its work and to disseminate the results of any such research.
- (i) To exchange information and opinion with other organisations on any aspect of the Company and its work.
- (j) To prepare, edit, print, publish and issue books, papers, periodicals, gazettes, circulars and other literary undertakings or other means of communication (including films) bearing upon the activities of the Company, and to circulate or sell such publications, or films, and to establish, form and maintain libraries and collections of literature, statistics, data and other information or objects relating to the

activities of the Company or to matters of interest to the persons engaged therein, and to translate, compile, publish, lend and sell, and endeavour to secure, or contribute to the translation, compilation, publication and sale by Parliament, Government Departments and other bodies or persons, of any such statistics and information, and to disseminate information by means of the reading of papers, the delivery of lectures, the holding of seminars, the staging of exhibitions, the giving of advice, the appointment of advisory officers or otherwise.

- (k) To exploit commercially any aspect of the work of the Company.
- (l) To retain or employ skilled, professional or technical advisers or workers in connection with the objects of the Company, and to pay therefor such fees or remuneration as may be thought expedient.
- (m) To establish, promote, cooperate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any associations and institutions and other bodies incorporated or not incorporated, whose objects are similar to the objects of the Company, in particular to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money to, subsidise or otherwise assist any other association, institution or other body.
- (n) To apply to government departments, local government authorities and other public bodies and to corporations, companies and persons for, and to accept grants of money, land, donations, gifts, subscriptions and other assistance for promoting the objects of the Company, and to discuss and negotiate with them schemes of administrative, professional, technical, clerical and miscellaneous development and training within the objects of the Company and to conform to any proper conditions upon which such grants and other payments may be made.
- (o) To borrow or raise any money that may be required by the Company upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company, or by mortgage or charge of all or any part of the property of the Company.

- (p) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferrable instruments.
- (q) To invest the moneys of the Company 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.
- (r) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purposes of the Company, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Company, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Company.
- (s) To sell or otherwise in any manner dispose of the whole or any part of the business, undertaking or property of the Company either together or in portions, for such consideration as the Company may think fit.
- (t) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company (or of either or both of its predecessor bodies, the Local Government Training Board ("LGTB") and the Local Authorities' Conditions of Service Advisory Board ("LACSAB") and such other bodies for whom LGTB and LACSAB had responsibility) or the dependants or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.
- (u) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

PROVIDED THAT:-

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal

with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Company would make it a Trade Union.

(iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Company shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as it would as such company had been if no incorporation had been effected, and incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such company that it shall as regards any such property be subject to such control or authority as the Company were not incorporated.

4. The income and property of the Company 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 Company or other.

PROVIDED that nothing herein shall prevent payment in good faith by the Company

- (a) of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company or for any material, labour, plant or power supplied for experimental purposes;

- (b) of interest at a rate per annum not exceeding 4 per cent less than the base lending rate prescribed from time to time by the Company's bankers or 6 per cent whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any Member of the Company or of its governing body;
- (c) to any member of its governing body of out of pocket expenses;
- (d) to a corporation of which a Member of the Company or member of its governing body may be a member holding not more than one hundredth part of the capital of such corporation.

Provided also that nothing herein shall prevent any Member of the Company, whether a member of its governing body or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of its business for profit or otherwise under any licence or permission in respect of any discovery, invention or patent resulting from the work of the Company.

- 5. The liability of the Members is limited.
- 6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same 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 amongst themselves, such amount as may be required not exceeding £1.
- 7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, and after due provision has been made for the continuance of or payment or payments of any superannuation, pensions, redundancy payments and allowances to retired employees of the Company (or of either or both of its predecessor bodies, LGTB and LACSAB and such other bodies for whom LGTB and LACSAB had responsibility) or to dependants of such employees in accordance with any superannuation, pension and redundancy payment schemes for the time being in force at the date of liquidation, any property whatsoever, the same shall be paid to or distributed amongst the Association of County Councils, the Association of District Councils, the Association of Metropolitan Authorities and the Convention of Scottish Local Authorities in proportion to the numbers of persons they are respectively entitled to nominate from time to time for membership of the Company pursuant to Article 5 of its Articles of Association.

WE, the several persons whose names and address are subscribed,
are desirous of being formed into a company in pursuance of this
Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL CLARKE
Eramble Corner
Devonshire Road
Harpenden
Herts
AL5 4TJ

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

Dated the 17th day of October 1990

Witness to the above signatures:-

MISS M.E. SMITH
5 Taunton Close
Hainault
Ilford
Essex
IG6 3DN

COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

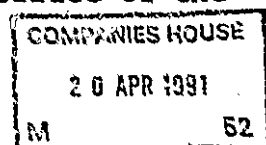
OF

LOCAL GOVERNMENT MANAGEMENT BOARD LIMITED
(Adopted pursuant to a Special Resolution passed on
27 March 1991)

DEFINITIONS

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

WORDS	MEANINGS
"the Act"	The Companies Act, 1985
"the Company"	Local Government Management Board Limited
"financial year"	The period defined in Article 10(F) of these presents.
"in writing"	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
"the Management Committee"	The Management Committee of the Company as a body or a quorum of the members thereof at a meeting of the Management Committee.
"month"	Calendar month.
"the Office"	The registered office of the Company.



"these presents"

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

"the Seal"

The common seal of the Company.

"the United Kingdom"

Great Britain and Northern Ireland.

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

The headings appearing in these presents are for information only and are not to be read or construed as forming part of these presents.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject context, bear the same meaning in these presents.

2. The provisions of section 352 of the Act shall be observed by the Company, and every Member of the Company shall either sign a written consent to become a Member, or sign the register of members on becoming a member.

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

4. Subject as hereinafter mentioned it shall rest with the Company to determine the terms and conditions on which Members shall from time to time be admitted.

MEMBERSHIP

5. There shall be eligible for membership of the Company:

- (A) Six persons nominated by the Association of County Councils;
- (B) Six persons nominated by the Association of District Councils;
- (C) Six persons nominated by the Association of Metropolitan Authorities; and
- (D) Two persons nominated by the Convention of Scottish Local Authorities.

6. Twenty-eight days at least before each Annual General Meeting the Secretary shall invite each of the organisations mentioned in Article 5 to nominate as Members of the Company for the ensuing year such number of persons as it is entitled so to

nominate under Article 5, and the persons so nominated in writing by those organisations on signing the form of consent and undertaking required by Article 2 if not already signed by them shall become or (as the case may be) continue to be Members of the Company as from the commencement of the business of such Annual General Meeting and shall (subject to the provisions of Article 7) continue to be the Members of the Company until the commencement of the business of the next Annual General Meeting.

7. The organisation nominating a Member of the Company may, by notice in writing to the Company, cancel the nomination of any person so nominated and nominate some other person in his/her place, or nominate a new nominee in place of any nominee who dies or resigns his/her membership, and immediately upon receipt by the Company of such notice the person whose nomination has been cancelled or who shall have died or resigned as aforesaid shall cease to be a Member of the Company and the person nominated in his/her place shall (as from receipt by the Company of his/her nomination coupled with the form of consent and undertaking required by Article 2) become a Member of the Company and (unless subsequently removed from membership or ceasing to be a Member under the provisions of this Article) shall continue to be a Member of the Company until the commencement of the business of the next Annual General Meeting.

8. No act or resolution of the Company shall be invalidated by reason of the existence of any vacancy or vacancies among Members of the Company.

9. Without prejudice to the general powers conferred by these presents, the Members may delegate any of their powers to any committee as may be considered necessary and may make and impose upon such committees such rules and regulations and to vary the same from time to time as they shall think fit.

FINANCE

10. (A) The Management Committee shall lay before the Company, at a General Meeting held not later than the end of each January, estimates of:

- (i) the expenditure of the Company during the next ensuing financial year, and
- (ii) the amount of income expected to be received during such ensuing financial year from all sources.

(B) When the audited balance sheet, and income and expenditure accounts, of the Company in respect of a financial year are laid before the Company in General Meeting pursuant to Article 58 the Management Committee shall lay before that meeting a statement of the amount by which the estimates of expenditure last

previously laid before the Company exceeded or fell short of actual expenditure of the Company.

- (C) The expression "financial year" in these presents shall mean the period between the date on which one income and expenditure account of the Company shall commence and the date on which such income and expenditure account shall end (both dates inclusive), and unless otherwise determined by the Management Committee a financial year shall run from 1 April in one year to 31 March in the following year.

GENERAL MEETINGS

11. The Company shall in the month of July in each year hold a General Meeting, as its Annual General Meeting in addition to any other Meeting in that year, and shall specify the Meeting as such in notices calling it. The Annual General Meeting shall be held at such time and place as the Management Committee shall appoint.

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

13. The Management Committee may, whenever it thinks 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, representing one-third of the Members of the Company. The requisition and also the notice convening the meeting shall state the nature of the business proposed to be transacted and no other matters shall be discussed. The meeting shall take place within 14 days after the receipt of the requisition by the Company. If at any time there are not within the United Kingdom sufficient Management Committee members capable of acting to form a quorum, any Management Committee member or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Management Committee, and to be held at a reasonable time and place.

14. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a General Meeting of the Company other than an Annual General Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The 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 other manner, if any, as may be prescribed by the Company in General Meeting, to such persons (including the Auditors and the Chief Executive) as are, under these presents or the Act, entitled to receive such notices from the Company. Provided that a General Meeting of the Company 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 a Meeting called the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) In the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the Meeting, being a majority, together representing not less than ninety-five per centum of the total voting rights at that Meeting of all the Members.

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

PROCEEDINGS AT GENERAL MEETINGS

16. 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 Management Committee and of the Auditors, and the appointment of, and the fixing of the remuneration of the Auditors.

17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as therein otherwise provided a quorum shall be constituted by the presence in person or by proxy of one-third or the number nearest to but not less than one-third of the Members.

18. 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 Chair shall appoint, and 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.

19. The Chair of the Management Committee or in his/her absence the Deputy Chair of the Management Committee shall preside as Chair at every General Meeting, but if both have intimated that they will not be present at any meeting or if neither shall be present within thirty minutes after the time appointed for holding the same, or shall be willing to preside, the Members present shall choose some other of their number to preside for that meeting.

20. The Chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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.

21. At all General Meetings a resolution of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the show of hands, demanded by the Chair of the meeting or by at least three Members present in person or by proxy or by a Member or Members present in person representing at least three-twentieths 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 Chair of the meeting that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company be conclusive evidence of the fact without proof of the number or proportion of the votes recorded against that resolution.

22. Subject to the provisions of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner (whether by postal vote, personal attendance or otherwise) as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting.

23. No poll shall be demanded on any question of adjournment.

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

25. 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.

VOTES OF MEMBERS

26. Any Member may be represented at any General Meeting of the Company by a proxy with full powers acting on his/her behalf provided such proxy is approved in writing, in each case, by the relevant nominating organisation of the Member referred to in Article 5.

27. Subject as hereinafter provided:-

- (a) on a show of hands every Member present in person or by proxy shall have one vote;

- (b) on a poll every Member present in person or by proxy shall be entitled to one vote.

28. The instrument appointing a proxy shall be in writing. It must be deposited at the Office not less than twenty-four hours before the meeting or adjourned meeting at which it is to be used, or in case of a poll not less than twenty-four hours before the time appointed for taking the poll.

29. A proxy shall be entitled to attend, speak and vote at the meeting only for the purpose of which he is appointed.

30. A vote given in accordance with the terms of the appointment of a 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.

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

"THE LOCAL GOVERNMENT MANAGEMENT BOARD

I

of

a member of THE LOCAL GOVERNMENT MANAGEMENT BOARD with the approval of my nominating organisation hereby appoint

of

and failing him,

of

to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Company to be held on the day of and at every adjournment thereof.

As witness my hand this day of 19

This form is to be used *in favour of/against the resolution. Unless otherwise instructed the proxy will vote as he/she thinks fit.

* strike out whichever is not desired

NOTE: IN ORDER TO BE VALID THIS FORM MUST BE ACCOMPANIED BY THE NOMINATING ORGANISATION'S WRITTEN APPROVAL OF THE PROXY"

32. The appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll.

THE MANAGEMENT COMMITTEE

33. The affairs of the Company shall be managed by a Management Committee which, subject to the provisions of Article 34, shall consist of the Members for the time being of the Company.

DISQUALIFICATION OF MEMBERS OF THE MANAGEMENT COMMITTEE

34. The office of a member of the Management Committee shall be vacated-

- (A) If a receiving order is made against him/her or he/she makes an arrangement or composition with his/her creditors.
- (B) If he/she becomes of unsound mind.
- (C) If, for any reason, he/she ceases to be a Member of the Company.
- (D) If by notice in writing to the Company he/she resigns his office.
- (E) If by virtue of Section 293 of the Act, he/she ceases to be capable of being appointed a director of a company.
- (F) If he/she becomes prohibited from being a member of the Management Committee by reason of any order made under the Company Directors Disqualification Act 1986.
- (G) If he/she be absent from the meetings of the Management Committee for more than three consecutive meetings without the consent of the Management Committee.

35. A member of the Management Committee who vacates that office under the provisions of Article 34 shall ipso facto cease to be a Member of the Company.

POWERS OF THE MANAGEMENT COMMITTEE

36. No act or resolution of the Management Committee shall be invalidated by reason of the existence of any vacancy or vacancies among Management Committee members.

37. The Management Committee may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject, nevertheless, to any regulations of these presents, to

the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid if such regulation had not been made.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

38. The Management Committee shall meet together at least bi-annually (and more frequently as they may from time to time think fit) 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, one quarter or the number nearest to one quarter of the members of the Management Committee shall be quorum.

39. Questions arising at any meeting of the Management Committee shall be decided by a majority of votes. In case of an equality of votes the Chair of the Management Committee shall have a second or casting vote.

40. A Management Committee member may, and on the request of a Management Committee member, the Secretary shall at any time, summon a meeting of the Management Committee by notice served upon the several members of the Management Committee.

41. A member of the Management Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting of the Management Committee.

42. The Chair of the Management Committee or in his/her absence the Deputy Chair shall preside at all meetings of the Management Committee, but if both have intimated that they will not be present at any meeting or if neither shall be present within thirty minutes after the time appointed for holding the same, or shall be willing to preside, the Management Committee members present shall choose one of their number to preside for that meeting.

43. A meeting of the Management Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Management Committee generally.

44. Members of the Management Committee who communicate in conference on the telephone with a meeting of the Management Committee shall be deemed for all purposes to be present at such meeting during the business transacted thereat while they are so in communication.

45. A resolution in writing signed by all the Management Committee for the time being entitled to receive notice of and vote at a meeting of the Management Committee shall be as valid

and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form and signed by one of more of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee.

46. All acts done by a meeting of the Management Committee or by any committee of the Management Committee or by any person acting as a Management Committee member shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Management Committee or such committee 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 Management Committee member or of such committee.

MINUTES

47. The Management Committee shall cause minutes to be duly entered in books provided for the purpose:

- (A) of all appointments of officers;
- (B) of names of the Management Committee members present at each meeting of the Management Committee, and of any committee of the Management Committee;
- (C) of all orders made by the Management Committee and committees of the Management Committee;
- (D) of all resolutions and proceedings of General Meetings and of meetings of the Management Committee and committees of the Management Committee.

48. Any such minutes of any meeting of the Management Committee or of any committee, or of the Company, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

CHIEF EXECUTIVE

49. A Chief Executive of the Company shall be appointed by the Management Committee for such term, at such remuneration and (subject to Article 51) upon such conditions as it shall think fit. He/she shall be responsible to the Management Committee for the execution of the Management Committee's policies and for the conduct of the business of the Company.

50. The Chief Executive shall engage, all persons to be employed under him/her and shall be responsible for them.

51. The Chief Executive shall be entitled to receive notice of and to attend and speak, but not vote, at all General Meetings of the Company, all meetings of the Management Committee and all meetings of any committee.

SECRETARY

52. The Secretary shall be appointed by the Management Committee for such time, at such remuneration and upon such conditions as the Management Committee may think fit, and any Secretary so appointed may be removed by the Management Committee. The provisions of sections 283 and 284 of the Act shall apply. The Management Committee may from time to time by resolution appoint a 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

53. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Management Committee, and in the presence of at least two members of the Management Committee or one member of the Management Committee and either the Chief Executive or the Secretary and the said members or member and Chief Executive or Secretary (whichever is the case) shall sign every instrument to which the seal be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

GENERAL

54. There shall be no limit as to the age at which any person may become or be a member of the Management Committee or until which, having become or being a member of the Management Committee, he/she may continue to act as a member of the Management Committee.

ACCOUNTS

55. The Company shall cause proper books of account to be kept with respect to-

- (A) all sums of money received and expended by the Company and the matter in respect of which such receipts and expenditure take place;
- (B) all sales and purchases for goods by the Company; and
- (C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

56. The books of account shall be kept at the Office, or subject to Sub-section (2) of section 221 of the Act, at such other place or places as the Management Committee shall think fit, and shall always be open to the inspection of the members of the Management Committee.

57. The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of Members at all reasonable times during business hours.

58. At the Annual General Meeting in every year the Management Committee shall lay before the Company a proper income and expenditure account for the last preceding financial year together with a proper balance sheet made up as at the last day of such financial year. Every such balance sheet shall be accompanied by proper reports of the Management Committee 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, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. Provided that if copies of the documents aforementioned are sent less than twenty-one clear days before the date of the meeting they shall, notwithstanding that fact, be deemed to have been duly sent if so agreed by all the members entitled to attend and vote at the meeting. The Auditors' report shall be open to inspection and be read before the meeting.

AUDIT

59. Once at least in every year the accounts of the Company 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.

60. Auditors shall be appointed and their duties regulated in accordance with sections 236 and 237 of the Act.

61. A balance sheet shall be signed on behalf of the Management Committee by two members of the Management Committee of the Company and the Auditors' report shall be attached to the balance sheet, and the report shall be read before the Company in General Meeting, and shall be open to inspection by any member.

NOTICES

62. A notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his/her 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 Company an address within the United Kingdom at which notice may be served upon him/her, shall be entitled to have notices served upon him/her 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 Company.

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 as put into the post, and in providing 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 letter.

INDEMNITY

65. Every member of the Management Committee, committee of the Management Committee, Chief Executive, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Management Committee out of the funds of the Company to pay, all costs, losses and expenses, including travelling expenses which any such officer or servant may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him/her as such officer or servant or in any way in the discharge of his/her duties. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

AMENDMENT OF THESE PRESENTS

66. Amendment of these presents may be proposed only after notice thereof has been given to the Secretary and circulated to the Members of the Company at least 21 days before the meeting at which the proposal is to be put to the Members. Any proposal to amend this constitution must be approved by at least three-fourths of the Members present and voting at the meeting at which it is proposed.

WINDING UP

67. Clause 7 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall

have effect as if the provisions thereof were repeated in these presents.

M:\M\37704\MEMAR2.WPD

NAMES, ADDRESSES AND DESCRIPTIONS 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 the 17th day of October 1990

Witness to the above signatures:-

MISS M.E. SMITH
5 Taunton Close
Hainault
Ilford
Essex
IG6 3DN

G**COMPANIES FORM No. 224****224****Notice of accounting reference date**
(to be delivered within 9 months of
incorporation)Please do not
write in
this marginPursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block
letteringTo the Registrar of Companies
(Address overleaf)

Company number

02553768

Name of company

THE LOCAL GOVERNMENT MANAGEMENT BOARD

*insert full name
of companygives notice that the date on which the company's accounting reference period is to be
treated as coming to an end in each successive year is as shown below:**Important**The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 11 0 3

5 April

Day Month

0 5 0 4

30 June

Day Month

3 0 0 6

31 December

Day Month

3 1 1 2

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

Signed



Designation + Secretary

Date 26/06/91.

Presenter's name address and
reference (if any):For official use
D.E.B.

Post room

Q. 2553768
THE COM

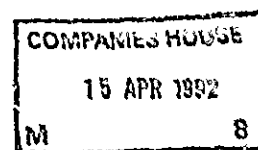
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

At a ANNUAL GENERAL MEETING of the above-named Company duly convened and held on the 27th day of March 1992 the following Resolution was duly passed as a Special Resolution:-

THAT the Company's Articles of Association be altered so that Article 11 be amended to read as follows:-

Eugene A. Anson

Registered Office:
Arndale House,
The Arndale Centre,
Luton
LU1 2TS



COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE LOCAL GOVERNMENT MANAGEMENT BOARD
(Adopted pursuant to a Special Resolution passed on
27 March 1991)

DEFINITIONS

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

WORDS

MEANINGS

"the Act"

The Companies Act, 1985

"the Company"

The Local Government
Management Board

"financial year"

The period defined in
Article 10(F) of these
presents.

"in writing"

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

"the Management Committee"

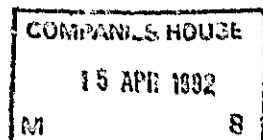
The Management Committee of
the Company as a body or a
quorum of the members
thereof at a meeting of the
Management Committee.

"month"

Calendar month.

"the Office"

The registered office of the
Company.



"these presents"

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

"the Seal"

The common seal of the Company.

"the United Kingdom"

Great Britain and Northern Ireland.

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

The headings appearing in these presents are for information only and are not to be read or construed as forming part of these presents.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject context, bear the same meaning in these presents.

2. The provisions of section 352 of the Act shall be observed by the Company, and every Member of the Company shall either sign a written consent to become a Member, or sign the register of members on becoming a member.

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

4. Subject as hereinafter mentioned it shall rest with the Company to determine the terms and conditions on which Members shall from time to time be admitted.

MEMBERSHIP

5. There shall be eligible for membership of the Company:

- (A) Six persons nominated by the Association of County Councils;
- (B) Six persons nominated by the Association of District Councils;
- (C) Six persons nominated by the Association of Metropolitan Authorities; and
- (D) Two persons nominated by the Convention of Scottish Local Authorities.

6. Twenty-eight days at least before each Annual General Meeting the Secretary shall invite each of the organisations mentioned in Article 5 to nominate as Members of the Company for the ensuing year such number of persons as it is entitled so to

nominate under Article 5, and the persons so nominated in writing by those organisations on signing the form of consent and undertaking required by Article 2 if not already signed by them shall become or (as the case may be) continue to be Members of the Company as from the commencement of the business of such Annual General Meeting and shall (subject to the provisions of Article 7) continue to be the Members of the Company until the commencement of the business of the next Annual General Meeting.

7. The organisation nominating a Member of the Company may, by notice in writing to the Company, cancel the nomination of any person so nominated and nominate some other person in his/her place, or nominate a new nominee in place of any nominee who dies or resigns his/her membership, and immediately upon receipt by the Company of such notice the person whose nomination has been cancelled or who shall have died or resigned as aforesaid shall cease to be a Member of the Company and the person nominated in his/her place shall (as from receipt by the Company of his/her nomination coupled with the form of consent and undertaking required by Article 2) become a Member of the Company and (unless subsequently removed from membership or ceasing to be a Member under the provisions of this Article) shall continue to be a Member of the Company until the commencement of the business of the next Annual General Meeting.

8. No act or resolution of the Company shall be invalidated by reason of the existence of any vacancy or vacancies among Members of the Company.

9. Without prejudice to the general powers conferred by these presents, the Members may delegate any of their powers to any committee as may be considered necessary and may make and impose upon such committees such rules and regulations and to vary the same from time to time as they shall think fit.

FINANCE

10. (A) The Management Committee shall lay before the Company, at a General Meeting held not later than the end of each January, estimates of:

- (i) the expenditure of the Company during the next ensuing financial year, and
- (ii) the amount of income expected to be received during such ensuing financial year from all sources.

(B) When the audited balance sheet, and income and expenditure accounts, of the Company in respect of a financial year are laid before the Company in General Meeting pursuant to Article 58 the Management Committee shall lay before that meeting a statement of the amount by which the estimates of expenditure last

previously laid before the Company exceeded or fell short of actual expenditure of the Company.

- (C) The expression "financial year" in these presents shall mean the period between the date on which one income and expenditure account of the Company shall commence and the date on which such income and expenditure account shall end (both dates inclusive), and unless otherwise determined by the Management Committee a financial year shall run from 1 April in one year to 31 March in the following year.

GENERAL MEETINGS

11. The Company shall not later than 31 October in each year hold a General Meeting, as its Annual General Meeting in addition to any other Meeting in that year, and shall specify the Meeting as such in notices calling it. The Annual General Meeting shall be held at such time and place as the Management Committee shall appoint.

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

13. The Management Committee may, whenever it thinks 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, representing one-third of the Members of the Company. The requisition and also the notice convening the meeting shall state the nature of the business proposed to be transacted and no other matters shall be discussed. The meeting shall take place within 14 days after the receipt of the requisition by the Company. If at any time there are not within the United Kingdom sufficient Management Committee members capable of acting to form a quorum, any Management Committee member or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Management Committee, and to be held at a reasonable time and place.

14. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a General Meeting of the Company other than an Annual General Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The 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 other manner, if any, as may be prescribed by the Company in General Meeting, to such persons (including the Auditors and the Chief Executive) as are, under these presents or the Act, entitled to receive such notices from the Company.

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

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

PROCEEDINGS AT GENERAL MEETINGS

16. 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 Management Committee and of the Auditors, and the appointment of, and the fixing of the remuneration of the Auditors.

17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as therein otherwise provided a quorum shall be constituted by the presence in person or by proxy of one-third or the number nearest to but not less than one-third of the Members.

18. 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 Chair 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.

19. The Chair of the Management Committee or in his/her absence the Deputy Chair of the Management Committee shall preside as Chair at every General Meeting, but if both have intimated that they will not be present at any meeting or if neither shall be present within thirty minutes after the time appointed for holding the same, or shall be willing to preside, the Members

present shall choose some other of their number to preside for that meeting.

20. The Chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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.

21. At all General Meetings a resolution of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the show of hands, demanded by the Chair of the meeting or by at least three Members present in person or by proxy or by a Member or Members present in person representing at least three-twentieths 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 Chair of the meeting that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company be conclusive evidence of the fact without proof of the number or proportion of the votes recorded against that resolution.

22. Subject to the provisions of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner (whether by postal vote, personal attendance or otherwise) as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting.

23. No poll shall be demanded on any question of adjournment.

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

25. 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.

VOTES OF MEMBERS

26. Any Member may be represented at any General Meeting of the Company by a proxy with full powers acting on his/her behalf provided such proxy is approved in writing, in each case, by the relevant nominating organisation of the Member referred to in Article 5.

27. Subject as hereinafter provided:-

- (a) on a show of hands every Member present in person or by proxy shall have one vote;
- (b) on a poll every Member present in person or by proxy shall be entitled to one vote.

28. The instrument appointing a proxy shall be in writing. It must be deposited at the Office not less than twenty-four hours before the meeting or adjourned meeting at which it is to be used, or in case of a poll not less than twenty-four hours before the time appointed for taking the poll.

29. A proxy shall be entitled to attend, speak and vote at the meeting only for the purpose of which he is appointed.

30. A vote given in accordance with the terms of the appointment of a 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.

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

"THE LOCAL GOVERNMENT MANAGEMENT BOARD

I
of
a member of THE LOCAL GOVERNMENT MANAGEMENT BOARD with the approval of my nominating organisation hereby appoint

of
and failing him,

of
to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Company to be held on the day of and at every adjournment thereof.

As witness my hand this day of 19

This form is to be used *in favour of/against the resolution. Unless otherwise instructed the proxy will vote as he/she thinks fit.

* strike out whichever is not desired

NOTE: IN ORDER TO BE VALID THIS / M MUST BE ACCOMPANIED BY THE NOMINATING ORGANISATION'S WRITTEN APPROVAL OF THE PROXY"

32. The appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll.

THE MANAGEMENT COMMITTEE

33. The affairs of the Company shall be managed by a Management Committee which, subject to the provisions of Article 34, shall consist of the Members for the time being of the Company.

DISQUALIFICATION OF MEMBERS OF THE MANAGEMENT COMMITTEE

34. The office of a member of the Management Committee shall be vacated-

- (A) If a receiving order is made against him/her or he/she makes an arrangement or composition with his/her creditors.
- (B) If he/she becomes of unsound mind.
- (C) If, for any reason, he/she ceases to be a Member of the Company.
- (D) If by notice in writing to the Company he/she resigns his office.
- (E) If by virtue of Section 293 of the Act he/she ceases to be capable of being appointed a director of a company.
- (F) If he/she becomes prohibited from being a member of the Management Committee by reason of any order made under the Company Directors Disqualification Act 1986.
- (G) If he/she be absent from the meetings of the Management Committee for more than three consecutive meetings without the consent of the Management Committee.

35. A member of the Management Committee who vacates that office under the provisions of Article 34 shall ipso facto cease to be a Member of the Company.

POWERS OF THE MANAGEMENT COMMITTEE

36. No act or resolution of the Management Committee shall be invalidated by reason of the existence of any vacancy or vacancies among Management Committee members.

37. The Management Committee may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the

Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject, nevertheless, to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid if such regulation had not been made.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

38. The Management Committee shall meet together at least bi-annually (and more frequently as they may from time to time think fit) 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, one quarter or the number nearest to one quarter of the members of the Management Committee shall be quorum.

39. Questions arising at any meeting of the Management Committee shall be decided by a majority of votes. In case of an equality of votes the Chair of the Management Committee shall have a second or casting vote.

40. A Management Committee member may, and on the request of a Management Committee member, the Secretary shall at any time, summon a meeting of the Management Committee by notice served upon the several members of the Management Committee.

41. A member of the Management Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting of the Management Committee.

42. The Chair of the Management Committee or in his/her absence the Deputy Chair shall preside at all meetings of the Management Committee, but if both have intimated that they will not be present at any meeting or if neither shall be present within thirty minutes after the time appointed for holding the same, or shall be willing to preside, the Management Committee members present shall choose one of their number to preside for that meeting.

43. A meeting of the Management Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Management Committee generally.

44. Members of the Management Committee who communicate in conference on the telephone with a meeting of the Management Committee shall be deemed for all purposes to be present at such meeting during the business transacted thereat while they are so in communication.

45. A resolution in writing signed by all the Management Committee for the time being entitled to receive notice of and vote at a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form and signed by one or more of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee.

46. All acts done by a meeting of the Management Committee or by any committee of the Management Committee or by any person acting as a Management Committee member shall notwithstanding that it shall be afterwards discovered that there is some defect in the appointment or continuance in office of the Management Committee or such committee 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 Management Committee member or of such committee.

MINUTES

47. The Management Committee shall cause minutes to be duly entered in books provided for the purpose:

- (A) of all appointments of officers;
- (B) of names of the Management Committee members present at each meeting of the Management Committee, and of any committee of the Management Committee;
- (C) of all orders made by the Management Committee and committees of the Management Committee;
- (D) of all resolutions and proceedings of General Meetings and of meetings of the Management Committee and committees of the Management Committee.

48. Any such minutes of any meeting of the Management Committee or of any committee, or of the Company, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

CHIEF EXECUTIVE

49. A Chief Executive of the Company shall be appointed by the Management Committee for such term, at such remuneration and (subject to Article 51) upon such conditions as it shall think fit. He/she shall be responsible to the Management Committee for the execution of the Management Committee's policies and for the conduct of the business of the Company.

50. The Chief Executive shall engage, all persons to be employed under him/her and shall be responsible for them.

51. The Chief Executive shall be entitled to receive notice of and to attend and speak, but not vote, at all General Meetings of the Company, all meetings of the Management Committee and all meetings of any committee.

SECRETARY

52. The Secretary shall be appointed by the Management Committee for such time, at such remuneration and upon such conditions as the Management Committee may think fit, and any Secretary so appointed may be removed by the Management Committee. The provisions of sections 283 and 284 of the Act shall apply. The Management Committee may from time to time by resolution appoint a 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

53. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Management Committee, and in the presence of at least two members of the Management Committee or one member of the Management Committee and either the Chief Executive or the Secretary and the said members or member and Chief Executive or Secretary (whichever is the case) shall sign every instrument to which the seal be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

GENERAL

54. There shall be no limit as to the age at which any person may become or be a member of the Management Committee or until which, having become or being a member of the Management Committee, he/she may continue to act as a member of the Management Committee.

ACCOUNTS

55. The Company shall cause proper books of account to be kept with respect to-

- (A) all sums of money received and expended by the Company and the dates in respect of which such receipts and expenditure take place;
- (B) all sales and purchases for goods by the Company; and

(C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

56. The books of account shall be kept at the Office, or subject to Sub-section (2) of section 221 of the Act, at such other place or places as the Management Committee shall think fit, and shall always be open to the inspection of the members of the Management Committee.

57. The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of Members at all reasonable times during business hours.

58. At the Annual General Meeting in every year the Management Committee shall lay before the Company a proper income and expenditure account for the last preceding financial year together with a proper balance sheet made up as at the last day of such financial year. Every such balance sheet shall be accompanied by proper reports of the Management Committee 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, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. Provided that if copies of the documents aforementioned are sent less than twenty-one clear days before the date of the meeting they shall, notwithstanding that fact, be deemed to have been duly sent if so agreed by all the members entitled to attend and vote at the meeting. The Auditors' report shall be open to inspection and be read before the meeting.

AUDIT

59. Once at least in every year the accounts of the Company 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.

60. Auditors shall be appointed and their duties regulated in accordance with sections 236 and 237 of the Act.

61. A balance sheet shall be signed on behalf of the Management Committee by two members of the Management Committee of the Company and the Auditors' report shall be attached to the balance

sheet, and the report shall be read before the Company in General Meeting, and shall be open to inspection by any member.

NOTICES

62. A notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his/her 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 Company an address within the United Kingdom at which notice may be served upon him/her, shall be entitled to have notices served upon him/her 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 Company.

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 as put into the post, and in providing 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 letter.

INDEMNITY

65. Every member of the Management Committee, committee of the Management Committee, Chief Executive, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Management Committee out of the funds of the Company to pay, all costs, losses and expenses, including travelling expenses which any such officer or servant may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him/her as such officer or servant or in any way in the discharge of his/her duties. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

AMENDMENT OF THESE PRESENTS

66. Amendment of these presents may be proposed only after notice thereof has been given to the Secretary and circulated to the Members of the Company at least 21 days before the meeting at which the proposal is to be put to the Members. Any proposal to amend this constitution must be approved by at least three-fourths of the Members present and voting at the meeting at which it is proposed.

WINDING UP

67. Clause 7 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these presents.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Dated the 17th day of October 1990

Witness to the above signatures:-

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